

Agenda No. 9 To consider and approve the appointment of new director.

The Nomination and Remuneration Committee recommends the following qualified persons to be directors of the Company. The Board of Directors, by recommendation of the Nomination and Remuneration Committee who carefully considered the proposed candidates, 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.

Profile of the proposed directors

Name Mr. Jitender Pal Verma
Position Senior Executive Vice President and Group CFO
 /Member of Executive Committee/Member of Risk
 Management Committee/Member of Investment
 Committee



Nationality Indian

Age 52 Years

Number of shares held in the Own: 55,000 shares

Company and related companies

(as of 30 December 2016)

Address No. 64 Kallista Mansion, Soi Chaiyos, Sukhumvit 11 Road, Kwaeng
 Klongtoey-Nua, Khet Wattana, Bangkok 10110, Thailand

Education /Training

- Bachelor of Commerce (Honors), University of Delhi, India
- Fellow Chartered Accountant (FCA)
- Director Certification Program (DCP), Thai Institute of Directors Association (IOD), Class 78/2006
- The Board's Role in Mergers and Acquisition (M&A), Thai Institute of Directors Association (IOD), Class 1/2011
- Diploma Examination, Thai Institute of Directors Association (IOD), Class 49/2016

Working Experience**Listed Company**

May 2015 - Present	Senior Executive Vice President and Group CFO/Member of Executive Committee/Member of Investment Committee/Member of Risk Management Committee	Thoresen Thai Agencies Public Company Limited
Oct. 2016 - Present	Non-Executive Director	Mermaid Maritime Public Company Limited
Aug. 2005 - Oct. 2011	CFO and Acting Managing Director	Thainox Stainless Public Company Limited
Nov. 2011 - Mar. 2015	Executive Director & CFO	Jindal Stainless Limited

Non-Listed Company

Feb. 2016 - Present	Director	Thoresen & Company (Bangkok) Limited
Feb. 2016 - Present	Director	Chidlom Marine Services & Supplies Ltd.
Jan. 2016 - Present	Director	Gulf Agency Company (Thailand) Ltd.
Jan. 2016 - Present	Director	GAC Thoresen Logistics Ltd.
Jan. 2016 - Present	Director	Fearnleys (Thailand) Ltd.
Jun. 2015 - Present	Board's Member	Soleado Holdings Pte. Ltd., Singapore
Jun. 2015 - Present	Board's Member	Thoresen Shipping FZE, U.A.E
Dec. 2015 - Nov. 2016	Board's Member	Thoresen Shipping Singapore Pte. Ltd., Singapore

Nominated position Director

No. of years being the Company's director None

Meeting attendance for year 2016 Board of Directors Meeting - None
Executive Committee Meeting 8/8
Risk Management Committee Meeting 3/5
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. They must not hold more than 1 percent, of the issued shares of TTA, its subsidiary, affiliate, or related company. To act as a member of the Audit Committee, the ownership restriction must not exceed 0.5 percent.
2. They must not be or have previously been directors who take part in management of TTA, an employee, a staff, a major shareholder of TTA, member or advisor who receives a regular salary, or a controlling person of TTA, its subsidiary, affiliate, related company, or same-level subsidiary unless they have not been involved in such positions for at least two years prior to the date of appointment. Such business relationship shall not be inclusive of the independent director who has previously been an officer or a consultant in a government sector who is a major shareholder or a controlling person of TTA.
3. They must be free of any direct or indirect, financial or other interests in the management and business of TTA, its subsidiary, affiliate, related company, a major shareholder, or a controlling person in a way that might interfere with their independent opinions, and neither being nor having been a significant shareholder, or a controlling person having business relationship with TTA, its subsidiary, affiliate, related company, or a major shareholder of TTA, unless they have not been involved in such positions for at least two years prior to the date of appointment.

4. They must not be related to any executive director, executive officer, controlling person, or major shareholder no matter by blood or registration under laws such as parents, spouse, siblings, and children, including the spouse of the children, executives, major shareholder, controlling person, or persons to be nominated as executive or controlling person of TTA or its subsidiary.
5. They must not be a director who has been appointed as a representative of TTA's director, major shareholder, or shareholders who are related to TTA's major shareholder.
6. They must not be or have previously been an auditor of TTA, its subsidiary, affiliate, related company, a major shareholder, a controlling person of TTA, and not being a significant shareholder, a controlling person or a partner of an audit firm which employs auditors of TTA, its subsidiary, affiliate, related company, a major shareholder, or a controlling person having business relationship with TTA, unless they have not been involved in such positions for at least two years prior to the date of appointment.
7. They must not be or have previously been persons who provided any professional advice and services, such as legal adviser or financial consultant, who receives service fees more than Baht 2 million per annum from TTA, its subsidiary, affiliate, related company, a major shareholder, or a controlling person of TTA, unless they have not been involved in such positions for at least two years prior to the date of appointment.
8. They must not operate any business which has the same nature as and is in competition with the business of TTA or its subsidiary, or not being a significant partner in any partnership, or not being an executive director, employee, staff, or an advisor who receives regular salary; or holding shares exceeding one per cent of the total number of voting rights of any other company operating business which has the same nature as and is in significant competition with the business of TTA and its subsidiary.
9. They must not have any other characteristics or qualifications which might interfere with their independent opinions on TTA'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	- - -