

**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** Mr. Chalermchai Mahagitsiri  
**Position** Director, Chairman of Executive Committee and  
 Member of Risk Management Committee  
**Nationality** Thai  
**Age** 44 years  
**Number of shares held in  
 the Company  
 (as of 23 February 2023)** 16,264,522 shares



**Address** 26/26-27 Orakarn Building, 8<sup>th</sup> 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:**

- Personal Data Protection Act, Ragnar Corporation Company Limited, 2022
- 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
2015 - Present	:	Chairman of the Investment Committee	Thoresen Thai Agencies 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
2012 – 2018	:	Vice Chairman,	Unique Mining Services 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**

2022– Present	:	Director,	Strom (Thailand) Company Limited
2022– Present	:	Director,	DWP Cityspace Limited
2022– Present	:	Director,	High Cloud Music Company Limited
2022– Present	:	Director,	TTA Chao Phraya Express Boat Joint Venture
2022– Present	:	Director,	Petrolift (Thailand) Company Limited
2022– Present	:	Director,	P80 Jet Company Limited
2022– Present	:	Director,	P80 Air Ltd.
2021- Present	:	Director,	Thoresen FSO Company Limited
2021– Present	:	Director,	Skootar Beyond Company Limited
2020– Present	:	Director,	PM80 Bio Research Group Ltd.
2020 - Present	:	Director,	Praneat Company Limited
2020 - Present	:	Director,	Mermaid Ventures Company Limited
2019 - Present	:	Director,	Thoresen Klong Padung Krungkasem Joint Venture (Thailand)
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 Mariner Company Limited
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,	V Ventures Technologies Company Limited
2014 – Present	:	Director,	P80 Go Co., Ltd.
2014 – Present	:	Director,	East Meta Capital Pte. Ltd.
2014 – Present	:	Director,	V Ventures Int Pte. Ltd.
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,	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
Present	:	Director,	The Nest Ploenchit Company Limited
Present	:	Director,	Mermaid Subsea Services (UK) Limited
Present	:	Director,	Asia Nampapa Luangprabang Company Limited
Present	:	Director,	Baria Serece
Present	:	Director,	UMS Clean Energy 1 Company Limited
Present	:	Director,	UMS Clean Energy 2 Company Limited
Present	:	Director,	UMS Distribution Company Limited
Present	:	Director,	UMS Pellet Energy Company Limited
Present	:	Director,	UMS Port Services Company Limited
Present	:	Director,	Cloudbreakr (Thailand) Company Limited
Present	:	Director,	Four One One Production Company Limited
Present	:	Director,	PM 80 Company Limited
Present	:	Director,	PSM Land 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
2012 – 2022	:	Director,	MTR-2 Ltd.

**Nominated position** Director

**Date of first appointment** 6 January 2014

**No. of years being the Company's director** 9 years

**Meeting attendance for year 2022** Board of Directors 4/5

**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** 82 years  
**Number of shares held in the Company** None  
**(as of 23 February 2023)**  
**Address** 26/26-27 Orakarn Building, 8<sup>th</sup> 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**

- 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	:	Member of the Corporate Governance Committee,	Thoresen Thai Agencies Public Company Limited
2019 - present	:	Director,	PM Thoresen Asia Holdings Public Company Limited
2017 – Present	:	Member of the Risk Management Committee,	Thoresen Thai Agencies Public Company Limited
2015 – Present	:	Member of the Investment Committee,	Thoresen Thai Agencies Public Company Limited
2014 - present	:	Director and Member of the Executive Committee,	Thoresen Thai Agencies 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**

2022 - present	:	Director,	Strom (Thailand) Company Limited.
2022 - present	:	Director,	Petrolift (Thailand) Company Limited
2022 - present	:	Director,	P80 Go Company Limited
2022 - present	:	Director,	P80 Air Ltd.
2021 - present	:	Director,	Thoresen Shipping (Thailand) Company Limited
2021 - present	:	Director,	Mermaid Decom Company Limited
2019 – present	:	Director,	Thoresen Klong Padung Krungkasem Joint Venture (Thailand)
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 – Present	:	Director,	TTA Mariner 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 (International) Limited
2014 - present	:	Director,	Mermaid Drilling Limited
2014 - present	:	Director,	MTR-2 Limited
2016 – 2019	:	Director,	PMT Property Company Limited

**Nominated position** Director

**Date of first appointment** 12 December 2019

**No. of years being the Company's  
director** 3 years

**Meeting attendance for year 2022** Board of Directors 5/5, Nomination and Remuneration  
Committee 1/1, 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.**

**Name** Mr. Rapee Moungnont  
**Position** Independent Director and member of Audit  
Committee  
**Nationality** Thai  
**Age** 57 years  
**Number of shares held in the Company  
(as of 23 February 2023)** None  
**Address** 26/26-27 Orakarn Building, 8<sup>th</sup> 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
- 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, Thailand Privilege Card Company Limited

Executive Committee, The Institution of Management Consultants Association of Thailand (IMCT)

**Nominated position** Independent Director

**Date of first appointment** 25 April 2016

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

**Meeting attendance for year 2022** Board of Directors 5/5 Audit Committee 5/5

**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.

<b>Type of Relationship</b>	<b>Names of Proposed Independent Director</b>
	<b>Mr. Rapee Moungnont</b>
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