

Agenda No. 6 To consider and approve the appointment of directors to replace those who are retiring by rotation

The Board of Directors recommends the following qualified persons to be directors of the Company. The Board of Directors is of an opinion that these persons are highly experienced and proficient in various business affairs. They have well-rounded work experiences, broad vision, and are capable to serve as directors in a professional manner. In addition, they have varied work experiences, which should add value in their capacity as a Company's director.

Profiles of the proposed directors

Name Mr. Chia Wan Huat Joseph
Position Director, Member of Executive Committee and
 Member of Nomination and Remuneration
 Committee
Nationality Singaporean
Age 57 Years
Number of shares held in the Company 1 share
(as of 24 February 2017)



Address 26/26-27 Orakarn Building, 8th Floor, Soi Chidlom, Ploenchit Road, Lumpinee, Pathumwan, Bangkok

Education/Training

- Master's Degree (EMBA), Sasin Graduate School of Business, Chulalongkorn University in a joint program with Kellogg Graduate of Management of Northwestern University, USA
- Director Certification Program (DCP), class 165/2012, Thai Institute of Directors Association

Working experiences

Listed Company

2014 - present	: Director, Member of Executive Committee and Member of Nomination and Remuneration Committee,	PM Thoresen Asia Holdings Public Company Limited
2012 - present	: Director, Member of Executive Committee, Chairman of Risk Management Committee and Member of Investment Committee,	Thoresen Thai Agencies Public Company Limited
2012 - present	: Member of Executive Committee,	Mermaid Maritime Public Company Limited
Jun. 2012 - Oct. 2016	: Director,	Mermaid Maritime Public Company Limited

2012 - present : Director and Member of Executive Committee, Unique Mining Services Public Company Limited

Non-Listed Company

Feb. 2016 - present : Director, Chidlom Marine Services & Supplies Limited
Dec. 2015 - present : Director, Thoresen Shipping Singapore Pte. Ltd.
Feb. 2015 - present : Director, Thoresen & Company (Bangkok) Limited
Feb. 2015 - Jul. 2016 : Director, Thoresen Shipping & Logistics Limited
Jan. 2015 - present : Director, Baconco Company Limited
Aug. 2014 - present : Director, Thoresen Shipping FZE
Nov. 2013 - present : Director, Petrolift Incorporation
Jan. 2012 - present : Senior Executive Vice President, PM Group Company Limited

Nominated position Director

No. of years being the Company's director 3 Years

Meeting attendance for year 2016 Board of Directors 8/8, Executive Committee 3/3 and Nomination and Remuneration Committee 2/2

This nominated person does not hold any position as director or management in other businesses, which might have a conflict of interest with the Company.

Name Assoc. Prof. Dr. Sathit Parniangtong
Position Independent Director, Member of Audit Committee and Chairman of Nomination and Remuneration Committee

Nationality Thai

Age 63 Years

Number of shares held in the Company (as of 24 February 2017) None



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

Education/Training

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

Working experiences**Listed Company**

- 2014 - present : Independent Director, Member of Audit Committee and Chairman of Nomination and Remuneration Committee, PM Thoresen Asia Holdings Public Company Limited
- 2010 - present : Independent Director, Member of Audit Committee and Chairman of Nomination and Remuneration Committee, Patum Rice Mill and Granary Public Company Limited

Non-Listed Company

- 2001 - present : Associate Professor, Part Time Faculty Faculty of Commerce and Accountancy, Thammasat University and Sasin Graduate Institute of Business Administration of Chulalongkorn University
- 2001 - 2015 : Executive Director, Head of General Management & Strategy Department Sasin Graduate Institute of Business Administration of Chulalongkorn University
- 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

Nominated position Independent Director

No. of years being the Company's director 3 Years

Meeting attendance for year 2016 Board of Directors 8/8 Audit Committee 4/4 and Nomination and Remuneration Committee 2/2

This nominated person does not hold any position as director or management in other businesses, which might have a conflict of interest with the Company.

Name Mr. Somporn Chitphentom
Position Director, Member of Executive Committee and
Member of Nomination and Remuneration
Committee
Nationality Thai
Age 55 Years
**Number of shares held in the Company
(24 February 2017)** None



Address No. 69/107 Moo 2, Sala Thammasop, Thawi Watthana, Bangkok 10170

Education/Training

- Master in Public Policies, Harvard University, USA
- Bachelor of Science in Business Administration, Boston University, USA
- Director Certification Program (DCP), class 178/2013, Thai Institute of Directors Association
- Executive Finance Management Program, Fiscal Policy Research Institute Foundation, Ministry of Finance
- Good Governance for Directors and High Level Executives, King Prajadhipok’s Institute
- The Asia Pacific Bankers Congress
- Central Bank Policies and Operations in the Money and Foreign Exchange Markets

Working experiences

Listed Companies

2015 - present	: Director, Member of Executive Committee and Member of Nomination and Remuneration Committee,	PM Thoresen Asia Holdings Public Company Limited
2015	: Executive Vice President, Corporate Finance and Accounting,	Throresen Thai Agencies Public Company Limited
2014 - 2015	: Acting Chief Executive Officer and Executive Vice President, Finance and Accounting,	Unique Mining Services Public Company Limited
2013 - 2015	: Executive Vice President, Corporate Strategy,	Thoresen Thai Agencies Public Company Limited

Non-Listed Companies

2015 - present	: Secretary-general,	National Savings Fund
2013 - 2015	: Director,	UMS Distribution Company Limited
2013 - 2015	: Director,	UMS Lighter Company Limited
2013 - 2015	: Director,	UMS Plate Energy Company Limited

2013 - 2015	: Director,	UMS Port Services Company Limited
2013 - 2015	: Director,	PM Group Company Limited
2009 - 2013	: Senior Executive Vice President,	Export - Import Bank of Thailand

Nominated position Director

No. of years being the Company's director 2 Years

Meeting attendance for year 2016 Board of Directors 8/8 Executive Committee 3/3 and Nomination and Remuneration Committee 2/2

This nominated person does not hold any position as director or management in other businesses, which might have a conflict of interest with the Company.

Definition of an Independent Director

An independent director is a director who does not manage PM Thoresen Asia Holdings Public Company Limited (“PMTA” of the Company) or any of its subsidiaries, is independent from management and major shareholders, and has no business dealings with PMTA, which may compromise our interests and/or the shareholders’ interests.

The main qualifications of an independent director include:

1. Holding shares not exceeding one per cent of the total number of shares with voting rights of the Company, its subsidiary company, associate company, major shareholder or controlling person, including shares held by related persons of such independent director;
2. Neither being nor used to be an executive director, employee, staff, advisor who receives salary, or controlling person of the Company, its subsidiary company, associate company, same-level subsidiary company, major shareholder or controlling person, unless the foregoing status has ended not less than two years prior to the appointment. Such prohibited characteristic shall not include the case where the independent director used to be a government official or advisor of a government unit which is a major shareholder or controlling person of the Company;
3. Not being a person related by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of child, executive, major shareholder, controlling person, or person to be nominated as executive or controlling person of the Company or its subsidiary company;
4. Neither having nor used to have a business relationship with the Company, its subsidiary company, associate company, major shareholder or controlling person, in the manner which may interfere with his independent judgement, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the Company, its subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the appointment;

5. Neither being nor used to be an auditor of the Company, its subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the appointment;
6. Neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding two million baht per year from the Company, its subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than two years prior to the appointment;
7. Not being a director appointed as representative of directors of the Company, major shareholder or shareholder who is related to major shareholder;
8. Not undertaking any business in the same nature and in competition to the business of the Company or its subsidiary company or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding one per cent of the total number of shares with voting rights of other company which undertakes business in the same nature and in competition to the business of the Company or its subsidiary company;
9. Not having any other characteristics which cause the inability to express independent opinions with regard to the Company's business operations.

After being appointed as independent director with the qualifications under (1) to (9), the independent director may be assigned by the Board of Directors to take part in the business decision of the Company, its subsidiary company, associate company, same-level subsidiary company, major shareholder or controlling person, provided that such decision shall be in the form of collective decision.

The shareholding restrictions of an independent director follow the minimum requirements of the Securities and Exchange Commission or the Stock Exchange of Thailand, in which an independent director must hold no more than 1.0 percent of the total voting shares of the company. The following table confirms that in case an individual is proposed as an independent director, he/she should meet the qualifications of an independent director.

Type of Relationship	Names of Proposed Independent Director
	Assoc. Prof. Dr. Sathit Parniangtong
Shareholdings in the Company - Number of shares - Percentage of shareholding in the Company	None None
Being a relative of management/major shareholders of the Company/subsidiary company	None
Type of relationship with the Company, parent company, subsidiaries, associated companies, or juristic persons that may result in a conflict of interest at present or in the past two years. (1) being director who is involved in management, staff, employee, or consultant who receives Monthly salary (2) being professional service provider (3) having business relationship	None None None