

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 2022 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 Mrs. Suvimol Mahagitsiri
Position Director
Nationality Thai
Age 75 years
Number of shares held in the Company (as of 24 February 2022) 563,321 shares
 Held by spouse 102,585 shares



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

Education

- B.A. in Business Administration, Grossmont Junior College, USA
- B.A. in Political Science, Ramkhamhaeng University

Training from Thai Institution of Directors Association

- Role of the Chairman Program (RCP), Class 16/2007
- Director Accreditation Program (DAP), Class 26/2004

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
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 6 years

Meeting attendance for year 2021 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 Assoc. Prof. Dr. Sathit Parniangtong
Position Independent Director, Member of Audit Committee, Chairman of Nomination and Remuneration Committee and Chairman of Risk Management Committee

Nationality Thai

Age 68 years

Number of shares held in the Company (as of 24 February 2022) 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 companies

2021 - present : Chairman of Information Technology Committee and Member of Strategic Management Committee, PRG Corporation Public Company Limited

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

2016 - present : Member of Corporate Governance Committee, PRG Corporation Public Company Limited

2009 – present : Independent Director, Member of Audit Committee, and Chairman of Nomination and Remuneration Committee, PRG Corporation Public Company Limited

Non-listed companies

2014 – present : Managing Director C M B T Company Limited
 2016 – 2018 : Associate Professor, Part Time Faculty Faculty of Commerce and Accountancy, Thammasat University and Sasin Graduate Institute of Business Administration of Chulalongkorn University

Nominated position Independent Director

Date of first appointment 6 January 2014

No. of years being the Company's director 8 years

Meeting attendance for year 2021 Board of Directors 6/6, Audit Committee 5/5, Nomination and Remuneration Committee 3/3, Risk Management 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. Somchai Apinyanukul
Position Director
Nationality Thai
Age 52 years
Number of shares held in the Company (as of 24 February 2022) None



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

Education

- Master of International Business, Swinburne University of Technology, Melbourne, Australia
- Bachelor of Political Science, Chiangmai University

Trainings with Thai Institute of Directors

- Director Accreditation Program (DAP), Class 160/2019

Other trainings:

- The 7 Habits of Highly Effective People, Signature Edition 4.0, FranklinCovey in Thailand, 2019
- The Predictive Index System, PI Management, Singapore
- HRMS Seminar, Washington DC, USA
- PMAT, Thailand

Working experiences:**Listed companies**

2021 - present : Director, PM Thoresen Asia Holdings Public Company Limited
 2019 - present : Executive Vice President, Group Human Resources, Thoresen Thai Agencies Public Company Limited
 2016 - 2018 : Director, Corporate Human Resources, Thoresen Thai Agencies Public Company Limited

Non-listed companies

2021 – present	:	Director,	PH Capital Company Limited
2019 – present	:	Director,	Thoresen Klong Padung Krungkasem Joint Venture (Thailand)
2018 – present	:	Director,	Siam Taco Company Limited
2017 – present	:	Director,	Thoresen Shipping (Thailand) Company Limited
2013 – 2016	:	Director, Human Resources,	ECCO (Thailand) Company Limited

Nominated position Director

Date of first appointment 8 December 2021

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

Meeting attendance for year 2021 -

The Board of Directors of the Company No. 6/2021 that was held on 8 December 2021 has approved the appointment of Mr. Somchai Apinyanukul as a Director to replace Mr. Jitender Pal Verma the Director that resigned. Such appointment is effective since 8 December 2021 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.

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
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