



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) Professor Dr. Warapatr Todhanakasem, Age 62 years, residing/located at No. 59/29 Soi
Yothinpattana 3, Praditmanutham Road, Khet Bangkapi Bangkok 10240, or

(3) Mr. Sak Euarchukiati, Age 62 years, residing/located at No. 183 Ratchanakarn Building, South
Sathorn Road, Kwaeng Yannawa, Khet Sathorn, Bangkok 10120, or

(4) Dr. Pichit Nithivasin, Age 65 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 Annual General Meeting of
Shareholders No. 1/2012 to be held on 31 January 2012 at 2.00 P.M. at the Bangkok Convention Centre,
Centara Grand and Bangkok Convention Centre at CentralWorld, 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 1/2011 Annual General Meeting of the Shareholders
held on 2 March 2011.
 - (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 2011.
- For acknowledgement -
- 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 2011 together with the Auditor's report thereon.
 - (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 acknowledge the dividend payment during the financial year.
- For acknowledgement -
- Agenda no 5 To consider and approve the payment of cash dividends for the fiscal year that ended on 30 September 2011.
 (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 appointment of auditors for the financial year that will end on 30 September 2012 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 7 To consider and approve the reduction of authorised share capital and the 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 8 To consider and approve the increase of authorised share capital and the 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 9 To consider and approve the allocation and allotment of new ordinary shares.
 (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 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 11 To consider and approve the appointment of directors to replace those who are retiring by rotation.
 (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:
- To elect directors as a whole
 Approve Disapprove Abstain
- To elect each director individually
- Agenda no 11.1 Mr. Aswin Kongsiri
 (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 Professor Dr. Warapatr Todhanakasem
 (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 11.3 Professor Athueck Asvanund
 (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 11.4 Mr. Naris Cheykin

- (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 appointment of one additional director.
Mr. Prasert Bunsumpun

- (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 acknowledge the directors' remuneration package and board committee' fees and to consider and approve the remuneration for the Corporate Governance Committee.
Agenda no.13.1 To acknowledge the directors' remuneration package and board committee's fees for the calendar year 2012.
- For acknowledgement -

Agenda no. 13.2 To consider and approve the remuneration for the Corporate Governance Committee.

- (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. In the agenda relating the election of Directors, it is applicable to elect either nominated directors as a whole or elect each nominated director individually.
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. 1/2012 to be held on 31 January 2012 at 2.00 P.M. at the Bangkok Convention Centre, Centara Grand and Bangkok Convention Centre at CentralWorld, 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 Professor Dr. Warapatr Todhanakasem
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 2011)
- None -



Address No. 59/29 Soi Yothinpattana, Praditmanutham Road, Khet Bangkokapi, Bangkok 10240

Education/Training

- Ph.D. in Business Economics University of Illinois, Urbana-Champaign, USA
- M.S. in Economics University of Illinois, Urbana-Champaign, USA.
- M.B.A. in Finance and Marketing Kellogg School of Management, Northwestern University, Evanston, Illinois, USA.
- B.Econ. (1st Class Honor) Thammasat University
- LL.B. Thammasat University
- Director Certification Program (DCP 0/2000) from Thai Institute of Directors Association (IOD)

Working experience

Aug. 11 – Present	Director, Chairman of Audit Committee and Independent Director	Thoresen Thai Agencies Plc.
2010 – Present	Director	Khonkaen Sugar Public Co., Ltd.
2010 – Present	Chairman	Pantavanij Co., Ltd.
2010 – Present	Public Sector Audit and Evaluation Committee	Ministry of Transport
2010 – Present	Director	Faculty of Commerce and Accounting, Thammasat University
2009 – Present	Chairman	Prinsiri Plc.
2009 – Present	Executive Advisor	Amata Corporation Plc.
2010 – Present	Arbitrator	The Office of The Securities and Exchange Commission

Direct and indirect interest in the proposed agenda in the 1/2012 AGM

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

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



Name Mr. Sak Euarchukiati

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 2011)

- 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 1/2012 AGM

- None -

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



Name Dr. Pichit Nithivasin
Position Independent Director
Nationality Thai
Age 65 years

Number of shares held in the Company, subsidiaries, affiliated companies or related companies (as of 30th December 2011)

- 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	Director, Chairman of Remuneration Committee, Member of Nomination Committee and Independent Director	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 1/2012 AGM

- None -