



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 Moobaan Suannakarin 2, Kwaeng Bang Bon, Khet Prawet, Bangkok or

(3) Assoc. Prof. Dr. Sathit Parniangtong, aged 63 years, residing/located at No. 468/175, Phetchaburi Road, Kwaeng Thanon Phetchaburi, Khet Ratchathewi, Bangkok

as my/our proxy to attend and vote on my/our behalf at the 2016 Annual General Meeting of Shareholders to be held on 25 April 2016, at 1:30 P.M., at Queen Sirikit National Convention Center, Lotus Room, 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. 2/2015 held on 13 March 2015.
 - (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 2015 financial year ended 31 December 2015.
- For acknowledgement -
- Agenda no 3 To consider and approve the Company's financial statements for the financial year ended 31 December 2015, including the 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 financial year ended 31 December 2015 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 2016 and the 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. Sigmund Stromme
- (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. 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 6.3 Mr. Mr. Rapee Mounnont
- (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 additional director.
- Ms. Suvimol 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 To consider and approve the directors and sub-committee's remuneration.
- (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 PM Thoresen Asia Holdings Public Company Limited.

For the 2016 Annual General Meeting of Shareholders to be held on 25 April 2016 at 1.30 P.M. at Queen Sirikit National Convention Center, Lotus Room, 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

**Details of Independent Directors
(Proxy for Shareholders)
PM Thoresen Asia Holdings Public Company Limited**

Name Mr. Somboonkiat Kasemsuwan
Position Chairman of Audit Committee
Nationality Thai
Age 71 years
**Number of shares held in the Company
(as of 16 March 2016)** - None -



Address No. 11 Soi Mooban Suannakarin 2, Kwaeng Bangbon, Khet Pravet, Bangkok 10250

Education/Training

- B.S. Degree in Electrical Engineering, North Carolina State University, USA
- Professional Degree in Electrical Engineering, North Carolina State University, USA
- Directors Certification Program (DCP), Thai Institute of Directors Association, Class 96/2007

Working experience

2014 - present	Chairman of Audit Committee	PM Thoresen Asia Holdings Public Company Limited
2013 - 2014	Chairman of Audit Committee	PM Thoresen Asia Holdings Company Limited
2014 - present	Director	Advance Finance Plc.
2002 - 2012	Chairman	Mohmee Co., Ltd.
2006 - 2011	Vice Chairman	The Transport Co., Ltd.

Direct and indirect interest in the proposed agenda in the 2016 AGM

Agenda 6 To consider and approve the appointment of directors to replace those who are retiring by rotation
Agenda 8 To consider and approve the directors and sub-committees' remuneration

**Details of Independent Directors
(Proxy for Shareholders)
PM Thoresen Asia Holdings Public Company Limited**

Name Assoc. Prof. Dr. Sathit Parniangtong
Position Member of Audit Committee
Nationality Thai
Age 63 Years
**Number of shares held in the Company
(as of 16 March 2016)** - None -



Address No. 468/175, Phetchaburi Road, Kwaeng Thanon Phetchaburi, Khet Ratchathewi, Bangkok

Education/Training

- Ph. D. (Operations Management and Finance), University of Wisconsin, U.S.A.
- M. Eng (Industrial and Systems Engineering), University of Wisconsin, U.S.A.
- B.S. (Industrial and Manufacturing Engineering), University of Wisconsin, U.S.A.
- Directors Certification Program (DCP) Thai Institute of Directors Association (IOD), class 128/2010
- Advanced Audit Committee Program (AACP), Thai Institute of Directors Association (IOD), class 13/2013

Working experience

2014 - present	Member of Audit Committee	PM Thoresen Asia Holdings Public Company Limited
2013 - 2014	Member of Audit Committee	PM Thoresen Asia Holdings Company Limited
2001 - present	Associate Professor, Part Time Faculty	Faculty of Commerce and Accountancy, Thammasat University Sasin Graduate Institute of Business Administration of Chulalongkorn University
2010 - present	Director	Patum Rice mill and Granary Public Company Limited
2002 - 2003	Director of Management Project-Collaboration with Michael E. Porter : Creating the Foundations for Higher Productivity of Thailand	Office of the National Economic and Social Development Board (NESDB)
1989 - 2000	Executives	Booz Allen & Hamilton, AT Kearney, Leading consulting firms located in Washington DC, USA.
1989 - 1997	Adjunct Professor	George Washington University, Washington DC, USA
1985 - 1989	Adjunct Professor	University of Texas, Austin, USA
1982 - 1989	Executives	Baxter- multinational consumer manufacturer, American Airlines-transportation firm, located in Illinois and Texas

Direct and indirect interest in the proposed agenda in the 2016 AGM

Agenda 8 To consider and approve the directors and sub-committees' remuneration