

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. Sigmund Stromme
Position Director / Member of Executive Committee /
 Member of Nomination and Remuneration
 Committee / Managing Director
Nationality Norwegian
Age 60 Years
**Number of shares held in the Company
 (as of 16 March 2016)** None



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

Education/Training

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

Working experiences

Listed Company

2015 – Present	Director/Member of Executive Committee/ Member of Nomination and Remuneration Committee/ Managing Director	PM Thoresen Asia Holdings Plc.
2015 – Present	Executive Vice President – Shipping & Logistics	Thoresen Thai Agencies Plc.

Non-Listed Company

2015 – Present	Director	Thoresen Shipping Singapore Pte. Ltd.
2015 – Present	Director	Fearnleys (Thailand) Ltd.
2015 – Present	Director	Gulf Agency Company (Thailand) Co., Ltd.
2015 – Present	Director	GAC Thoresen Logistics Ltd.
2015 – Present	Director	Thoresen Shipping and Logistics Ltd.
2015 – Present	Director	Petrolift Inc.
2014 – Present	Chairman	Thoresen-Vinama Agencies Co., Ltd.
2013 – Present	Director	Sharjah Ports Services LLC.

2013 – 2014	Director	PM Thoresen Asia Holdings Ltd.
2013 – Present	Director	PM Thoresen Asia (Singapore) Pte. Ltd.
2013 – Present	Director	Thoresen Shipping FZE
2010 – Present	Director	Baria Joint Stock Company of Services for Import Export of Agro-Forestry Products and Fertilizers (“Baria Serece”)
2012 – Present	Chairman	Thoresen-Vinama Logistics Co., Ltd.
2009 – Present	Chairman	Baconco Co., Ltd.
2003 – Present	Director	Thoresen (Indochina) S.A.
2000 – Present	Chairman	The NORDIC Chamber of Commerce in HCMC, Vietnam

Nominated position	Director
No. of years being the Company's director	2 Years
Meeting attendance for year 2015	Board of Directors 6/6, Executive Committee 1/3 and Nomination and Remuneration 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. Somboonkiat Kasemsuwan
Position	Independent Director/Chairman of Audit Committee/Member of Nomination and Remuneration Committee
Nationality	Thai
Age	71 Years
Number of shares held in the Company (as of 16 March 2016)	None



Address 11 Soi Mooban Suannakarini 2, Kwaeng Bangbon, Khet Prawet, Bangkok

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 (IOD), Class 96/2007

Working experiences

Listed Company

2015 – present	Director	PM Thoresen Asia Holdings Plc.
2014 – present	Director	Advance Finance Plc.

Non-Listed Company

2013 - 2014	Chairman of Audit Committee	PM Thoresen Asia Holdings Co., Ltd.
2012 – present	Chairman	Mohmee Co., Ltd.
2006 – 2011	Vice Chairman	The Transport Co., Ltd.

Nominated position

Independent Director

No. of years being the Company's director

2 Years

Meeting attendance for year 2015

Board of Directors 5/6, Audit Committee 3/4 and Nomination and Remuneration 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	
Nationality	Thai	
Age	51 Years	
Number of shares held in the Company (as of 16 March 2016)	None	
Address	4 Soi Saree 1, Hua Mak, Bangkapi, Bangkok 10250	

**Education/Training**

- MBA, Indiana University, South Bend, USA.
- Bachelor of Accounting, Thammasat University
- Certified Management Consultant (CMC), Institute of Management Consultants Association of Thailand (IMCT)
- Capital market Academy Leadership Program (#1), Capital Market Academy
- Director Certification Program (DCP), Thai Institute of Directors (IOD), Class 80/2006
- 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**Non-Listed Company**

2010 – present	Director	Rajamangala University of Technology Rattanakosin College of Innovation Management (RCIM)
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 Co., Ltd.
2005 – 2008	Director & Acting President	Thailand Privilege Card Co., Ltd.
2005 – 2008	Director & Executive Committee	Thailand Privilege Card Co., Ltd.
	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	<ul style="list-style-type: none"> - Thammasat University - Chulalongkorn University - National Institute of Development Administration (NIDA) - King Mongkut’s University of Chulalongkorn University - Ramkhamhaeng University - Mahidol University - Burapha University

Nominated position	Independent Director
No. of years being the Company's director	None
Meeting attendance for year 2015	None

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 Directors	
	Mr. Somboonkiat Kasemsuwan	Mr. Rapee Moungnont
Shareholdings in the Company - Number of shares - Percentage of shareholding in the Company	None None	None None
Being a relative of management/major shareholders of the Company/subsidiary company	None	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	None None None