



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 **any one of the followings**:

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

(2) Mr. Krish Follett, age 64 years, residing/located at No. 6/1 Soi Phaholyothin 17, Phaholyothin Road, Kwaeng Chatuchuk, Khet Chatuchuk, Bangkok 10900, or

(3) Mr. Santi Bangor, age 67 years, residing/located at No. 73/21 Areesumpun Park Condo minium, Soi Areesumpun 1, Phaholyothin Road, Kwaeng Samsen-Nai, Khet Phayathai, Bangkok 10400, or

(4) Mr. Cherdpong Siriwit, age 67 years, residing/located at No. 9/142, Soi 2/3, Panyaramindra Village, Panyaindra Road, Kwaeng Kannayao, Khet Kannayao, Bangkok 10230

as my/our proxy to attend and vote on my/our behalf at the 1/2014 Annual General Meeting of Shareholders to be held on 30 January 2014 at 1.30 P.M. at Grandhall, 2nd Floor, Imperial Queen's Park 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 minutes of the Annual General Meeting of Shareholders 1/2013 held on 30 January 2013.
 (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 acknowledge results of operations of the Company for the 2013 financial year, ended on 30 September 2013.
- For acknowledgement -
- Agenda no 3 To consider and approve financial statements for the financial year ended 30 September 2013, including auditor's 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 4 To consider and approve the reduction in the registered capital of the Company from Baht 1,132,807,060 to Baht 1,132,806,419 by cancelling 641 authorised but unissued shares, and to consider and approve the amendment to Clause 4. of the Memorandum of Association of the Company with respect to the registered capital so as to reflect the reduction of the 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 5 To consider and approve the increase in the registered capital of the Company, the amendment to Clause 4. of the Memorandum of Association of the Company, the issuance of securities and allocation of newly issued 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 6 To consider and approve not to pay dividend for the financial year ended 30 September 2013.
- (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 ended 30 September 2014 and the determination of audit 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 the appointment of 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:
- To elect directors as a whole
- Approve Disapprove Abstain
- To elect each director individually
- Agenda no 8.1 Mr. Santi Bangor
- (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 8.2 Mr. Yves Barbieux
- (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 8.3 Mr. Jean Paul Thevenin
- (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 acknowledge remunerations for directors and members of sub-committees pursuant to remunerations policy for directors and members of sub-committees.
- For acknowledgement -
- Agenda no 10 To consider and approve the change of accounting period and the amendment to Clause 38 of the Articles of Association 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 11 To acknowledge the listing of PM Thoresen Asia Holdings Ltd. on the Stock Exchange of Thailand.
- For acknowledgement -
- Agenda no 12 To consider 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 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 1/2014 Annual General Meeting of Shareholders to be held on 30 January 2014 at 1.30 P.M. at Grandhall, 2nd Floor, Imperial Queen's Park 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 Mr. Krish Follett
Position Independent Director
Nationality Thai
Age 64 years
Number of shares held in the Company, subsidiaries, affiliated companies or related companies (as of 8 January 2014)
- 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 1/2014 AGM

- None -

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

Name Mr. Santi Bangor
Position Independent Director
Nationality Thai
Age 67 Years
Number of shares held in the Company, subsidiaries, affiliated companies or related companies (as of 8 January 2014)



- 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
- Development Certificate from Cambridge University, UK
- Director Certification Program (DCP 12/2001) from Thai Institute of Directors Association (IOD)
- Audit Committee Program (ACP 42/2556) from Thai Institute of Directors Association (IOD)
- Monitoring Fraud Risk Management (MFM9/2556) from Thai Institute of Directors Association (IOD)
- Monitoring the System of Internal Control and Risk Management (MIR 14/2556) from Thai Institute of Directors Association (IOD)
- Monitoring the Internal Audit Function (MIA 14/2556) from Thai Institute of Directors Association (IOD)
- Monitoring the Quality of Financial Reporting (MFR 17/2556) from Thai Institute of Directors Association (IOD)
- Role of the Compensation Committee Program (RCC 16/2556) from Thai Institute of Directors Association (IOD)

Working experience

Jan. 12 – present	Independent Director, Chairman of the Corporate Governance Committee, Chairman of the Nomination and Remuneration 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 1/2014 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. Cherdpong Siriwit
Position Independent Director
Nationality Thai
Age 67 years
Number of shares held in the Company, subsidiaries, affiliated companies or related companies (as of 8 January 2014)
- None -



Address No. 9/142, Soi 2/3, Panyaramindra Village, Panyaindra Road, Kwaeng Kannayao, Khet Kannayao, Bangkok 10230

Education/Training

- M.A.Economics Georgetown University, USA
- Bachelor of Economics, (Honor), Thammasat University
- Diploma, The Joint State-Private Sector Course National Defence College, Class 40
- Politics and Governance in Democratic System for Executives Class 5, King Prajadhipok's Institute
- The Civil Service Executive Development Program I, Class 13/1993 The Civil Service Training Institute
- Capital Market Academy leadership Program, Capital Market Academy (CMA), Class 5
- Audit Committee Program (ACP 27/2009) from Thai Institute of Directors Association (IOD)
- Director Certification Program (DCP 104/2009) from Thai Institute of Directors Association (IOD)
- Finance for Non-Finance Director (FND 13/2004) from Thai Institute of Directors Association (IOD)
- The Role of Chairman (RCP 10/2004) from Thai Institute of Directors Association (IOD)
- Director Accreditation Program (DAP 8/2004) from Thai Institute of Directors Association (IOD)

Working experience

Jan. 13 – Present	Independent Director and Audit Committee Member	Thoresen Thai Agencies Plc.
Apr. 09 – Present	Independent Director/ Chairman of Audit Committee/Chairman of Corporate Governance Committee	IRPC Public Company Limited
2011 – Present	Chairman	Vithai Biopower Company Limited
2010 – Present	Chairman	Solartron Public Company Limited
2009 – Present	Director/Audit Committee	Advance Finance Public Company Limited
2009 – Present	Director	Ever Green Plus Company Limited

Direct and indirect interest in the proposed agenda in the 1/2014 AGM

- None -