



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 72 years, residing/located at No. 11, Soi Suan Nakharin Village 2, Nong Bon Sub-District, Prawet District, Bangkok 10250, or

(3) Mr. Santi Bangor, aged 72 years, residing/located at No. 73/21 Areesumpun Park Condominium, Soi Areesumpun 1, Phaholyothin Road, Samsen-Nai Sub-District, Phayathai District, Bangkok 10400, or

(4) Mr. Cherdpong Siriwit, aged 71 years, residing/located at No. 9/142, Soi 2/3, Panyaramindra Village, Panyaindra Road, Kannayao Sub-District, Kannayao District, Bangkok 10230

as my/our proxy to attend and vote on my/our behalf at the 1/2018 Annual General Meeting of Shareholders to be held on Wednesday, 25 April 2018, at 1:30 P.M., at Queen Sirikit National Convention Center, Ballroom, No. 60 New Ratchadaphisek Road, Klongtoey Sub-District, Klongtoey District, 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. 1/2017 held on 26 April 2017.
- (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 2017.
- For acknowledgement -
- Agenda no 3 To consider and approve the Company's financial statements for the year ended 31 December 2017, 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 2017 and the appropriation of a legal reserve.
- (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 auditors for the financial year ended 31 December 2018 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 6 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 6.1 Mr. Somboonkiat Kasemsuwan
- (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 Mr. Cherdpong Siriwit
- (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 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 6.4 Mr. Mohammed Rashed Ahmad M. Al Nasser
- (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 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 8 To consider and approve the amendment to Article 32 of the Company's Articles 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 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 1/2018 Annual General Meeting of Shareholders to be held on Wednesday, 25 April 2018 at 1.30 P.M. at Queen Sirikit National Convention Center, Ballroom, No. 60 New Ratchadaphisek Road, Klongtoey Sub-District, Klongtoey District, Bangkok, Thailand 10110 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 72 Years
Position Independent Director/
Chairman of Audit Committee
Address No. 11, Soi Suan Nakharin Village 2
Nong Bon Sub-District, Prawet District
Bangkok 10250
Date of first appointment 14 November 2016
Conflict of interest I this meeting Agenda Item 6-7



2. Mr. Santi Bangor

Age 72 Years
Position Independent Director/Chairman of
Corporate Governance Committee/Chairman
of Nomination and Remuneration
Committee/Member of Audit Committee
Address No. 73/21 Areesumpun Park Condominium
Soi Areesumpun 1, Phaholyothin Road,
Samsen-Nai Sub-District, Phayathai District,
Bangkok 10400
Date of first appointment 31 January 2012
Conflict of interest I this meeting Agenda Item 7



3. Mr. Cherdpong Siriwit

Age 71 years
Position Independent Director/Member of Audit
Committee/Member of Risk Management
Committee
Address No. 9/142, Soi 2/3, Panyaramindra Village
Panyaindra Road, Kannayao Sub-District,
Kannayao District, Bangkok 10230
Date of first appointment 30 January 2013
Conflict of interest I this meeting Agenda Item 6-7

