

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 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. Somboonkiat Kasemsuwan
Position Independent Director/Chairman of Audit Committee
Nationality Thai
Age 72 Years
Number of shares held in the Company and related companies (as of 31 December 2017) - None -



Address No. 11, Soi Suan Nakharin Village 2, Nong Bon Sub-District, Prawet District, Bangkok 10250
Date of first appointment 14 November 2016

Education /Training

- B.S. Degree in Electrical Engineering, North Carolina State University USA 1964
- Professional Degree in Electrical Engineering, North Carolina State University USA 1976
- Capital Market Academy Leadership Program, Capital Market Academy (CMA), Class 6/2008
- Director Certification Program (DCP), Thai Institute of Directors Association (IOD), Class 96/2007
- Diploma, National Defense College (NDC), Class 377/1994

Working Experience

Listed Company

2016	–	Present	Independent Director	Thoresen Thai Agencies Plc.
2014	–	2016	Chairman of Audit Committee, and Member of Nomination and Remuneration Committee	PM Thoresen Asia Holdings Plc.
2004	–	2015	Chairman	Advance Finance Plc.
1989	–	1994	Executive Director	The Bangkok Bank of Commerce Plc.
1987	–	1989	Director and Senior Executive Vice President,	The Bangkok Bank of Commerce Plc.

Non-Listed Company

2013	–	2014	Chairman of Audit Committee	PM Thoresen Asia Holdings Ltd.
2005	–	2011	Vice Chairman of the Board of Directors	The Transport Company
1999	–	2011	Chairman of the Board of Directors	Moh Mee Company
1994	–	1997	Director	The Transport Company (Government Enterprise)
1970	–	1987	Assistant Director of the System Operation,	Electricity Generating Authority of Thailand (EGAT)

Nominated position	Director
No. of years being the Company's director	1 Year
Meeting attendance for year 2017	Board of Directors Meeting 9/9, Audit Committee 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. Cherdpong Siriwit
Position Independent Director/Chairman of Risk Management Committee/Member of Audit Committee
Nationality Thai
Age 71 Years
Number of shares held in the Company and related companies (as of 31 December 2017) - None -



Address No. 9/142, Soi 2/3, Panyaramindra Village, Panyaindra Road, Kannayao Sub-District, Kannayao District, Bangkok 10230
Date of first appointment 30 January 2013

Education /Training

- M.A. Economics, Georgetown University, USA
- B.A. Economics (Honor), Thammasat University
- Audit Committee Program (ACP), Thai Institute of Directors Association (IOD), Class 27/2009
- Directors Certification Program (DCP), Thai Institute of Directors Association (IOD), Class 104/2008
- Finance of Non-Finance Directors (FND), Thai Institute of Directors Association (IOD), Class 13/2004
- Role of Chairman Program (RCP), Thai Institute of Directors Association (IOD), Class 10/2004
- Director Accreditation Program (DAP), Thai Institute of Directors Association (IOD), Class 8/2004
- Diploma, The Joint State-Private Sector Course, National Defence College, Class 40
- Advanced Certificate Course in Politics and Governance in Democratic System for Executives, King Prajadhipok's Institute, Class 5
- The Civil Service Executive Development Program I, The Civil Service Training Institute, Class 13/1993
- Capital Market Academy Leadership Program, Capital Market Academy (CMA), Class 5

Working Experience


Listed Company

2013	- Present	Independent Director/Member of Audit Committee	Thoresen Thai Agencies Plc.
2014	- Present	Chairman and Audit Committee	Advance Finance Plc.
2010	- Present	Chairman	Solartron Plc.
2011	- 2014	Chairman of Corporate Governance Committee	IRPC Plc.
2009	- 2016	Chairman of Audit Committee	IRPC Plc.
2009	- 2016	Independent Director	IRPC Plc.

2006	–	2009	Independent Director/Audit Committee/Remuneration Director	PTT Chemical Plc.
Non-Listed Company				
2012	–	Present	Chairman	Thai Sugar Millers Corporation Ltd.
2003	–	2004	Chairman	Electricity Generating Authority of Thailand (EGAT)
2002	–	2006	Permanent Secretary	Ministry of Energy

Nominated position	Director
No. of years being the Company's director	5 Years
Meeting attendance for year 2017	Board of Directors Meeting 8/9, Audit Committee Meeting 7/7, Risk Management Committee Meeting 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. Jean Paul Thevenin	
Position	Director/Member of Executive Committee/Member of Risk Management Committee/Member of Investment Committee	
Nationality	French	
Age	77 Years	
Number of shares held in the Company and related companies (as of 31 December 2017)	Own: None Spouse: 11,200 shares or 0.0006% Total: 11,200 shares or 0.0006%	
Address	22 Soi Ekamai 10, Sukhumvit 63 Road, Klongton Nua Sub-District, Wattana District, Bangkok 10110	
Date of first appointment	30 January 2014	

Education /Training

- Ph.D. in Physical Sciences, Orsay University, France
- Honorary Ph.D. King Mongkut Institute
- Director Accreditation Program (DAP 74/2008) from Thai Institute of Directors Association (IOD)

Working Experience

Listed Company

2014	–	Present	Director	Thoresen Thai Agencies Plc.
2005	–	2010	Managing Director	Thainox Stainless Plc.

Positions in Listed Companies in Other Countries

2013	–	Present	Director	Mermaid Maritime Plc.
------	---	---------	----------	-----------------------


Non-Listed Company

2017	–	Present	Director	Mermaid Subsea Services Saudi Arabia Co., Ltd.
2017	–	Present	Director	Petrolift Inc.
2016	–	Present	Director	PMT Property Co., Ltd.
2016	–	Present	Director	TTA Suez Co., Ltd.
2015	–	Present	Director	Mermaid Subsea Services (International) Ltd.

2015	– Present	Director	Thoresen Shipping Singapore Pte. Ltd.
2015	– Present	Director	Mermaid Offshore Services Pte. Ltd.
2015	– Present	Director	Mermaid Subsea Services (Thailand) Ltd.
2014	– Present	Director	Mermaid Drilling Ltd.
2014	– Present	Director	MTR-1 Ltd.
2014	– Present	Director	MTR-2 Ltd.
1998	– 2004	President	Franco – Thai Chamber of Commerce

Nominated position	Director
No. of years being the Company's director	4 Years
Meeting attendance for year 2017	Board of Director Meeting 8/9, Executive Committee Meeting 8/8, Risk Management Committee Meeting 2/3

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. Mohammed Rashed Ahmad M. Al Nasser		
Position	Independent Director/Member of Nomination and Remuneration Committee		
Nationality	Emirati		
Age	47 Years		
Number of shares held in the Company and related companies (as of 31 December 2017)	None		
Address	26/26-27 Orakarn Building, 8 th Floor, Soi Chidlom, Ploenchit Road, Lumpinee Sub-District, Pathumwan District, Bangkok 10330		
Date of first appointment	30 January 2013		

Education /Training

- License of Law, Emirates University

Working Experience

Listed Company

Present	Independent Director/Member of Nomination and Remuneration Committee	Thoresen Thai Agencies Plc.
---------	--	-----------------------------

Non-Listed Company

Present	– Member	The National Consulting Council, UAE
Present	– Assistant-Undersecretary	The Financial Department of Abu Dhabi, UAE
Present	– Director General	Pvt. & Official office of H.H Sheikh Mohammed Bin Khalifa Bin Zayed Al Nahyan, UAE
Present	– Vice President	Youth Hostel Society, UAE
Present	– Board's Member	The Emirates Insurance Company, UAE
Present	– Board's Member	The National Investor Company, UAE
Present	– Board's Member	Alwifaq Finance Company, UAE
Present	– General Manager	Al Ain Equestrian, Shooting & Golf Club, UAE
Present	– Vice President	Gulf Islamic Investment Company, UAE

Nominated position	Director
No. of years being the Company's director	5 Years
Meeting attendance for year 2017	Board of Directors Meeting 5/9, Nomination and Remuneration Committee Meeting 1/3
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. Somboonkiat Kasemsuwan	Mr. Cherdpong Siriwit	Mr. Mohammed Rashed Ahmad Muftah Al Nasser
Shareholdings in the Company - Number of shares - Percentage of shareholding in the Company	None None	None None	None None
Being a relative of management/major shareholders of the Company/ subsidiary company	None	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	None None None