

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 2020 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 Assoc. Prof. Dr. Sathit Parniangtong
Position Independent Director, Member of Audit Committee, Member of Nomination and Remuneration Committee and Chairman of Risk Management Committee
Nationality Thai
Age 66 years
Number of shares held in the Company (as of 11 June 2020) None



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

Education

- 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

Training from Thai Institution of Directors Association

- Risk Management Program for Corporate Leaders (RCL) Class 13/2018
- Advanced Audit Committee Program (AACP), Class 13/2013
- Directors Certification Program (DCP), Class 128/2010

Working experiences

Listed Company

2014 - present	:	Independent Director, Member of Audit Committee, Chairman of	PM Thoresen Asia Holdings Public Company Limited
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		Nomination and Remuneration Committee and Chairman of Risk Management Committee	
2016 - present	:	Member of Corporate Governance Committee,	Patum Rice Mill and Granary Public Company Limited
2009 - 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			
2014 - present	:	Associate Professor, Guest lecturer	Faculty of Commerce and Accountancy, Thammasat University and Sasin Graduate Institute of Business Administration of Chulalongkorn University
2014 - present	:	Managing Director	C M B T Company Limited
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
Date of first appointment			6 January 2013
No. of years being the Company's director			6 years
Meeting attendance for year 2019			Board of Directors 6/6 Audit Committee 6/6 Nomination and Remuneration Committee 2/2 Risk Management 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. Jean Paul Thevenin
Position Director
Nationality French
Age 79 years
Number of shares held in the Company (as of 11 June 2020) None
Address 26/26-27 Orakarn Building, 8th Floor,
 Soi Chidlom, Ploenchit Road, Bangkok 10330



Education

- Ph.D. in Metallurgy, Orsay University, France
- Honorary Ph.D., King Mongkut Institute of Technology, Thailand

Training from Thai Institution of Directors Association

- Director Accreditation Program (DAP) Class 74/2008

Working experiences:

Listed companies

2019 - present	:	Director,	PM Thoresen Asia Holdings Public Company Limited
2014 - present	:	Director,	Thoresen Thai Agencies Public Company Limited
2005 - 2010	:	Managing Director,	Thainox Stainless Public Company Limited

Listed companies in other countries

2013 - present	:	Non-Executive Director,	Mermaid Maritime Public Company Limited
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Non-listed companies

2018 - present	:	Director,	Asia Infrastructure Management (Thailand) Company Limited
2018 - present	:	Director,	PTGC Company Limited
2017 - present	:	Director,	PT Mermaid Subsea Services Indonesia
2017 - present	:	Director,	Mermaid Subsea Services Saudi Arabia Company Limited
2017 - present	:	Director,	Petrolift Inc.
2016 - 2019	:	Director,	PMT Property Company Limited
2016 - present	:	Director,	TTA Suez Company Limited
2016 - present	:	Director,	Thoresen & Company (Bangkok) Limited
2015 - present	:	Director,	Mermaid Subsea Services (International) Limited
2015 - present	:	Director,	Thoresen Shipping Singapore Pte. Ltd.
2015 - present	:	Director,	Mermaid Offshore Services Pte. Ltd.
2015 - present	:	Director,	Mermaid Subsea Services (Thailand) Limited

2014 - present	:	Director,	Mermaid Drilling Limited
2014 - present	:	Director,	MTR-1 Limited
2014 - present	:	Director,	MTR-2 Limited
1998 - 2004	:	President,	Franco – Thai Chamber of Commerce

Nominated position Director

Date of first appointment 12 December 2019

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

Meeting attendance for year 2019 -

The Board of Directors of the Company that was held on 11 December 2019 has approved the appointment of Mr. Jean Paul Thevenin as a Director to replace Mr. Somporn Chitphentom the Director that resigned. Such appointment is effective since 12 December 2019 and the new appointed director shall have the remaining term which the director he replaced was entitled.

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 54 years
Number of shares held in the Company (as of 11 June 2020) None
Address 26/26-27 Orakarn Building, 8th Floor, Soi Chidlom, Ploenchit Road, Bangkok 10330



Education

- MBA, Indiana University, USA
- Bachelor of Accounting, Thammasat University

Trainings with Thai Institute of Directors

- Director Certification Program (DCP), Class 80/2006

Other trainings

- Certified Management Consultant (CMC), Institute of Management Consultants Association of Thailand (IMCT)
- Capital market Academy Leadership Program, Capital Market Academy
- 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 companies**

2016 - present : Independent Director, PM Thoresen Asia Holdings Public Company Limited

Non-listed companies

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, Executive Committee, Thailand Privilege Card Company Limited

2005 : Deputy Director General, 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
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

Nominated position Independent Director

Date of first appointment 25 April 2016

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

Meeting attendance for year 2019 Board of Directors 6/6 Audit Committee 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.

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	
	Assoc. Prof. Dr. Sathit Parniangtong	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