

Agenda No. 8 To consider and approve Naxco as ITA’s new partner by selling 51% stake in ITA to Naxco Asia Pte. Ltd. and Naxco Shipping and Logistics (Thailand) Ltd.

The Board of Directors recommends that the shareholders consider and approve the Naxco Group to become a new strategic partner in ITA by selling to Naxco Asia Pte. Ltd. and Naxco Shipping and Logistics (Thailand) Limited an aggregate number of 255,000 fully paid ordinary shares, representing 51% of the total issued share capital of ITA at the price of Baht 120 per share, totalling Baht 30,600,000. Naxco’s background and other relevant information and details are as follows:

1. The Transaction:

TTA will sell an aggregate number of 255,000 fully paid ordinary shares representing 51% of the total issued share capital of ITA to Naxco Asia Pte. Ltd. and Naxco Shipping and Logistics (Thailand) Limited.

2. The Parties Involved:

Buyers: 1) Naxco Asia Pte Ltd; and
 2) Naxco Shipping and Logistics (Thailand) Limited
 Seller: TTA
 Relationship between Buyers and Seller: None

3. General Characteristics of the Transaction:

- Type of Securities : Ordinary Shares
 - Name of Subsidiary : ITA
 - Type of Business : Ship agency
 - Number of Shares Sold : 245,000 shares sold to Naxco Asia Pte. Ltd. and 10,000 shares sold to Naxco Shipping and Logistics (Thailand) Limited
 - Total number of Shares sold : 255,000 shares or equivalent to 51% of the total issued share capital of ITA.
 - Selling Price Per Share : Baht 120 per share, totalling Baht 30,600,000
- Shareholding structure of ITA before and after the acquisition by Naxco

Before		After	
1. TTA	99.99 %	1. TTA	49.00 %
2. Others	0.01 %	2. Naxco Asia Pte.Ltd.	49.00 %
		3. Naxco Shipping Thailand	2.00 %
Total	100.00 %	Total	100.00 %

4. Background and Relevant Information of Naxco and ITA

The ship agency business was originally established under TTA in 1983. In 2004, the shareholders of TTA approved the separation of the ship agency business from TTA by transferring the ship agency functions to its existing subsidiary, namely ISS Shipping (Thailand) Ltd. which was renamed to ISS Thoresen Agencies Ltd, or ITA. At present, ITA has registered and paid-up share capital of Baht 50,000,000, divided into 500,000 shares with a par value of Baht 100 per share. ITA is one of the leading ship agents in Thailand, which handles approximately 100 vessels per month on average at all Thai ports and acts as agents of tanker, dry cargo, and cruise/offshore/naval vessels.

Naxco S.A.S. (“Naxco”) was incorporated in October 1981 in France and has registered and paid-up share capital of Euros 527,390, divided into 31,540 shares with a par value of Euro 16.72 per share.

Naxco is a private holding company of more than 22 subsidiaries spanning a broad base of transport related activities, from liner and tramp agency to sophisticated logistics solutions and systems. Their primary geographical coverage is Benelux, France, Spain, Morocco, Algeria, and Egypt. Recognized as a leader in its field, the company, fully independently owned, pursues strong growth through joint ventures, acquisitions, partnerships, and development of their existing business. They have numerous offices in France and more than 430 staff worldwide. Primary operating divisions include:

a) SHIPPING DIVISION

This division comprises break bulk and liner agency companies in France, Benelux, Spain, Morocco, Algeria, and Egypt.

b) LOGISTICS AND TRUCKING DIVISION

This division comprises two distinctly different services. In Benelux, Naxco Logistics Benelux BV provides multimodal inland transport services for containers and conventional cargo.

In Algeria, El Amana are specialists in heavy road haulage, owning their own fleet of tractors and trailers with haulage capacity up to 500 mts and lift capacity up to and over 250 mts.

c) PORT SERVICES DIVISION

This division comprises a network of port agents with good coverage of ports throughout Benelux, France, Spain, Algeria, Morocco, and Egypt.

d) FORWARDING AND LOGISTICS DIVISION

This division comprises various sea and air forwarding and logistics agencies in Europe, North Africa, Vietnam, Cambodia and Hong Kong. Vietnam also offers broking services.

Naxco also operates a NVOCC Line, United Ocean Line.

e) TRAVEL AGENCY DIVISION

CLB Voyages is a retail travel agency based in the South of France.

Key operating figures for 2009 are as follows:

TEUS Handled	230,000 Per annum
Freight Tons Handled	480,000 Per annum
Ro-Ro	52,000 Per annum
Passengers	102,000 Per annum
Vessel Calls	3,650 Per annum

Naxco Asia Pte. Ltd. was incorporated on 26 March 2010 in Singapore and is a wholly owned subsidiary of Naxco in France. It has registered and paid-up capital of SGD 40,000, divided into 40,000 shares with a par value of SGD 1 per share. Naxco Asia Pte. Ltd. acts as a holding company in the shipping and logistics industry.

Naxco Shipping and Logistics (Thailand) Limited was incorporated on 23 June 2010 in Thailand and Naxco Asia Pte. Ltd. owns 49% of Naxco Shipping and Logistics (Thailand) Ltd. It has registered and paid-up capital of Baht 1,000,000, divided into 10,000 shares with a par value of Baht 100 per share. It engages in shipping agency and logistics services.

5. Total Consideration and Term of Payment:

The total consideration for the transaction is Baht 30,600,000 (Baht Thirty Million and Six Hundred Thousand Only). The payment will be made in full subject to the fulfilment of all conditions precedent.

6. Value of Disposed Assets:

The net book value of ITA as of 30 September 2010 was Baht 93.72 per share.

7. Basis Used to Determine the Consideration:

The consideration is calculated from ITA's net book value plus future earnings, which TTA believes is fair and represents a good return on our investment.

8. Rationale of the Transaction:

As a global company with more than 22 subsidiaries over the world, Naxco has a growth-oriented strategy with an aim to expand their business and an excellent network that would complement ITA's existing client base. Accordingly, with considerable support by Naxco and the potential capacity of ITA, TTA believes that ITA could expand its role as a comprehensive services and logistics provider not only in Thailand but also South East Asia. In addition, whilst the disposition of a portion of TTA's stake in ITA does not materially affect TTA's financial statements as the ship agency business conducted by ITA provided less than 0.85% of the total revenues and is considered as a non-core business of TTA, the entry of Naxco will allow TTA to more extensively focus on its core businesses for the optimum benefit of the company and its shareholders.

Upon completion of the transaction, TTA will hold 245,000 shares representing 49% of the total issued share capital of ITA.

9. Condition Precedent

Completion of this transaction is subject to TTA shareholders' approval.

10. Utilisation of the Proceeds from the Transaction:

For working capital of TTA

11. Size of the Transaction:

The transaction equals to 3.02% of the net profit of TTA and its subsidiaries after deducting the minority interests as of 30 September 2010, thus, the transaction is not subject to the notification of the Capital Market Supervisory Board No. TorJor. 20/2551 re: *Rules and Regulations for Executing Significant Transactions Categorized as an Acquisition or Disposal of Asset*, and Notification of the Board of Governors of The Stock Exchange of Thailand re: *Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 (2004)* or the Rules, Procedures, and Disclosure of Information of The Stock Exchange of Thailand regarding the Connected Transactions of Listed Companies.

In addition, when the transaction is combined with other disposition transactions during the last 6 months, is also not subject to the notification of the Capital Market Supervisory Board No. TorJor. 20/2551 re: *Rules and Regulations for Executing Significant Transactions Categorized as an Acquisition or Disposal of Asset*, and Notification of the Board of Governors of The Stock Exchange of Thailand re: *Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 (2004)*.