



Proxy Form

Form C

For An Offshore Investor

who appoints a local custodian

in Thailand to keep his/her shares

in the custody

Form of Proxy, Form C

(This form is used only if the shareholder is an offshore investor who appoints a local custodian in Thailand to keep his/her shares in the custody.)

**Annexed to Notice of Department of Business Development
Re: Form of Proxy (No. 5) B.E. 2550 (2007)**

Made at

Date Month Year

(1) We
located at No., Road, Tambol/Kwaeng
Amphur/Khet, Province, Postal Code in
our capacity as the custodian for,
being a shareholder of Thoresen Thai Agencies Public Company Limited, holding shares in
total which are entitled to cast votes as follows:

ordinary shares: shares in total which are entitled to cast votes; and

preferred shares: shares in total which are entitled to cast votes,

(2) We wish to appoint

(1) age years,
residing/located at No., Road, Tambol/Kwaeng
Amphur/Khet, Province, Postal Code, or

(2) age years,
residing/located at No., Road, Tambol/Kwaeng
Amphur/Khet, Province, Postal Code, or

(3) age years,
residing/located at No., Road, Tambol/Kwaeng
Amphur/Khet, Province, Postal Code

any one of them as my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders No. 1/2011 (rescheduled) to be held on 2 March 2011 at 2.00 P.M. at the Arnoma Grand, Arnoma Hotel, Bangkok or such other date, time and place as may be adjourned.

(3) We authorise our proxy to attend the meeting and cast the votes on our behalf in the following manner:

The voting right in all the voting shares held by us is granted to the proxy.

The voting right in part of the voting shares held by us is granted to the proxy as follows:

Ordinary shares: shares in total, which are entitled to cast votes; and

Preferred shares: shares in total, which are entitled to cast votes,

Total: votes

(4) I/We authorise my/our proxy to cast the votes on my/our behalf at the above meeting in the following manners:

- Agenda no 1 To certify the minutes of the previous 1/2010 Annual General Meeting of the Shareholders held on 29 January 2010.
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain

- Agenda no 2 To consider and acknowledge TTA's performance for the financial year that ended on 30 September 2010 and the 2010 Annual Report.
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain

- Agenda no 3 To consider and approve the audited balance sheet and the profit and loss statements for the financial year that ended on 30 September 2010 together with the Auditor's report thereon.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain

- Agenda no 4 To consider and approve the payment of cash dividends for the financial year that ended on 30 September 2010.
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain

- Agenda no 5 To consider and approve the appointment of directors.
 - Agenda no 5.1 M.L. Chandchutha Chandratat
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain

 - Agenda no 5.2 Dr. Pichit Nithivasin
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain

Agenda no 5.3 Mr. Sak Euarchukiati

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain

Agenda no 5.4 Mr. Oral W. Dawe

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain

- Agenda no 6 To consider and approve the directors' fees and to approve an amendment to the policy of directors' remuneration.

Agenda no 6.1 To consider and approve the monthly fees for directors.

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain

Agenda no 6.2 To consider and approve the travelling allowance for foreign directors.

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain

Agenda no 6.3 To consider and approve the attendance fees of the Nomination and Remuneration Committee, the Investment Committee and the Risk Management Committee members.

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain

- Agenda no 7 To consider and approve the appointment of auditors for the financial year that will end on 30 September 2011 and fix the auditors' fees.

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain

- Agenda no 8 To consider and approve Naxco as ITA's new partner by selling 51% stake in ITA to Naxco Asia Pte. Ltd. and Naxco Shipping and Logistics (Thailand) Ltd.
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain

- Agenda no 9 To consider and approve the issue and offering of the convertible bonds.
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain

- Agenda no 10 To consider and approve the reduction of the registered share capital and an amendment to Clause 4 of the Memorandum of Association.
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain

- Agenda no 11 To consider and approve the increase of the registered share capital and an amendment to Clause 4 of the Memorandum of Association.
 - Agenda no 11.1 To consider and approve an increase of registered share capital of Baht 185,000,000 by issuing 185,000,000 new ordinary shares with a par value of Baht 1 per share to be reserved for conversion of convertible bonds.
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain

 - Agenda no 11.2 To consider and approve an increase of registered share capital of Baht 50,000,000 by issuing 50,000,000 new ordinary shares with a par value of Baht 1 per share to be reserved for private placement.
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain

- Agenda no 12 To consider and approve the allocation of new ordinary shares.
- Agenda no 12.1 To approve the allotment of 185,000,000 new ordinary shares with a par value of Baht 1 per share to be reserved for conversion of convertible bonds.
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve Disapprove Abstain
- Agenda no 12.2 To approve the allotment of 50,000,000 new ordinary shares with a par value of Baht 1 per share to be offered by way of private placement.
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve Disapprove Abstain
- Agenda no 13 To consider and approve the issue of up to 4,000,000 warrants to the employees and directors of Mermaid Maritime Plc and its subsidiaries under an ESOP Scheme.
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve Disapprove Abstain
- Agenda no 14 To transact any other business.
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve Disapprove Abstain

(5) If the votes which the proxy casts on any agenda conflict with my/our specified instruction in this proxy form, those votes are invalid and will be regarded as having not been cast by me/us in my/our capacity as the shareholder.

(6) If my/our instruction on voting is not expressly or clearly indicated on any agenda, the meeting considers or resolves on any matter other than those stated above, or there is any change or addition to the relevant facts, then the proxy will be entitled to cast the votes on my/our behalf at his/her own discretion.

Any acts or performance caused by the proxy at the above meeting, except voting in contravention of my/our instruction, shall be deemed as my/our acts and performance in all respects.

Signed Grantor
(.....)

Signed Grantee
(.....)

Signed Grantee
(.....)

Signed Grantee
(.....)

Remarks

1. This Form C. is used only if the shareholder whose name is in the shareholders' register is an offshore investor who appoints a local custodian in Thailand to keep his/her shares in the custody.
2. The necessary evidence to be enclosed with this proxy form is:
 - (1) the power-of-attorney granted by the shareholder to the custodian by which the custodian is appointed to sign the proxy form on the shareholder's behalf; and
 - (2) a certification that the authorised signatory of the proxy form is licensed to operate the custodial business.
3. A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.
4. As regards the agenda to appoint directors, the meeting may consider appointing the entire board or any director(s).
5. In case there is other business to be discussed in addition to those specified above, the grantor may make additional authorisation in the Attachment to Proxy Form C


Attachment to Proxy Form C

A proxy is granted by a shareholder of Thoresen Thai Agencies Public Company Limited.

For the Annual General Meeting of Shareholders no. 1/2011 (rescheduled) to be held on 2 March 2011 at 2.00 P.M. at the Arnoma Grand, Arnoma Hotel, Bangkok or such other date, time and place as may be adjourned.

- Agenda no. _____ re: _____
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve with _____ votes
 - Disapprove with _____ votes
 - Abstain with _____ votes
- Agenda no. _____ re: _____
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve with _____ votes
 - Disapprove with _____ votes
 - Abstain with _____ votes
- Agenda no. _____ re: _____
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve with _____ votes
 - Disapprove with _____ votes
 - Abstain with _____ votes
- Agenda no. _____ re: _____
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve with _____ votes
 - Disapprove with _____ votes
 - Abstain with _____ votes
- Agenda no. _____ re: _____
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve with _____ votes
 - Disapprove with _____ votes
 - Abstain with _____ votes
- Agenda no. _____ re: _____
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve with _____ votes
 - Disapprove with _____ votes
 - Abstain with _____ votes

**Details of Independent Directors
(Proxy for Shareholders)
Thoresen Thai Agencies Public Company Limited**

Name	Ms. Pratana Mongkolkul	
Position	Independent Director	
Nationality	Thai	
Age	46 years	
Number of shares held in the Company, subsidiaries, affiliated companies or related companies (as of 30th December 2010)	22,000 shares	
Address	No. 160 Soi Sukhumvit 85, Sukhumvit Road, Bangchak, Prakhong, Bangkok 10260	
Education/Training	<ul style="list-style-type: none"> - Master Degree in Business Administration, Thammasat University - Director Accreditation Programme (DAP) from Thai Institute of Directors Association (IOD) - Director Certification Programme (DCP) from Thai Institute of Directors Association (IOD) - Chief Financial Officer Certification Program 1 from the Institute of Certified Accounting and Auditors of Thailand 	

Working experience

March 2009 – present	Chair of the Audit Committee	Thoresen Thai Agencies Plc.
2007 – present	Independent Director/Audit Committee	Thoresen Thai Agencies Plc.
2007 – present	Director	S&P Syndicate Plc.
1998 – present	Director and Chief Financial Officer	Minor Corporation Plc.
1992 – 1996	Senior Vice President, Finance and Accounting	Central Pattana Plc.

Direct and indirect interest in the proposed agenda in the 1/2011 AGM

- None -

**Details of Independent Directors
(Proxy for Shareholders)
Thoresen Thai Agencies Public Company Limited**



Name Dr. Siri Ganjarende
Position Independent Director
Nationality Thai
Age 62 years
Number of shares held in the Company, subsidiaries, affiliated companies or related companies (as of 30th December 2010)
- None -

Address 44/2 Moo 6, Bangwag Road, Bangphai Sub-District, Bangkhae District, Bangkok 10160

Education/Training

- Ph.D.-Monetary Economics and Econometrics & Operations Research Monash University, Australia
- M.Ec.-Economic Statistics and Monetary Economics, University of Sydney, Australia
- B.Ec.(Hons)-Economic Statistics, University of Sydney, Australia
- Director Accreditation Program (DAP 4/2003) from Thai Institute of Directors Association (IOD)
- Director Certification Program (DCP 60/2005) from Thai Institute of Directors Association (IOD)

Working experience

Jan. 2007 – Present	Audit Committee, Remuneration Committee, and Nomination Committee	Thoresen Thai Agencies Plc.
2009 – Present	Member of the Monetary Policy Committee	Bank of Thailand
2008 – Present	Member of the Financial Institutions Supervision Policy Board	
2000 – Present	Vice Chairman & Member of the Audit Committee	Thai Vegetable Oil Plc.
1999 – Present	Chairman of the Audit Committee & Board Member	The Post Publishing Plc.
2005 – Present	Independent Directorships	Prasit Patana Plc.
2005 – Present	Independent Directorships	Indorama Polymers Plc.
2003	President & Chief Executive Officer	Thai Military Bank Plc.
1996 – Present	Advisor to the Board	TSFC Securities Limited
1991 – 1998	Senior Assistant Governor	Bank of Thailand
1992 – 1997	Assistant Governor	Bank of Thailand

Direct and indirect interest in the proposed agenda in the 1/2011 AGM

- None -

**Details of Independent Directors
(Proxy for Shareholders)
Thoresen Thai Agencies Public Company Limited**



Name Mr. Sak Euarchukiati
Position Independent Director
Nationality Thai
Age 61 Years

Number of shares held in the Company, subsidiaries, affiliated companies or related companies (as of 30th December 2010)

- None -

Address No. 183 Ratchanakarn Building, South Sathorn Road, Kwaeng Yannawa, Khet Sathorn, Bangkok 10120

Education /Training Bachelor of Science (Management Science), Colorado State University, USA

Working experience

2007 – present	Director, Member of Remuneration and Nomination Committee and Audit Committee (from November 2010)	Thoresen Thai Agencies Plc.
Apr. 09 – present	Director	The Deves Insurance Plc.
1990 – present	Director and Member of Remuneration Committee	Thai Plastic & Chemical Plc.

Direct and indirect interest in the proposed agenda in the 1/2011 AGM

He is a director who retired from office by rotation and is proposed by the Board of Directors for re-election.