



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

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

any one of them as my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders no. 1/2010 to be held on 29 January 2010 at 2.00 P.M. at the Arnoma Grand, Arnoma 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 the minutes of the previous 1/2009 Annual General Meeting of the Shareholders held on 30 January 2009.
  - (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 TTA's performance for the financial year that ended on 30 September 2009 and to certify the 2009 Annual 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 3 To consider and approve the audited balance sheet and the profit and loss statement for the financial year that ended on 30 September 2009 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 consider and approve the payment of cash dividends for the fiscal year that ended on 30 September 2009 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 directors to replace those who are retiring by rotation.
- Agenda no 5.1 Mr. Stephen Fordham
- (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 5.2 Mrs. Pratana Mongkolkul
- (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 5.3 Mrs. Joey Horn
- (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 5.4 Mr. Terje Schau
- (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 2010 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 share capital and an 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 share capital and an 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 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 directors and employees (including any employee who is a director) of Mermaid Maritime Public Company Limited and its subsidiaries under 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 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 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. As regards the agenda to appoint directors, the meeting may consider appointing the entire board or any director(s).
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. 1/2010 to be held on 29 January 2010 at 2.00 P.M. at the Arnoma Grand, Arnoma Hotel, Bangkok 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** Ms. Pratana Mongkolkul  
**Position** Independent Director  
**Nationality** Thai  
**Age** 45 years  
**Number of shares held in the Company, subsidiaries, affiliated companies or related companies (as of 30th December 2009)** 22,000 shares



**Address** No. 160 Soi Sukhumvit 85, Sukhumvit Road, Bangchak, Prakhong, Bangkok 10260

**Education/Training**

- Master Degree in Business Administration, Thammasat University
- Director Accreditation Programme (DAP) from Thai Institute of Directors Association (IOD)
- Director Certification Programme (DCP) from Thai Institute of Directors Association (IOD)
- Chief Financial Officer Certification Program 1 from the Institute of Certified Accounting and Auditors of Thailand

**Working experience**

March 2009 – present	Chair of the Audit Committee	Thoresen Thai Agencies Plc.
2007 – present	Independent Director/Audit Committee	Thoresen Thai Agencies Plc.
2007 – Present	Director	S&P Syndicate Plc.
1998 – present	Director and Chief Financial Officer	Minor Corporation Plc.
1992 – 1996	Senior Vice President, Finance and Accounting	Central Pattana Plc.

**Direct and indirect interest in the proposed agenda in the 1/2010 AGM**

She 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** Dr. Siri Ganjarende  
**Position** Independent Director  
**Nationality** Thai  
**Age** 61 years  
**Number of shares held in the Company, subsidiaries, affiliated companies or related companies (as of 30th December 2009)**  
- None -



**Address** 44/2 Moo 6, Bangwag Road, Bangphai Sub-District, Bangkok District, Bangkok 10160

**Education/Training**

- Ph.D.-Monetary Economics and Econometrics & Operations Research Monash University, Australia
- M.Ec.-Economic Statistics and Monetary Economics, University of Sydney, Australia
- B.Ec.(Hons)-Economic Statistics, University of Sydney, Australia
- Director Accreditation Program (DAP 4/2003) from Thai Institute of Directors Association (IOD)
- Director Certification Program (DCP 60/2005) from Thai Institute of Directors Association (IOD)

**Working experience**

Jan. 2007 – Present	Audit Committee, Remuneration Committee, and Nomination Committee	Thoresen Thai Agencies Plc.
2009 – Present	Member of the Monetary Policy Committee	Bank of Thailand
2008 – Present	Member of the Financial Institutions Supervision Policy Board	
2000 – Present	Vice Chairman & Member of the Audit Committee	Thai Vegetable Oil Plc.
1999 – Present	Chairman of the Audit Committee & Board member	The Post Publishing Plc.
2005 – Present	Independent Directorships	Prasit Patana Plc.
2005 – Present	Independent Directorships	Indorama Polymers Plc.
2003	President & Chief Executive Officer	Thai Military Bank Plc.
1996 – Present	Advisor to the Board	TSFC Securities Limited
1991 – 1998	Senior Assistant Governor	Bank of Thailand
1992 – 1997	Assistant Governor	Bank of Thailand

**Direct and indirect interest in the proposed agenda in the 1/2010 AGM**

- None -

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



**Name** Mr. Aswin Kongsiri  
**Position** Independent Director  
**Nationality** Thai  
**Age** 63 Years

**Number of shares held in the Company, subsidiaries, affiliated companies or related companies (as of 30th December 2009)**

- None -

**Address** No. 54 Nares Road, Kwaeng Siphraya, Khet Bangrak, Bangkok 10500

**Education /Training**

- West Downs, Winchester, Hampshire, England
- Charterhouse, Godalming, Surrey, England G.C.E. 'A' Levels in Politics and Economics, Latin, Greek and Classical History
- Oxford University, England, B.A. (Hons.) in Philosophy, Politics and Economics
- Banff School of Advanced Management, Alberta, Canada
- National Defence College, The National Defence Course for the Joint State-Private Sectors, Class 6
- Thai Institute of Directors (IOD), Chairman 2000 Program, Class 5/2001
- Thai Institute of Directors (IOD), Directors Certification Program, Class 11/2001

**Working experience**

Jan. 05 – Present	Audit Committee	Thoresen Thai Agencies Plc.
2008 – Present	Chairman	CH. Karnchang Plc.
2005 – Present	Director and Executive Director	Krung Thai Bank Plc.
2005 – Present	Director, Chairman of Risk Management Committee and Chairman of Nominating Committee	Bangkok Aviation Fuel Services Plc.
2005 – Present	Chairman	Ton Poh Thailand Fund
2003 – Present	Vice Chairman and Nomination and Remuneration Committee	Electricity Generating Plc.
2003 – Present	Chairman	AK Place Co., Ltd.
1999 – Present	Director and Chairman of the Audit Committee	OHTL Plc.
1993 – Present	Director, Audit Committee and Nomination and Remuneration Committee	Thai Reinsurance Plc.
1981 – Present	Director, Audit Committee and Nomination and Remuneration Committee	Padaeng Industry Plc.

**Direct and indirect interest in the proposed agenda in the 1/2010 AGM**

- None -