

**Agenda No. 6 To consider and approve the appointment of directors to replace those who are retiring by rotation.**

The Board of Directors recommends the following qualified persons to be directors of the Company. The Board of Directors is of an opinion that these persons are qualification of individual candidates as prescribed in the Limited Public Company Act B.E. 2535; and the Notification of the Stock Exchange of Thailand and Securities and Exchange Commission. They have highly experienced and proficient in various business affairs, 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.

**Profiles of the proposed directors**

**Name** Mr. Chalermchai Mahagitsiri  
**Position** President and Chief Executive Officer/Member of Executive Committee/Chairman of Investment Committee/Director  
**Nationality** Thai  
**Age** 40 Years



**Number of shares held in the Company and related companies (as of 31 December 2018)** 401,348,382 Shares

**Address** No. 158/7 Charusmuang Road, Rongmuang Sub-District, Pathumwan District, Bangkok

**Date of first appointment** 31 January 2012

**Education /Training**

- M.S. in Finance, Boston University, United States of America
- B.S. in Finance, Suffolk University, United States of America
- Director Accreditation Program (DAP), Thai Institute of Directors Association (IOD), Class 30/2004
- Director Certification Program (DCP), Thai Institute of Directors Association (IOD), Class 53/2005
- Capital Market Academy Leadership Program, Capital Market Academy (CMA), Class 17, 2013
- Academy of Business Creativity (ABC), by Sripatum University, Class 4, 2016
- Digital Edge Fusion (DEF), by Sripatum University, Class 1, 2017

**Working Experience**

**Listed Company : 5 Companies**

2018	–	Present	Director	Seven Utilities and Power Plc.
2013	–	Present	Chairman of the board of Director	PM Thoresen Asia Holdings Plc.
2012	–	Present	Vice Chairman	Unique Mining Services Plc.
2011	–	Present	Director	Posco-Thainox Plc.
2011	–	Present	Vice Chairman	Thai Film Industries Plc.

**Listed Companies in Other Countries : 2 Company**

2012	–	Present	Chief Executive Officer/ Executive Vice Chairman	Mermaid Maritime Plc.
2015	–	Jan. 19	Director	Sino Grandness Food Industry Group Ltd.

**Non-Listed Company : 56 Companies**

2018	–	Present	Director	Siam Taco Company Limited
2018	–	Present	Director	Four One One Ecommerce Co., Ltd.
2018	–	Present	Director	CM Corporate Co., Ltd.
2018	–	Present	Director	Asia Infrastructure Management (Thailand) Co., Ltd.
2017	–	Present	Director	Thoresen Shipping (Thailand) Co., Ltd.
2016	–	Present	Director	Mermaid Subsea Services Saudi Arabia Co., Ltd.
2016	–	Present	Director	PMT Property Co., Ltd.
2016	–	Present	Director	Laser Game Asia Ltd.
2016	–	Present	Director	TTA Suez Co., Ltd.
2016	–	Present	Director	Natural Bev. Co., Ltd.
2014	–	Present	Director	Mermaid Subsea Services LLC
2014	–	Present	Director	Mermaid International Venture
2014	–	Present	Director	Premo Shipping Plc.
2014	–	Present	Director	Thoresen Shipping FZE
2014	–	Present	Director	Mermaid Maritime Mauritius Ltd.
2014	–	Present	Director	Chidlom Marine Services & Supplies Ltd.
2014	–	Present	Director	Gulf Agency Company (Thailand) Ltd
2014	–	Present	Director	GAC Thoresen Logistics Ltd.
2014	–	Present	Director	PH Macaron Co., Ltd.
2014	–	Present	Director	Athene Holdings Ltd.
2014	–	Present	Director	Thoresen & Company (Bangkok) Ltd.
2014	–	Present	Director	Fearnleys (Thailand) Ltd.
2014	–	Present	Director	Asia Coating Services Ltd.
2014	–	Present	Director	PMFB 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 Co., Ltd.
2013	–	Present	Director	Thoresen (Indochina) S.A.
2013	–	Present	Director	MTR-1 Ltd.

2013	– Present	Director	PM Quality Food and Beverage Co., Ltd.
2013	– Present	Director	Thoresen Shipping Singapore Pte. Ltd.
2013	– Present	Director	Mermaid Drilling Ltd.
2013	– Present	Director	Asia Offshore Drilling Ltd.
2013	– Present	Director	Asia Offshore Rig 1 Limited
2013	– Present	Director	Asia Offshore Rig 2 Limited
2013	– Present	Director	Asia Offshore Rig 3 Limited
2013	– Present	Director	Mermaid Subsea Services (Thailand) Ltd.
2013	– Present	Director	Four One One (411) FUN Co., Ltd.
2012	– Present	Director	MTR-2 Ltd.
2012	– Present	Director	Mermaid Subsea Services (International) Ltd.
2012	– Present	Director	MTR-1 (Singapore) Pte. Ltd.
2012	– Present	Director	Coffee Gallery Co., Ltd.
2012	– Present	Director	Soleado Holdings Pte. Ltd.
2011	– Present	Director	Phaholyothin Garden Co., Ltd.
2011	– Present	Director	Mountain Creek Development Co. Ltd.
2011	– Present	Director	M Creek Land Co., Ltd.
2010	– Present	Director	Sak Chaisidhi Co., Ltd.
2008	– Present	Chief Executive Officer	Four One One Entertainment Co., Ltd.
2005	– Present	Chief Executive Officer	PM Group Co., Ltd.
2005	– Present	Director	PM Corp Co., Ltd.
2002	– Present	Director	Lakewood Kitchen Co., Ltd.
2002	– Present	Director	ACME Camps Co., Ltd.
1998	– Present	Managing Director	Lakewood Country Club Co., Ltd.
1998	– Present	Director	Lakewood Land Co., Ltd.
Present		Director	Quality Coffee Products Co., Ltd.

**Nominated position** : Executive Director

**No. of years being the Company's director (Until 2019 AGM)** : 7 Years 3 Months

**Meeting attendance for year 2018** : Board of Directors Meeting 5/7 \*, Executive Committee Meeting 6/7

**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.**

Note : \* Due to business expansion of the Company, travelling both in domestic and overseas to seek new business opportunities would be necessary.

**Name** Mr. Santi Bangor  
**Position** Chairman of Nomination and Remuneration  
Committee/Chairman of Corporate Governance  
Committee/Member of Audit Committee/  
Independent Director

**Nationality** Thai

**Age** 73 Years

**Number of shares held in the Company and related companies (as of 31 December 2018)** - None -



**Address** No. 73/21 Soi Areesumpun 1, Phaholyothin Road, Samsen-Nai Sub-District, Phayathai District, Bangkok

**Date of first appointment** 31 January 2012

#### **Education /Training**

- M.A. in Agricultural Economics from Texas Tech University, USA
- B.A. in Political Science (Fiscal) from Chulalongkorn University
- Development Certificate, Cambridge University, England
- Diploma, National Defense College (NDC), Class 38
- Director Certification Program (DCP 12/2001) from Thai Institute of Directors Association (IOD)
- Audit Committee Program (ACP 42/2013) from Thai Institute of Directors Association (IOD)
- Monitoring Fraud Risk Management (MFM9/2013) from Thai Institute of Directors Association (IOD)
- Monitoring the System of Internal Control and Risk Management (MIR 14/2013) from Thai Institute of Directors Association (IOD)
- Monitoring the Internal Audit Function (MIA 14/2013) from Thai Institute of Directors Association (IOD)
- Monitoring the Quality of Financial Reporting (MFR 17/2013) from Thai Institute of Directors Association (IOD)
- Role of the Compensation Committee Program (RCC 16/2013) from Thai Institute of Directors Association (IOD)
- Audit Committee Seminar – Get Ready for the Year End, Federation of Accounting Profession of Thailand under the Royal Patronage of His Majesty the King

**Working Experience****Listed Company : 1 Company**

2013	– Present	Independent Director/ Chairman of the Corporate Governance Committee	People's Garment Plc.
2010	– Present	Member of Audit Committee	People's Garment Plc.

**Non-Listed Company : 1 Organization**

2012	– Present	Member of State Enterprise Performance Agreement and Performance Appraisal Sub-Committee on Communication and Energy Sector, Performance Appraisal Committee	Ministry of Finance
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**Nominated position** : Independent Director

**No. of years being the Company's director (Until 2019 AGM)** : 7 Years 3 Months

**Meeting attendance for year 2018** : Director Meeting 6/7, Audit Committee Meeting 6/7, Nomination and Remuneration Committee Meeting 2/2 and Corporate Governance Meeting 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.**

**Name** Mr. Chitrapongse Kwangsukstith

**Position** Independent Director

**Nationality** Thai

**Age** 69 Years

**Number of shares held in the Company and related companies (as of 31 December 2018)** - None -

**Address** No. 29/67 Moo 9, Chaeng Watthana Road, Bangpood Sub-District, Pakkret District, Nonthaburee

**Date of first appointment** 13 May 2015



### **Education /Training**

- Doctorate Degree in Industrial Engineering, Lamar University, USA
- Master Degree in Industrial Engineering, Lamar University, USA
- Bachelor Degree in Mechanical Engineering, Chulalongkorn University
- Role of the Compensation Committee Program (RCC 10/2010) from Thai Institute of Directors Association (IOD)
- Directors Certification Program (DCP 42/2004), Thai Institute of Directors Association (IOD)
- Finance for Non-Finance Director Program (FND 9/2004), Thai Institute of Directors Association (IOD)
- National Corporate Governance Committee (NCGC), Thai Institute of Directors Association (IOD)
- Diploma in National Defense Course for the Joint State-Private Sector, the National Defense College (NDC/4212), Class 12
- Stanford Executive Program, Stanford University, USA

### **Working Experience**

#### **Listed Company : 1 Company**

2014 – Present Director, Member and CIMB Thai Bank Plc.  
Alternate Chairman of Board  
Risk Committee

#### **Non-Listed Company : None**

**Nominated position** : Independent Director

**No. of years being the Company's director (Until 2019 AGM)** : 3 Years 11 Months

**Meeting attendance for year 2018** : Director Meeting 7/7

**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. Kamolsut Dabbaransi  
**Position** Director  
**Nationality** Thai  
**Age** 41 Years  
**Number of shares held in the Company and related companies (as of 31 December 2018)** Own: None  
 Spouse: 75,495,737 shares  
**Address** No. 111/1 Soi Phaholyothin 5, Phaholyothin Road, Samsen-Nai Sub-District, Phayathai District, Bangkok  
**Date of first appointment** 27 April 2016



#### **Education /Training**

- Master of Science in Actuarial Science, Boston University, USA
- Bachelor of Science in Industrial Engineering and Operation Research, University of Massachusetts, USA
- Director Certification Program (DCP), Thai Institute of Directors Association (IOD), Class 119/2009
- Pacific Basin Economic Council Thailand (PBEC) – Director General 2002 – 2004

#### **Working Experience**

**Listed Company : None**

#### **Non-Listed Company : 10 Companies**

2016	– Present	Director	Asia Coating Services Ltd.
2016	– Present	Director	PMT Property Co., Ltd.
2016	– Present	Director	Laser Game Asia Ltd.
2016	– Present	Director	House of Truffle Co., Ltd.
2016	– Present	Director	PMFB Ltd.
2014	– Present	Director	PH Macaron (Thailand) Co., Ltd.
2013	– Present	Director	PM Quality Food and Beverage Co., Ltd.
2013	– Present	Director	Four One One (411) FUN Co., Ltd.
2013	– Present	Chief Business Development Officer	PM Group Co., Ltd.
2010	– Present	CEO/Founder	Mugendai Co., Ltd.

**Nominated position** : Executive Director

**No. of years being the Company's director (Until 2019 AGM)** : 3 Years

**Meeting attendance for year 2018** : Director Meeting 6/7

**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 TTA or any of its subsidiaries, is independent from management and major shareholders, and has no business dealings with TTA, which may compromise our interests and/or the shareholders' interests.

The main qualifications of an independent director include:

1. Holding shares not exceeding one per cent 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 1.0 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 Directors	
	Mr. Santi Bangor	Mr. Chitrapongse Kwangsuksith
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