

Agenda No. 8 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 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.

Profiles of the proposed directors

Name Mr. Prasert Bunsumpun
Position Chairman of the Board of Directors/Chairman of Executive Committee/Director
Nationality Thai
Age 64 Years
Number of shares held in the Company and related companies (as of 30 December 2016) Own: 182,000 shares
Address No. 91/34 Soi Wattananivet 4, Suthisan Road, Kwaeng Samsen Nok, Khet Huai Khwang, Bangkok, Thailand



Education /Training

- Honorary Doctoral of Arts in Social Innovation Management, Faculty of Humanities and Sciences, Suan Sunandha Rajabhat University, 2012
- Honorary Doctoral in Management, Maharakarm University, 2011
- Honorary Doctoral in Management Science, Petchaburi Rajabhat University, 2008
- Honorary Doctoral in Management, National Institute of Development Administration (NIDA), 2008
- Honorary Doctoral in Engineering, Chulalongkorn University, 2007
- M.B.A., Utah State University, United States of America, 1977
- B.Eng. in Civil Engineering, Chulalongkorn University, 1975
- Certificate in Energy Literacy for a Sustainable Future Program, Thailand Energy Academy (TEA), Class 3, 2013
- Role of the Chairman Program (RCP), Thai Institute of Directors Association (IOD), Class 28/2012
- Director Accreditation Program (DAP), Thai Institute of Directors Association (IOD), Class 26/2004
- Certificate in Capital Market Academy Leadership Program, Capital Market Academy (CMA), Class 3, 2006
- Certificate in Politics and Governance in Democratic System for Executives, King Prajadhipok's Institute, Class 6, 2003
- Certificate in Advanced Management Program (AMP), Harvard Business School, United States of America, Class 155, 1998
- Diploma, National Defense Course for the Joint State-Private Sector, the National Defense College (NDC), Class 10, 1998

**Working Experience
Listed Company**

Jan. 2012	– Present:	Chairman of the Board of Director/Chairman of Executive Committee/ Director	Thoresen Thai Agencies Plc.
2015	– Present:	Director	Thaicom Plc.
2012	– Present:	Chairman/Chairman of Executive Committee	Mermaid Maritime Plc.
2011	– Present:	Chairman	PTT Global Chemical Plc.
2011	– Present:	Independent Director/ Chairman of the Nomination and Governance Committee/ Member of the Leadership Development and Compensation Committee/ Member of the Strategic and Organizational Review Committee	Intouch Holdings Plc.
2013	– Feb. 2017	Director/ Member of the Enterprise Risk Management Committee	PTT Plc.
2011	– 2015:	Director/Chairman of the Board of Executive Directors	Krung Thai Bank Plc.
2007	– 2011:	Director	PTT Aromatics and Refining Plc.
2006	– 2013:	Chairman/Chairman of the Executive Board of Directors/Director	IRPC Plc.
2005	– 2011:	Chairman/Director	PTT Chemical Plc.
2003	– 2011:	Director/ President and Chief Executive Officer	PTT Plc.
2000	– 2011:	Chairman/Director	PTT Exploration and Production Plc.

Non-Listed Company

2014	– Present:	Member	The National Legislative Assembly, Thailand
2014	– Present:	First Vice-President of the Committee on Energy	The National Legislative Assembly, Thailand
2011	– Present:	Chairman	Thailand Business Council for Sustainable Development (TBCSD)
2006	– 2008:	Member	The National Legislative Assembly, Thailand

Nominated position Director

No. of years being the Company's director 5 Years

Meeting attendance for year 2016 Board of Directors Meeting 11/11, Executive Committee Meeting 8/8

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. Chalermchai Mahagitsiri
Position President and Chief Executive Officer/ Member of Executive Committee/ Chairman of Investment Committee/Director

Nationality Thai
Age 38 Years

Number of shares held in the Company and related companies (as of 30 December 2016) Own: 401,348,382 shares



Address No. 158/7 Charusmuang Road, Kwaeng Rongmuang, Khet Pathumwan, Bangkok, Thailand

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

Working Experience

Listed Company

Jan. 2012	– Present:	President and Chief Executive Officer/ Member of Executive Committee/ Chairman of Investment Committee/ Director	Thoresen Thai Agencies Public Company Limited
Jun. 2013	– Present:	Chairman	PM Thoresen Asia Holdings Public Company Limited
Jun. 2012	– Present:	Chief Executive Officer/ Executive Vice Chairman	Mermaid Maritime Public Company Limited
Jun. 2012	– Present:	Vice Chairman	Unique Mining Services Public Company Limited
Sep. 2011	– Present:	Director	Posco-Thainox Public Company Limited
Apr. 2011	– Present:	Vice Chairman	Thai Film Industries Public Company Limited

Non-Listed Company

Oct. 2016	– Present:	Director	PMT Property Co.,Ltd.
Sep. 2016	– Present:	Director	Laser Game Asia Co.,Ltd.
Sep. 2016	– Present:	Director	TTA Suez Co.,Ltd.
Mar. 2016	– Present:	Director	Natural Bev. Co., Ltd.
Feb. 2015	– Present:	Director	Sino Grandness Food Industry Group Limited
Aug. 2014	– Present:	Director	Premo Shipping Public Company Limited

Apr. 2014	- Present:	Director	Thoresen Shipping FZE
Apr. 2014	- Present:	Director	Mermaid Maritime Mauritius Ltd.
Mar. 2014	- Present:	Director	Chidlom Marine Services & Supplies Ltd.
Feb. 2014	- Present:	Director	Gulf Agency Company (Thailand) Ltd.
Feb. 2014	- Present:	Director	GAC Thoresen Logistics Ltd.
Jan. 2014	- Present:	Director	Athene Holdings Ltd.
Jan. 2014	- Present:	Director	Thoresen & Company (Bangkok) Limited
Jan. 2014	- Present:	Director	Fearnleys (Thailand) Ltd.
Jan. 2014	- Present:	Director	Mermaid MTN Pte. Ltd.
Nov. 2013	- Present:	Director	PM Thoresen Asia (Singapore) Pte. Ltd.
Nov. 2013	- Present:	Director	Baconco Co., Ltd
Nov. 2013	- Present:	Director	Thoresen (Indochina) S.A.
Feb. 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	Asia Offshore Drilling Limited
2013	- Present:	Director	Mermaid Subsea Services (Thailand) Ltd.
2013	- Present:	Chief Executive Officer and Vice Chairman	TFI Power Company Limited
Jul. 2012	- Present:	Director	Soleado Holdings Pte. Ltd.
2011	- Present:	Director	Mountain Creek Development Co. Ltd.
2012	- Present:	Chief Executive Officer	Four One One Entertainment Co., Ltd.
2005	- Present:	Chief Executive Officer	PM Group Company Limited

Nominated position Director

No. of years being the Company's director 5 Years

Meeting attendance for year 2016 Board of Directors Meeting 8/11, Executive Committee Meeting 5/8, Investment Committee Meeting 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.

Name Ms. Ausana Mahagitsiri
Position Member of Nomination and Remuneration
 Committee/Member of Corporate Governance
 Committee/ Director
Nationality Thai
Age 36 Years
**Number of shares held in the
 Company and related companies
 (as of 30 December 2016)** Own: 70,795,737 shares



Address No. 158/7 Charusmuang Road, Kwaeng Rongmuang, Khet Pathumwan,
 Bangkok, Thailand

Education /Training

- M.B.A., Sasin Graduate Institute of Business Administration of Chulalongkorn University in a joint program with Kellogg Graduate School of Management of Northwestern University, United States of America, 2005
- B.S. in Business Administration, Boston University School of Management, United States of America, 2002
- Director Accreditation Program (DAP), Thai Institute of Directors Association (IOD), Class 30/2004

Working Experience

Listed Company

Jan. 2012	– Present:	Member of Nomination and Remuneration Committee/Member of Corporate Governance Committee/Director	Thoresen Thai Agencies Public Company Limited
2013	– Present:	Director	Thai Film Industries Public Company Limited

Non-Listed Company

Oct. 2016	– Present:	Director	PMT Property Co., Ltd.
Mar. 2016	– Present:	Director	Natural Bev Co., Ltd.
Mar. 2014	– Present:	Director	Chidlom Marine Services & Supplies Ltd.
Feb. 2014	– Present:	Director	GAC Thoresen Logistics Ltd.
Jan. 2014	– Present:	Director	Athene Holdings Ltd.
Jan. 2014	– Present:	Director	Soleado Holdings Pte. Ltd.
Jan. 2014	– Present:	Director	Thoresen Shipping Singapore Pte. Ltd.
Feb. 2014	– Present:	Director	PH Macaron (Thailand) Co., Ltd.
Feb. 2013	– Present:	Director	PM Quality Food and Beverage Co., Ltd.
2011	– Present:	Chief Operating Officer	PM Group Co., Ltd.
2010	– Present:	Director	Mugendai Co., Ltd.
2008	– Present:	Director	Four One One Entertainment Co., Ltd.
2006	– Present:	Managing Director	Mountain Creek Development Co. Ltd.

Nominated position	Director
No. of years being the Company's director	5 Years
Meeting attendance for year 2016	Board of Director Meeting 9/11, Nomination and Remuneration Committee Meeting 3/3, 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. Chia Wan Huat Joseph	
Position	Member of Executive Committee/ Chairman of Risk Management Committee /Member of Investment Committee/ Director	
Nationality	Singaporean	
Age	57 Years	
Number of shares held in the Company and related companies (as of 30 December 2016)	None	
Address	No. 77 Soi Lassale 77, Sukhumvit Road, Kwaeng Bangna, Khet Bangna, Bangkok, Thailand	



Education /Training

- Master's Degree (EMBA), Sasin Institute of Business Administration of Chulalongkorn University in a joint program with Kellogg Graduate School of Management of Northwestern University, United States of America
- Director Certification Program (DCP), Thai Institute of Directors Association (IOD), Class 165/2012

Working Experience Listed Company

Jan. 2012	– Present:	Member of Executive Committee/ Chairman of Risk Management Committee /Member of Investment Committee/ Director	Thoresen Thai Agencies Public Company Limited
2013	– Present:	Director	PM Thoresen Asia Holdings Public Company Limited
Jun. 2012	– Present:	Member of Executive Committee	Mermaid Maritime Public Company Limited
Jun. 2012	– Present:	Director and Member of Executive Committee	Unique Mining Services Public Company Limited
2005	– 2011:	Senior Executive Vice President, Structured Finance Group	Advance Finance Plc.

Non-Listed Company

Feb. 2016	– Present:	Director	Chidlom Marine Services & Supplies Ltd.
Dec. 2015	– Present:	Director	Thoresen Shipping Singapore Pte. Ltd.
Feb. 2015	– Present:	Director	Thoresen & Company (Bangkok) Limited
Jan. 2015	– Present:	Director	Baconco Co., Ltd.
Aug. 2014	– Present:	Director	Thoresen Shipping FZE
Nov. 2013	– Present:	Director	Petrolift Incorporation
Jan. 2012	– Present:	Senior Executive Vice President	PM Group Company Limited

Nominated position Director

No. of years being the Company's director 5 Years

Meeting attendance for year 2016 Board of Directors Meeting 10/11,
Executive Committee Meeting 8/8,
Risk Management Committee 4/4
Investment Committee Meeting 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 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
	None
Shareholdings in the Company - Number of shares - Percentage of shareholding in the Company	- -
Being a relative of management/major shareholders of the Company/subsidiary company	-
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	- - -