



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. Somboonkiat Kasemsuwan, aged 71 years, residing/located at No. 11, Soi Suan Nakharin Village 2, Subdistrict Nong Bon, Prawet District, Bangkok 10250, or

(3) Mr. Santi Bangor, aged 71 years, residing/located at No. 73/21 Areesumpun Park Condominium, Soi Areesumpun 1, Phaholyothin Road, Kwaeng Samsen-Nai, Khet Phayathai, Bangkok 10400, or

(4) Mr. Cherdpong Siriwit, aged 70 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 1/2017 Annual General Meeting of Shareholders to be held on Wednesday, 26 April 2017, at 1:30 P.M., at Queen Sirikit National Convention Center, Ballroom, No. 60 New Ratchadaphisek Road, Khet Klongtoey, Bangkok, Thailand 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 No. 1/2016 held on 27 April 2016.
- (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 year ended 31 December 2016.
- For acknowledgement -
- Agenda no 3 To consider and approve the Company's financial statements for the year ended 31 December 2016, 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 payment of cash dividends for the year ended 31 December 2016.
- (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 reduction in the registered capital of the Company at the amount of Baht 114,213,367 from the current registered capital of Baht 2,110,160,255 to be the registered capital of Baht 1,995,946,888 by cancelling an aggregated number of 114,213,367 authorized 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 6 To consider and approve the increase in the registered capital of the Company at the amount of Baht 2,500,000 from the current registered capital of Baht 1,995,946,888 to be the registered capital of Baht 1,998,446,888 by issuing 2,500,000 new ordinary shares at a par value of Baht 1 (Baht One), 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 increase 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 7 To consider and approve the appointment of auditors for the financial year ended 31 December 2017 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 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 8.1 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 8.2 Mr. Chalermchai Mahagitsiri

- (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 Ms. Ausana Mahagitsiri

- (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 8.4 Mr. Chia Wan Huat Joseph

- (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 appointment of new director.

- (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 remunerations for directors and members of sub-committees.

- (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 amendment to Clause 3 of the Company's Memorandum of Association regarding the Company's Objective.

- (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 issuance and offering of debentures.

- (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 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 1/2017 Annual General Meeting of Shareholders to be held on Wednesday, 26 April 2017 at 1.30 P.M. at Queen Sirikit National Convention Center, Ballroom, No. 60 New Ratchadaphisek Road, Khet Klongtoey, Bangkok, Thailand 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

Profile of Independent Directors to be used with Proxy of Shareholders

1. Mr. Somboonkiat Kasemsuwan

Age 71 Years
Position Independent Director,
Chairman of Audit Committee
Address No. 11, Soi Suan Nakharin Village 2
Subdistrict Nong Bon, Prawet District
Bangkok 10250
Conflict of interest I this meeting Agenda Item 10



2. Mr. Santi Bangor

Age 71 Years
Position Independent Director, Chairman of the
Corporate Governance Committee, Chairman
of the Nomination and Remuneration
Committee and Member of Audit Committee
Address No. 73/21 Areesumpun Park Condominium
Soi Areesumpun 1, Phaholyothin Road,
Kwaeng Samsen-Nai, Khet Phayathai,
Bangkok 10400
Conflict of interest I this meeting Agenda Item 10



3. Mr. Cherdpong Siriwit

Age 70 years
Position Independent Director, Member of Audit
Committee and Member of Risk
Management Committee
Address No. 9/142, Soi 2/3, Panyaramindra Village
Panyaindra Road, Kwaeng Kannayao, Khet
Kannayao, Bangkok 10230
Conflict of interest I this meeting Agenda Item 10

