



Proxy Form (As Amended)

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) I/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 the total amount of
shares which are entitled to cast votes as follows:
ordinary shares: shares which are entitled to cast votes; and
preferred shares: shares which are entitled to cast votes,

(2) Hereby appoint

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

(2) Mr. Krish Follett, age 63 years, residing/located at No. 6/1 Soi Phaholyothin 17, Phaholyothin Road, Kwaeng Chatuchuk, Khet Chatuchuk, Bangkok 10900, or

(3) Mr. Santi Bangor, age 66 years, residing/located at No. 73/21 Areesumpun Park Condominium, Soi Areesumpun 1, Phaholyothin Road, Kwaeng Samsen-Nai, Khet Phayathai, Bangkok 10400, or

(4) Dr. Pichit Nithivasin, age 66 years, residing/located at No. 175 Sathorn City Tower, Sathorn Road, Kwaeng Yannawa Khet Sathorn, Bangkok 10120

any one of them as my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No. 1/2013 to be held on Friday 14 December 2012, at 9:00 A.M., at the Athenee Crystal Hall, 3rd Floor, Plaza Athenee Bangkok, No. 61 Wireless Road, Bangkok 10330 or such other date, time and place as may be adjourned.

(3) I/We authorise my/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 minutes of the Annual General Meeting of Shareholders No. 1/2012 of the Company held on Tuesday 31 January 2012.
 - (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 approve a reduction of the registered capital of the Company and an amendment to Clause 4 of the Memorandum of Association of the Company to reflect the reduction in registered capital of the Company.
 - (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 payment of stock and cash dividends.
 - (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 4 To consider and approve the increase in registered capital of the Company and an amendment to Clause 4 of the Memorandum of Association of the Company to reflect the increase in registered capital of the Company (as amended).
 - (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 allocation of the newly issued ordinary shares (as amended).
 - (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 transact any other business (if any).
 - (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 performed by the proxy in the said meeting, except voting in contravention of my/our instruction, shall be deemed as my/our acts 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 to attend and vote at the meeting. 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. 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 Extraordinary General Meeting of Shareholders No. 1/2013 to be held on 14 December 2012, at 9:00 A.M., at the Athenee Crystal Hall, 3rd Floor, Plaza Athenee Bangkok, No. 61 Wireless Road, Bangkok 10330 or such other date, time and place as may be adjourned.

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- 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 Mr. Krish Follett
Position Independent Director
Nationality Thai
Age 63 years



Number of shares held in the Company, subsidiaries, affiliated companies or related companies (as of 14 November 2012)

- None -

Address No. 6/1 Soi Phaholyothin 17, Phaholyothin Road, Kwaeng Chatuchuk, Khet Chatuchuk, Bangkok 10900

Education/Training

- Advance Management Program, Harvard Business School, Boston, USA
- M.B.A. (Finance) from Thammasat University
- B.A. in Economics from Thammasat University
- Director Certification Program (DCP 149/2011) from Thai Institute of Directors Association (IOD)

Working experience

Apr. 12 – Present	Independent Director, Chairman of Audit Committee and Chairman of Risk Management Committee	Thoresen Thai Agencies Plc.
2012 – Present	Independent Director and Member of the Risk Management Committee	Thai Wacoal Plc.
2010 – Present	Advisor	Islamic Bank of Thailand
2010 – Present	Independent Director and Chairman of the Audit Committee	Property Perfect Plc.
2010 – Present	Independent Director and Chairman of the Audit Committee	Amana Leasing Plc.
2010 – Present	Independent Director and Member of the Audit Committee	Thanulux Plc.
2010 – Present	Honorary Director	Nakorn Phanom University
2009 – Present	Advisor to Executive Director	Boonrawd Brewery Co., Ltd.

Direct and indirect interest in the proposed agenda in the EGM No. 1/2013

- None -

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

Name Mr. Santi Bangor
Position Independent Director
Nationality Thai
Age 66 Years
Number of shares held in the Company, subsidiaries, affiliated companies or related companies (as of 14 November 2012)



- None -

Address No. 73/21 Areesumpun Park Condominium Soi Areesumpun 1, Phaholyothin Road, Kwaeng Samsen-Nai, Khet Phayathai, Bangkok 10400

Education /Training

- M.A. in Agricultural Economics from Texas Tech University, USA
- B.A. in Political Science (Fiscal) from Chulalongkorn University
- Director Certification Program (DCP 12/2001) from Thai Institute of Directors Association (IOD)

Working experience

Jan. 12 – present	Independent Director, Chairman of the Corporate Governance Committee and Member of Audit Committee	Thoresen Thai Agencies Plc.
Present	Member of State Enterprise Performance Agreement and Performance Appraisal Sub-Committee on Communication and Energy Sector, Performance Appraisal Committee	Ministry of Finance
2010 – Present	Independent Director and Member of the Audit Committee	People’s Garment Plc.
2006 – 2009	President	Yonok University
1997 – 2006	Deputy Secretary General	National Economic and Social Development Board Office of the Prime Minister

Direct and indirect interest in the proposed agenda in the EGM No. 1/2013

- None -

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

Name Dr. Pichit Nithivasin
Position Independent Director
Nationality Thai
Age 66 years
Number of shares held in the Company, subsidiaries, affiliated companies or related companies (as of 14 November 2012)
 - None -



Address No. 175 Sathorn City Tower, Sathorn Road, Kwaeng Yannawa Khet Sathorn, Bangkok 10120

Education/Training

- Ph.D in Operations Research, University of California, Berkeley, USA
- Masters in Science in Electrical Engineering and Computers, University of California, Berkeley, USA
- Masters in Science in Industrial Engineering, University of California, Berkeley, USA
- Bachelor of Science of Industrial Engineering, University of California, Berkeley, USA
- Finance for Non-Finance Director Program (FN) by the Thai Institute of Directors Association (IOD)

Working experience

Jan. 06 – present	Independent Director, Chairman of Nomination and Remuneration Committee	Thoresen Thai Agencies Plc.
1983 – present	Director	HMC Polymers Co., Ltd.
Dec. 99 – present	President	BST Elastomers Co., Ltd.
1997 – present	Chairman	Foamtec International Co., Ltd.
Jan. 91 – present	President	Bangkok Synthetics Co., Ltd.
1987 – present	President	Bangkok Industrial Gas Co., Ltd.
Apr. 98 – present	Director	Map Ta Phut Tank Terminal Co., Ltd.
Apr. 97 – present	Director	Basell Advance Polyolefins (Thailand) Co., Ltd.
Jan. 97 – present	Director	Thai MMA Co. Ltd.
Dec. 95 – present	Director	Rayong Olefins Co., Ltd.
1988 – present	Director	Polymers Marketing Co., Ltd
1984 – present	Director	Huakee Paper Co., Ltd.
Apr. 96 – present	Managing Director	Bangkok Cogeneration Co., Ltd.
Aug.89 – present	Managing Director	B.I.G Marketing Co., Ltd.

Direct and indirect interest in the proposed agenda in the EGM No. 1/2013

- None -