

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. The nominated independent director is independent and able to provide independent opinions to the Company and also posses the abilities to comply with the relevant regulations.

Profiles of the proposed directors

Name Mr. Chalermchai Mahagitsiri
Position Chairman of the Board of Directors and Chairman of Executive Committee
Nationality Thai
Age 39 Years
Number of shares held in the Company (as of 26 February 2018) 7,961,505 shares



Address 158/7 Charatmueang Road, Rong Mueang, Patumwan, Bangkok 10330

Education/Training

- M.S. in Finance, Boston University, USA, 2004
- B.S. in Finance, Suffolk University, USA, 2001
- Digital Edge Fusion (DEF), class 1/2017, Sripatum University
- Academy of Business Creativity (ABC), class 4/2016, Sripatum University
- Capital Market Academy Leadership Program, class 17/2013, Capital Market Academy
- Director Certification Program (DCP), class 53/2005, Thai Institute of Directors Association
- Director Accreditation Program (DAP), class 30/2004, Thai Institute of Directors Association

Working experiences

Listed Company

2014 - present	:	Chairman of the Board of Directors and Chairman of Executive Committee,	PM Thoresen Asia Holdings Public Company Limited
Jan. 2012 - present	:	President & Chief Executive Officer	Thoresen Thai Agencies Public Company Limited
Jun. 2012 - present	:	Chief Executive Officer and Executive Vice Chairman,	Mermaid Maritime Public Company Limited
Jun. 2012 - present	:	Vice Chairman,	Unique Mining Services Public Company Limited

Sep. 2011 - present	:	Director,	Posco - Thainox Public Company Limited
Apr. 2011 - present	:	Director,	Thai Film Industries Public Company Limited
2009 - 2011	:	Director and Vice Chairman,	Posco - Thainox Public Company Limited
Jul. 2017 - present	:	Director,	Thoresen Shipping (Thailand) Company Limited
Nov. 2016 - present	:	Director,	Mermaid Subsea Services Saudi Arabia Company Limited
Oct. 2016 - present	:	Director,	PMT Property Company Limited
Sep. 2016 - present	:	Director,	Laser Game Asia Company Limited
Sep. 2016 - present	:	Director,	TTA Suez Company Limited
2016 - present	:	Director,	Natural Bev Company Limited
Feb. 2015 - present	:	Director,	Sino Grandness Food Industry Group Limited
Oct. 2014 - present	:	Director,	Mermaid Subsea Services LLC
Sep. 2014 - present	:	Director,	Mermaid International Venture
Aug. 2014 - present	:	Director,	Premo Shipping Public Company Limited
Apr. 2014 - present	:	Director,	Thoresen Shipping FZE
Apr. 2014 - present	:	Director,	Mermaid Maritime Mauritius Limited
Mar. 2014 - present	:	Director,	Chidlom Marine Services & Supplies Limited
Feb. 2014 - present	:	Director,	Gulf Agency Company (Thailand) Limited
Feb. 2014 - present	:	Director,	GAC Thoresen Logistics Limited
Feb. 2014 - present	:	Director,	PH Macaron Company Limited
Jan. 2014 - present	:	Director,	Athene Holdings Limited
Jan. 2014 - present	:	Director,	Thoresen & Company (Bangkok) Limited
Jan. 2014 - present	:	Director,	Fearnleys (Thailand) Limited
Nov. 2013 - present	:	Director,	Baconco Company Limited
Nov. 2013 - present	:	Director,	Thoresen (Indochina) S.A.
Jun. 2013 - present	:	Director,	MTR-1 Limited
Feb. 2013 - present	:	Director,	PM Quality Food and Beverage Company Limited
2013 - present	:	Director,	PM Thoresen Asia (Singapore) Pte. Ltd.
2013 - present	:	Director,	Thoresen Shipping Singapore Pte. Ltd.
2013 - present	:	Director,	Mermaid Drilling Limited
2013 - present	:	Director,	Asia Offshore Drilling Limited

2013 - present	: Director,	Asia Offshore Rig 1 Limited
2013 - present	: Director,	Asia Offshore Rig 2 Limited
2013 - present	: Director,	Asia Offshore Rig 3 Limited
2013 - present	: Director,	Mermaid Subsea Services (Thailand) Limited
2012 - present	: Director,	MTR-2 Limited
2012 - present	: Director,	Mermaid Subsea Services (International) Limited
2012 - present	: Director,	MTR-1 (Singapore) Pte. Ltd.
2012 - present	: Director,	Coffee Gallery Company Limited
Jul. 2012 - present	: Director,	Soleado Holdings Company Limited
2012 - present	: Chief Executive Officer,	Four One One Entertainment Company Limited
2011 - present	: Director,	Phaholyothin Garden Company Limited
2011 - present	: Director,	Mountain Creek Development Company Limited
2011 - present	: Director,	M Creek Land Company Limited
2010 - present	: Executive Director,	Sak Chaisidhi Company Limited
2010 - Jul. 2014	: Executive Director,	LYNN Phillips Asset Company Limited
2008 - present	: Director,	Four One One (Fun) Company Limited
2005 - present	: Chief Executive Officer,	PM Group Company Limited
2005 - present	: Director,	PM Corp Company Limited
2002 - present	: Director,	ACME Camps Company Limited
1998 - present	: Managing Director,	Lakewood Country Club Company Limited
1998 - present	: Director,	Lakewood Land Company Limited
Present	: Director,	Quality Coffee Products Company Limited

Nominated position Director
Date of first appointment 6 January 2014
No. of years being the Company's director 4 Years

Meeting attendance for year 2017 Board of Directors 6/6, Executive Committee 1/1

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. Rapee Moungnont
Position Independent Director and Member of Audit Committee
Nationality Thai
Age 52 Years
Number of shares held in the Company (as of 26 February 2018) None



Address No. 4, Soi Seri, Hua Mark, Bangkapi, Bangkok 10250

Education/Training

- MBA, Indiana University, USA
- Bachelor of Accounting, Thammasat University
- Certified Management Consultant (CMC), Institute of Management Consultants Association of Thailand (IMCT)
- Capital market Academy Leadership Program, Capital Market Academy
- Director Certification Program (DCP), class 80/2006, Thai Institute of Directors
- Economic and Fiscal Management, King Prajadhipok's Institute
- Financial Executive Development Program - FINEX 15, The Thai Institute of Banking and Finance Association
- ICO's International Executive Training Program in Development Banking Madrid # 1

Working experiences

Listed Company

2016 - present : Independent Director and Member of Audit Committee, PM Thoresen Asia Holdings Public Company Limited

Non-Listed Company

2010 - present : Director, Rajamangala University of Technology Rattanakosin

2009 : Director & Acting President, Thai Credit Guarantee Corporation (TCG)

2005 - 2009 : Audit Committee, Thai Credit Guarantee Corporation (TCG)

2005 - 2009 : President of The Employee Welfare Committee, Thai Credit Guarantee Corporation (TCG)

2008 : President, Thailand Privilege Card Company Limited

2005 - 2008 : Director & Acting President, Thailand Privilege Card Company Limited

2005 - 2008 : Director & Executive Committee, Thailand Privilege Card Company Limited

Executive Committee, The Institution of Management Consultants Association of Thailand (IMCT)

2005	: Deputy Director General,	The Office of SMEs Promotion (OSMEP) (responsibility to venture capital & OTOP)
2004	: Executive Vice President,	Small and Medium Enterprise Development Bank of Thailand (SME BANK)
2002 - 2003	: Vice President of Venture Capital 2 Department	Small and Medium Enterprise Development Bank of Thailand (SME BANK)
2000 - present	: Guest Speaker,	- Thammasat University - Chulalongkorn University - National Institute of Development Administration (NIDA) - King Mongkut's University of Technology Thonburi - Ramkhamhaeng University - Mahidol University - Burapha University

Nominated position	Independent Director
Date of first appointment	25 April 2016
No. of years being the Company's director	2 Years
Meeting attendance for year 2017	Board of Directors 6/6 Audit Committee 5/5

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. Sigmund Stromme
Position	Director, Member of Nomination and Remuneration Committee, Member of Executive Committee and Managing Director
Nationality	Norwegian
Age	61 years
Number of shares held in the Company (as of 26 February 2018)	20,000 shares



Address 26/26-27 Orakarn Building, 8th floor, Soi Chidlom, Ploenchit Road, Lumpini, Pathumwan, Bangkok, 10330

Education/Training

- Master in Computer Science Finance/Administration, EDB Hoeyskolen, Norway
- Director Certification Program (DCP), class 182/2013, Thai Institute of Directors Association

Working experiences

Listed Companies

2014 - present	:	Director, Member of Executive Committee, Member of Nomination and Remuneration Committee and Managing Director,	PM Thoresen Asia Holdings Public Company Limited
Aug. 2016 - present	:	Executive Vice President - Agro & Logistics,	Thoresen Thai Agencies Public Company Limited
2015 - Aug. 2016	:	Executive Vice President - Shipping & Logistics,	Thoresen Thai Agencies Public Company Limited

Non-Listed Companies

2016 - present	:	Director,	Thoresen & Company (Bangkok) Limited
2016 - present	:	Director,	Chidlom Marine Services & Supplies Limited
2015 - present	:	Director,	Thoresen Shipping Singapore Pte. Ltd.
2015 - present	:	Director,	Fearnleys (Thailand) Limited
2015 - present	:	Director,	Gulf Agency Company (Thailand) Company Limited
2015 - present	:	Director,	GAC Thoresen Logistics Limited
2015 - Jul. 2016	:	Director,	Thoresen Shipping and Logistics Limited
2015 - present	:	Director,	Petrolift Inc.
2014 - present	:	Chairman,	Thoresen-Vinama Agencies Company Limited
2013 - present	:	Director,	Sharjah Ports Services LLC
2013 - present	:	Director,	Thoresen Shipping FZE
2013 - present	:	Director,	PM Thoresen Asia (Singapore) Pte. Ltd.
2012 - present	:	Chairman,	Thoresen-Vinama Logistics Company Limited
2010 - present	:	Director,	Baria Joint Stock Company of Services for Import Export of Agro-Forestry Products and Fertilizers
2009 - present	:	Chairman,	Baconco Company Limited
2003 - present	:	Director,	Thoresen (Indochina) S.A.
2000 - present	:	Chairman,	The NORDIC Chamber of Commerce, Ho Chi Minh City, Vietnam

Nominated position	Director
Date of first appointment	6 January 2014
No. of years being the Company's director	4 Years
Meeting attendance for year 2017	Board of Directors 6/6 Nomination and Remuneration Committee 1/1 Executive Committee 1/1

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” or 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
	Mr. Rapee Moungnont
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