



**THORESEN THAI AGENCIES PUBLIC COMPANY LIMITED**

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Date 16 July 2007

- Subject : Notice of the Extraordinary General Meeting of Shareholders No. 1/2007
- To : Shareholders
- Enclosures:
1. A copy of the Minutes of the Annual General Meeting of Shareholders No. 1/2007
  2. Indicative terms of the Convertible Bonds
  3. Form of Capital Increase Report
  4. Indicative terms of the ESOP Scheme of Mermaid Maritime Public Company Limited together with the opinion of the Board of Directors and Remuneration Committee
  5. Profiles of Independent Directors who may be chosen as proxies for Shareholders who are unable to attend the meeting
  6. Documents or evidence showing an identity of the shareholder or a representative of the shareholder entitled to attend the meeting
  7. The Company's Articles of Association (only part relating to the Meeting of Shareholders)
  8. Map showing the location of the meeting place for the Extraordinary General Meeting of Shareholders No. 1/2007
  9. Proxy Forms
  10. Envelope for returning proxy form

NOTICE is hereby given that the Extraordinary General Meeting of Shareholders No. 1/2007 (**the Meeting**) be held on Monday 6 August 2007 at 2.00 P.M. at the Arnoma Grand, Arnoma Hotel, Bangkok to consider the agenda as follows:

**1. To approve the Minutes of the Annual General Meeting of Shareholders No. 1/2007**

Facts and rationale: The Annual General Meeting of Shareholders No. 1/2007 was held on 26 January 2007, and the minutes of that meeting are set out in the Attachment 1. The minutes have been correctly and accurately recorded and posted on the Company's website (<http://www.thoresen.com/home/investor.html>).

Board's opinion: The Board recommends that the Minutes of the Annual General Meeting of Shareholders No. 1/2007 be approved.

**2. To consider and approve the issue of convertible bonds**

Facts and rationale: The Company needs to procure the additional funds to refinance existing secured shipping debts; and to fund a fleet renewal and expansion plan. The shareholders will benefit from the Company's future growths. The Company expects the Issue to result in lower cash interest costs and an increased debt capacity to fund vessel acquisition and new-builds.

Board's opinion: The Board recommends that the Meeting consider and approve the issuance of convertible bonds with the indicative terms as detailed in Attachment 2.

**3. To consider and approve the reduction of the registered capital and an amendment to Clause 4. of the Memorandum of Association**

Facts and rationale: Under Section 136 of the Public Companies Act B.E. 2535, a public company is required to cancel the authorised but un-issued share capital before any capital increase except for those shares which are reserved for convertible bonds or warrants.

The current registered capital of the Company is Baht 693,684,422, divided into 693,684,422 ordinary shares with the par value Baht 1 per share and the current paid up capital is Baht 643,684,422, divided into 643,684,422 ordinary shares with the par value of Baht 1 per share. There are 50,000,000 un-issued shares with the par value of Baht 1 per share, which are the remaining shares from the allotment of shares by way of a private placement in accordance with the resolution of the Extraordinary General Meeting of Shareholders No. 1/1999, held on 10 August 1999.

Board's opinion: The Board recommends that the Meeting consider and approve the capital reduction by cancelling 50,000,000 authorised but unissued shares at the par value of Baht 1 each from the existing registered capital of Baht 693,684,422 to be the new registered capital of Baht 643,684,422 divided into 643,684,422 shares at the par value of Baht 1 each, and that an amendment to Clause 4 of the Memorandum of Association be approved so as to reflect the reduction of the registered capital, to be read as follows:

|                                  |                    |   |
|----------------------------------|--------------------|---|
| Clause 4. The registered capital | Baht 643,684,422   | (Baht six hundred and forty three million six hundred and eighty four thousand four hundred and twenty two)   |
| Divided into                     | 643,684,422 shares | (six hundred and forty three million six hundred and eighty four thousand four hundred and twenty two shares) |
| At the par value of Being        | Baht 1             | (Baht one) each   |
| Ordinary shares                  | 643,684,422 shares | (six hundred and forty three million six hundred and eighty four thousand four hundred and twenty two shares) |
| Preferred shares                 | - shares           | (-)   |

**4. To consider and approve the increase of the registered capital and an amendment to Clause 4. of the Memorandum of Association**

Facts and rationale: The Company needs to increase the capital to accommodate the exercise of the convertible debentures, which are to be issued by the Company. Details are in the form of capital increase report attached to this convening notice as Attachment 3.

**Board's opinion:** The Board recommends that the Meeting consider and approve an increase of the registered capital of another Baht 225,000,000 by an issue of 225,000,000 new ordinary shares at the par value of Baht 1 each from the existing registered capital of Baht 643,684,422 to be the new registered capital of Baht 868,684,422 divided into 868,684,422 ordinary shares at the par value of Baht 1 each, and that an amendment to Clause 4 of the Memorandum of Association be approved so as to reflect the increase of the registered capital, to be read as follows:

|                                  |                    |   |
|----------------------------------|--------------------|---|
| Clause 4. The registered capital | Baht 868,684,422   | (Baht eight hundred and sixty eight million six hundred and eighty four thousand four hundred and twenty two)   |
| Divided into                     | 868,684,422 shares | (Eight hundred and sixty eight million six hundred and eighty four thousand four hundred and twenty two shares) |
| At the par value of Being        | Baht 1             | (Baht one) each   |
| Ordinary shares                  | 868,684,422 shares | (Eight hundred and sixty eight million six hundred and eighty four thousand four hundred and twenty two shares) |
| Preferred shares                 | - shares           | (-)   |

## 5. To consider and approve the allotment of new ordinary shares

**Facts and rationale:** Given that the Company wishes to issue and offer the convertible bonds which require the Company to allocate shares in reserve for the exercise of the convertible bonds (of which the issue is now seeking approval), and that the newly issued shares to be offered via a capital increase through private placement, the issue of which was previously approved by the Extraordinary General Meeting of Shareholders No. 1/1999, held on 10 August 1999, were reduced pursuant to those set out in agenda 3 above, the Board recommended that the Meeting consider and approve (i) the allotment of certain portion of the newly issued shares to be offered by private placement as previously approved pursuant to such Extraordinary General Meeting of Shareholders No. 1/1999, held on 10 August 1999 and (ii) the allotment of the remaining portion of the newly issued shares in reserve for the exercise of the convertible bonds as previously approved in the foregoing agenda.

**Board's opinion:** The Board recommends that the Meeting consider and approve the allotment of 225,000,000 new ordinary shares, which can be divided into the following:

- 5.1 The Board recommends that the Meeting consider and approve the allotment of 175,000,000 new ordinary shares at par value of Baht one by allocating 175,000,000 ordinary shares to be reserved for conversion of convertible bonds as approved in above agenda.

If the Company offers the convertible bonds in an amount less than that approved in the above agenda or there are any unsubscribed convertible bonds after the offering thereof, in each case, resulting in those reserved shares being more than the number of shares which are required for the conversion of the

convertible bonds, the excess shares shall be allotted and offered in one or several tranches from time to time by way of private placement in accordance with the SEC Notification No. Gor.Jor. 12/2543 regarding the application and permission for offer of new shares. Other details of the allotment (e.g., conditions of the offer, subscription period, or any other relevant details) shall be determined at the discretion of the Board of Directors including the determination of "market price" in accordance with the relevant SEC notification.

- 5.2 The Board recommends that the Meeting consider and approve the allotment of 50,000,000 new ordinary shares to be offered in one or several tranches from time to time by way of private placement in accordance with the SEC Notification No. Gor.Jor. 12/2543 regarding the application and permission for offer of new shares. The Board of Directors shall be authorised to determine the offering price, the subscription period, conditions and other details of the allocation including the determination of the "market price" as required by the relevant SEC notification.

If the Company offers the newly ordinary shares to the investors which falls within the definition of a connected party under the notification of the Stock Exchange of Thailand regarding disclosure of information and guidelines of disclosure on connected transactions for listed companies dated 19 November, 2003 (“**the Connected Party Notification**”), the Company will disclose such information to the SET in order to comply with the Connected Party Notification.

**6. To acknowledge the proposed capital increase of Mermaid Maritime Public Company Limited and the proposed listing of its IPO shares on the main board of Singapore Exchange Securities Trading Limited (SGX-ST), including various transactions relating to such capital increase and listing process**

Facts and rationale: Mermaid Maritime Public Company Limited (“**Mermaid**”), the Company's subsidiary, intended to issue the newly issued shares to the public in order to expand its business and raise fund through a public offering. In order to facilitate the fund raising, Mermaid wished to be listed on the SGX-ST.

The Company’s rationale for seeking a listing of Mermaid on the SGX-ST is to provide Mermaid with independent access to equity markets to finance its growth plans. Although the Company has committed not to sell any shares in the initial public offering, as a result of the new share issuance by Mermaid, the Company’s shareholding in Mermaid (currently at 78.09%) will be diluted.

Board’s opinion: The Board recommends that the Meeting acknowledge Mermaid's listing on the SGX-ST. For the purpose of the initial public offering and the listing on the SGX-ST by Mermaid, Mermaid had to perform various actions relating to the change of its capital structure.

**7. To consider and approve the issue of up to 3,832,053 warrants to the employees (including any employee(s) who is a director(s)) of Mermaid Maritime Public Company Limited and its subsidiaries, under the ESOP Scheme**

Facts and rationale: Mermaid Maritime Public Company Limited (**Mermaid**), the Company's subsidiary, wishes to issue and offer up to 3,832,053 free warrants to key employees of Mermaid and its subsidiaries under the employee stock option plan (“**the ESOP scheme**”). The ESOP Scheme has the objective of remunerating the key employees for their contribution to Mermaid.

Board’s opinion: The Board recommends that the Meeting consider and approve the issue and offer of 3,832,053 free warrants to less than 35 employees (including any employee(s) who is a director) of Mermaid and its subsidiaries under the ESOP scheme. The indicative terms of warrants under the ESOP Scheme attached to this convening notice for this meeting (as detailed in the Attachment 4).

The Opinion of the Remuneration Committee in relation to the allocation of warrants to any employees (who will receive warrants in excess of 5 per cent of the total number of warrants) is attached to this convening notice as Attachment 4

**8. To consider other business (if any)**

You are therefore invited to attend the meeting at the date, time and place above. For a shareholder who wishes to appoint a proxy to attend and vote on their behalf, please complete the attached proxy form B and submit it to the Company before attending the meeting. A foreign shareholder who appoints a custodian in Thailand to deposit and take care of his shares, please use the attached proxy form C.

If you are unable to attend the Meeting, you may appoint any independent director, whose profiles are attached, as your proxy to attend and vote at the Meeting on your behalf.

To determine the shareholders' entitlement to attend the Meeting, the Company closes the share register book on 18 July 2007 at 12.00 P.M. until the Meeting is adjourned.

By Authorities of the Board of Directors:



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M.R. Chandram S. Chandratat  
Chairman of the Board of Directors