

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 2019 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 possesses the abilities to comply with the relevant regulations.

Profiles of the proposed directors

Name Mrs. Suvimol Mahagitsiri
Position Director
Nationality Thai
Age 72 years
Number of shares held in the Company (as of 27 February 2019) Owns 563,321 shares
 Spouse 102,585 shares
Address 158/7 Charatmueang Road, Rong Mueang,
 Pathumwan, Bangkok 10330



Education/Training

- B.A. in Business Administration, Grossmont Junior College
- B.A. in Political Science, Ramkhamhaeng University
- Director Accreditation Program (DAP 26/2004) from Thai Institution of Directors Association
- Role of the Chairman Program (RCP 16/2007) from Thai Institution of Directors Association

Working experiences

Listed company


2016 - present	: Director,	PM Thoresen Asia Holdings Public Company Limited
1983 - present	: Vice Chairman,	Thai Film Industries Public Company Limited

Non-listed company

2002 - present	: Vice Chairman,	Lakewood Land Company Limited
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2002 - present	:	Vice Chairman,	Lakewood Country Club Company Limited
2002 - present	:	Vice Chairman,	Lakewood Kitchen Company Limited
1992 - present	:	Vice Chairman,	PM Group Company Limited
1989 - present	:	Vice Chairman,	Quality Coffee Products Company Limited

Nominated position Director
Date of first appointment 25 April 2016
No. of years being the Company's director 3 years
Meeting attendance for year 2018 Board of Directors 6/6
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	76 years		
Number of shares held in the Company (as of 27 February 2019)	None		
Address	No. 84/15 Moobaan Kobkaew 2, Soi 24, Bhuddhamontol Sai 1 Road, Sala Thommasap, Thawi Wattana, Bangkok 10170		

Education/Training

- Bachelor of Laws (LL.B.), Thammasat University
- Director Accreditation Program (DAP), class 45/2005, Thai Institute of Directors Association
- Advanced Management Program, class 1, National Defense College
- National Defense Course, class 37, National Defense College
- International Police Program, USA

Working experiences

Listed company

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

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 2 years

Meeting attendance for year 2018 Board of Directors 5/6 Audit Committee 5/6
Nomination and Remuneration Committee 3/3

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. Jitender Pal Verma
Position Director, Member of Nomination and Remuneration Committee, Member of Risk Management Committee and Member of Executive Committee

Nationality Indian

Age 54 years

Number of shares held in the Company (as of 27 February 2019) None

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



Education/Training

- Bachelor of Commerce (Honors), University of Delhi, India
- Fellow Chartered Accountant (FCA)
- Diploma Examination, class 49/2016, Thai Institute of Directors Association
- The Board's Role in Mergers and Acquisition (M&A), class 1/2011, Thai Institute of Directors Association
- Director Certification Program (DCP), class 78/2006, Thai Institute of Directors Association

Working experiences

Listed companies

2017 - present	: Director	PM Thoresen Asia Holdings Public Company Limited
2015 - present	: Senior Executive Vice President and Group CFO	Thoresen Thai Agencies Public Company Limited
2005 - 2011	: CFO and Acting Managing Director,	Thainox Stainless Public Company Limited

Listed companies in other countries

2016 - present : Non-Executive Director, Mermaid Maritime Public Company Limited

2011 - 2015 : Board's Member, Executive Director & CFO, Jindal Stainless Ltd.

Non-listed companies

2017 - present : Director, Thoresen Indochina S.A.
2017 - present : Director, Thoresen Shipping (Thailand) Company Limited

2017 - present : Director, Baconco Company Limited
2017 - present : Director, PH Capital Company Limited
2017 - present : Director, MTR-1 Company Limited
2017 - present : Director, MTR-2 Company Limited
2017 - present : Director, MTR-1 (Singapore) Pte. Ltd.
2017 - present : Director, Seascapes Surveys Pte. Ltd.
2017 - present : Director, Mermaid Subsea Services LLC
2016 - present : Director, Mermaid Subsea Services Saudi Arabia Company Limited

2016 - present : Director, Mermaid Subsea Services (Thailand) Limited

2016 - present : Director, Mermaid Subsea Services (International) Limited

2016 - present : Director, PMT Property Company Limited

2016 - present : Director, Petrolift Inc.

2016 - present : Director, Thoresen & Company (Bangkok) Limited

2016 - present : Director, Chidlom Marine Services & Supplies Limited

2016 - present : Director, Gulf Agency Company (Thailand) Limited

2016 - present : Director, GAC Thoresen Logistics Limited

2016 - present : Director, Fearnleys (Thailand) Limited

2015 - present : Director, Mermaid Drilling Limited

2015 - present : Board's Member, Soleado Holdings Pte. Ltd.

2015 - present : Board's Member, Thoresen Shipping FZE

2015 - 2016 : Board's Member, Thoresen Shipping Singapore Pte. Ltd., Singapore

2003 - 2005 : Finance Director Asia, Dole Asia, Philippines

2002 - 2003 : Asia Regional Treasurer, Dole Food Company, Hong Kong

1998 - 2002 : Finance Director and Controller, Dole Thailand Limited, Thailand

1996 - 1998 : Finance Director, Seagate Technology, Thailand

Nominated position	Director
Date of first appointment	15 May 2017
No. of years being the Company's director	2 years
Meeting attendance for year 2018	Board of Directors 5/6 Nomination and Remuneration Committee 3/3 Risk and Management Committee 3/3 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 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 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 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