

**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 2024 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. Sigmund Stromme  
**Position** Director, Member of Executive Committee, Member of Risk Management Committee and Member of Nomination and Remuneration Committee  
**Nationality** Thai  
**Age** 67 years  
**Number of shares held in the Company (as of 23 February 2024)** 128,300 shares



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

**Education**

- Master in Computer Science Finance/Administration, EDB Høyskolen, Norway

**Training from Thai Institution of Directors Association**

- Director Certification Program (DCP), Class 182/2013

**Working experiences**

**Listed Company**

2014 - present	:	Director and Managing Director,	PM Thoresen Asia Holdings Public Company Limited
2015 - present	:	Executive Vice President - Agro & Logistics,	Thoresen Thai Agencies Public Company Limited
2014 - 2015	:	Executive Vice President - Shipping & Logistics,	Thoresen Thai Agencies Public Company Limited

**Non-Listed Company**

2019 – present	: Chairman,	Thoresen Vi Na Ma Tug Joint Stock Company
2016 – Present	: Director,	Thoresen & Company (Bangkok) Limited
2016 – Present	: Director,	Chidlom Marine Services & Supplies Limited
2016 – Present	: Director,	Thoresen Shipping Germany GmbH
2015 – Present	: Director,	Thoresen Shipping Singapore Pte. Limited
2015 – Present	: Director,	Gulf Agency Company (Thailand) Company Limited
2015 – Present	: Director,	GAC Thoresen Logistics Limited
2014 – Present	: Director,	Thoresen Shipping Company Pte. Ltd.
2013 – Present	: Director,	Sharjah Ports Services LLC.
2013 – Present	: Director,	PM Thoresen Asia (Singapore) Pte. Ltd.
2013 – Present	: Director,	Thoresen Shipping FZE
2012 – Present	: Chairman,	Thoresen-Vinama Logistics Company Limited
2010 – Present	: Director,	Baria Serece
2009 – Present	: Chairman,	Baconco Company Limited
2009 – Present	: Director,	Thoresen-Vinama Company Limited
2003 – Present	: Director and Managing Director,	Thoresen (Indochina) S.A.
2016 – 2023	: Director,	East Meta Capital Pte. Ltd.
2016 – 2023	: Director,	Thoresen Chartering (HK) Limited
2015 – 2023	: Director,	Petrolift Inc.
2016 – 2022	: Director,	V Ventures Int Pte. Ltd.
2000 – 2018	: Chairman,	The NORDIC Chamber of Commerce in HCMC, Vietnam

**Nominated position**

Director

**Date of first appointment**

6 January 2014

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

10 years

**Meeting attendance for year 2023**

Board of Directors 5/5, Nomination and Remuneration Committee 2/2 and 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** 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** 70 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**

- 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**

- Enterprise Transformation in Digital Era (Zhejiang University) 7/2022
- Board Nomination and Compensation Program (BNCP) 7/2019
- 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 Strategy Committee,	PRG Corporation Public Company Limited
2014 – present	:	Independent Director,	PM Thoresen Asia Holdings Public Company Limited
2016 – present	:	Member of Corporate Governance Committee	PRG Corporation Public Company Limited
2010 – present	:	Chairman of Nomination and Remuneration Committee, Independent Director and Member of Audit Committee	PRG Corporation Public Company Limited

**Non-listed companies**

2014 – 2022	:	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

2001 – 2016 : Executive Director, Head of Sasin Graduate Institute of Business Administration of Chulalongkorn University  
 General Management & Strategy Department

2002 - 2003 : Director of Management Office of the National Economic and Social Development Board (NESDB)  
 Project-Collaboration with Michael E. Porter : Creating the Foundations for Higher Productivity of Thailand

**Nominated position** Independent Director  
**Date of first appointment** 6 January 2014  
**No. of years being the Company's director** 10 years  
**Meeting attendance for year 2023** Board of Directors 5/5, Audit Committee 5/5, Nomination and Remuneration Committee 2/2, 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** Pol. Lt. Gen. Prakard Satamarn  
**Position** Independent Director, Chairman of Audit Committee and Member of Nomination and Remuneration Committee  
**Nationality** Thai  
**Age** 81 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**

- Bachelor of Laws (LL.B.), Thammasat University

**Trainings with Thai Institute of Directors**

- Director Accreditation Program (DAP), Class 45/2005

**Working experiences:**

**Listed companies**

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

**Non-listed companies**

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** 7 years

**Meeting attendance for year 2023** Board of Directors 5/5 Audit Committee 5/5 Nomination and Remuneration 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.**

### **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>Assoc. Prof. Dr. Sathit Parniangtong</b>	<b>Pol. Lt. Gen. Prakard Satamarn</b>
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