

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

The Nomination and Remuneration Committee has taken into the consideration of the important criteria e.g. the qualifications of directors in accordance with the Public Limited Companies Act B.E. 2535, moral, ethic, knowledge, ability, expertise, experience and suitability in various fields of being the directors and continuation of their directors' term and performance as the Board of Directors and member of the sub-committee. It is resolved to propose to the Board of Directors to present to the 2021 AGM to approve the appointment of all three directors.

The Board of Directors, by recommendation of the Nomination and Remuneration Committee, is of an opinion that 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 possess the abilities to comply with the relevant regulations.

Profiles of the proposed directors

Name Mr. Chalermchai Mahagitsiri
Position Chairman of the Board of Directors, Chairman of Executive Committee and member of Risk Management Committee
Nationality Thai
Age 43 years
Number of shares held in the Company (as of 24 February 2021) 11,211,505



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

Education

- M.S. in Finance, Boston University, USA
- B.S. in Finance, Suffolk University, USA

Training from Thai Institution of Directors Association

- Director Certification Program (DCP), Class 53/2005
- Director Accreditation Program (DAP), Class 30/2004

Other trainings:

- Digital Edge Fusion (DEF), Sripatum University, Class 1/2017
- Ultra Wealth – Investment Like A Master, Class 2, 2016
- Academy of Business Creativity (ABC), Sripatum University, Class 4/2016
- Capital Market Academy Leadership Program, Class 17/2013, Capital Market Academy

Working experiences

Listed Company

2018 - present	:	Chairman of the Board of Directors,	Unique Mining Services Public Company Limited
2018 - present	:	Director,	Seven Utilities and Power Public Company Limited
2014 - present	:	Chairman of the Board of Directors and Chairman of Executive Committee,	PM Thoresen Asia Holdings Public Company Limited
2012 - present	:	Director, President & Chief Executive Officer	Thoresen Thai Agencies Public Company Limited
2011 - present	:	Director,	Posco - Thainox Public Company Limited
2011 - present	:	Director,	Thai Film Industries Public Company Limited

Listed companies in other countries

2012 - present	:	Chief Executive Officer and Executive Vice Chairman,	Mermaid Maritime Public Company Limited
2015 - Jan 2019	:	Director,	Sino Grandness Food Industry Group Limited

Non-Listed Company

2020 - Present	:	Director,	Praneat Company Limited
Present	:	Director,	Mermaid Subsea Services (UK) Limited
2020 – Present	:	Director,	Mermaid-MOE JV Company Limited
2019 – Present	:	Director,	Natural Aura Company Limited
2019 - Present	:	Director,	Natural Drink Company Limited
2018 – Present	:	Director,	Asia Infrastructure Management (Thailand) Company Limited
2018 – Present	:	Director,	CM Corporate Company Limited
2018 – Present	:	Director,	Siam Taco Company Limited
2018 – Present	:	Director,	Four One One Ecommerce Company Limited
2018 – Present	:	Director,	PTGC Company Limited
2017 – Present	:	Director,	Thoresen Shipping (Thailand) Company Limited
2016 – Present	:	Director,	Mermaid Subsea Services Saudi Arabia Company Limited
2016 – Present	:	Director,	PMT Property Company Limited
2016 – Present	:	Director,	Laser Game Asia Ltd.
2016 – Present	:	Director,	TTA Suez Company Limited
2014 – Present	:	Director,	Mermaid Subsea Services LLC
2014 – Present	:	Director,	Mermaid International Ventures
2014 – Present	:	Director,	Premo Shipping Plc.
2014 – Present	:	Director,	Thoresen Shipping FZE
2014 – Present	:	Director,	Mermaid Maritime Mauritius Limited
2014 – Present	:	Director,	Chidlom Marine Services & Supplies Limited

2014 – Present	:	Director,	Gulf Agency Company (Thailand) Limited
2014 – Present	:	Director,	GAC Thoresen Logistics Limited
2014 – Present	:	Director,	PH Macaron Company Limited
2014 – Present	:	Director,	Athene Holdings Limited
2014 – Present	:	Director,	Thoresen & Company (Bangkok) Limited
2014 – Present	:	Director,	Fearnleys (Thailand) Limited
2014 – Present	:	Director,	Asia Coating Services Limited
2014 – Present	:	Director,	PMFB Limited
2014 – Present	:	Director,	Thor Fortune Shipping Pte. Ltd.
2014 – Present	:	Director,	Thor Friendship Shipping Pte. Ltd.
2014 – Present	:	Director,	Thoresen Shipping Company Pte. Ltd.
2013 - Present	:	Director,	PM Thoresen Asia (Singapore) Pte. Ltd.
2013 – Present	:	Director,	Baconco Company Limited
2013 – Present	:	Director,	Thoresen (Indochina) S.A.
2013 – Present	:	Director,	MTR-1 Ltd.
2013 – Present	:	Director,	PM Quality Food and Beverage Company Limited
2013 – Present	:	Director,	Thoresen Shipping Singapore Pte. Ltd.
2013 – Present	:	Director,	Mermaid Drilling Limited
2013 – Present	:	Director,	Mermaid Subsea Services (Thailand) Limited
2013 – Present	:	Director,	Four One One (411) FUN Company Limited
2012 – Present	:	Director,	MTR-2 Limited
2012 – Present	:	Director,	Mermaid Subsea Services (International) Limited
2012 – Present	:	Director,	Coffee Gallery Company Limited
2012 – Present	:	Director,	Soleado Holdings Pte. Ltd.
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
2008 – Present	:	Chief Executive Officer,	Four One One Entertainment Company Limited
2005 – Present	:	Chief Executive Officer,	PM Group Company Limited
2005 – Present	:	Director,	PM Corp Company Limited
2002 – Present	:	Director,	Lakewood Kitchen 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
Present	:	Director,	The Nest Property Company Limited
2016 – 2020	:	Director,	Natural Bev. Company Limited
2013 – 2020	:	Director,	Asia Offshore Drilling Limited
2013 – 2020	:	Director,	Asia Offshore Rig 1 Limited

2013 – 2020 Director, Asia Offshore Rig 2 Limited
2013 – 2020 Director, Asia Offshore Rig 3 Limited

Nominated position Director

Date of first appointment 6 January 2013

No. of years being the Company's director 7 years

Meeting attendance for year 2020 Board of Directors 8/8

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 Pol. Lt. Gen. Prakard Satamarn
Position Independent Director, Chairman of Audit Committee and Member of Nomination and Remuneration Committee
Nationality Thai
Age 79 years
Number of shares held in the Company (as of 24 February 2021) None



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

Education

- Bachelor of Laws (LL.B.), Thammasat University

Training from Thai Institution of Directors Association

- Director Accreditation Program (DAP), Class 45/2005

Other trainings

- Advanced Management Program, Class 1, National Defense College
- National Defense Course, Class 37, National Defense College
- International Police Program, USA

Working experiences:

Listed companies

2017 - present : Independent Director, PM Thoresen Asia Holdings Public Company Limited

Non-listed companies

2005 - present : Advisor to Directors, Queen Sirikit National Convention Center
2004 - present : Advisor, Thai Nam Thip Company Limited
2007 - 2008 : Chairman of the Board of Directors, Bang Pakong Water Works Company Limited
2007 - 2008 : Chairman of the Board of Directors, Chachoengsao Water Works Company Limited
2007 - 2008 : Chairman of the Board of Directors, Nakhon Sawan Water Works Company Limited
2006 - 2007 : Advisor, Deputy Interior Minister

2006 - 2007 : Advisor to the Board of Directors, State Railways of Thailand

2000 - 2006 : Member of the Disciplinary Committee, Office of the Auditor-General

2000 - 2003 : Commander of Police Forensic Science, Royal Thai Police

2000 - 2002 : Commander of Police Forensic (Investigation) Science, Royal Thai Police

Nominated position Independent Director

Date of first appointment 25 January 2017

No. of years being the Company's director 4 years

Meeting attendance for year 2020 Board of Directors 8/8 Audit Committee 5/5 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. Sigmund Stromme

Position Director, Member of Executive Committee, Member of Nomination and Remuneration Committee, Member of Risk Management Committee and Managing Director

Nationality Norwegian

Age 65 years

Number of shares held in the Company (as of 24 February 2021) 128,300



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

Education

- Master in Computer Science Finance/Administration, EDB Høyskolen, Norway

Trainings with Thai Institute of Directors

- Director Certification Program (DCP), Class 182/2013

Working experiences:

Listed companies

2014 - present : Director and Managing Director, PM Thoresen Asia Holdings Public Company Limited

2015 - present : Executive Vice President - Agro & Logistics, Thoresen Thai Agencies Public Company Limited

Non-listed companies

2019 - present : Chairman, Thoresen Vinama Tug Company Limited, Vietnam

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 - 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 - 2018	:	Chairman,	The NORDIC Chamber of Commerce, Ho Chi Minh City, Vietnam
2015 – 2016	:	Director,	Thoresen Shipping and Logistics Ltd.

Nominated position	Director
Date of first appointment	6 January 2014
No. of years being the Company's director	7 years
Meeting attendance for year 2020	Board of Directors 8/8 Nomination and Remuneration Committee 2/2 Risk Management Committee 4/4

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 percent 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 percent 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 one 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
	Pol. Lt. Gen. Prakard Satamarn
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