## <u>Profiles of candidates nominated for election of new directors</u> to replace directors who will retire by rotation

# 1. Mr. Prasert Bunsumpun

**Position** Chairman of the Board of Directors/

Chairman of Executive Committee

Nominated position Director

**Nationality** Thai

Age 67 years

**Date of first appointment** 31<sup>st</sup> January 2012

No. of years being the Company's director

(Until 2020 AGM)

**Nomination Criteria and**Being an existing director of the Company. The Board has carefully considered and agreed with proposal of the

8 years 6 months

carefully considered and agreed with proposal of the Nomination and Remuneration Committee and opined that he is qualified according to the applicable laws. He has broad knowledge, experiences and well understanding the company's business in addition to exhibiting satisfactory

performances throughout his tenure.

Family relationship to the

management or major

shareholders of the Company

Number of shares held in the 182,000 shares (0.01%)

**Company** 

(as of 31<sup>st</sup> December 2019)

## **Education / Training**

- Honorary Doctural of Arts in Social Innovation Management, Faculty of Humanities and Sciences, Suan Sunandha Rajabhat University, 2012
- Honorary Doctural in Management, Mahasarakarm University, 2011
- Honorary Doctural in Management Science, Petchaburi Rajabhat University, 2008

None

- Honorary Doctural in Management, National Institute of Development Administration (NIDA), 2008
- Honorary Doctural in Engineering, Chulalongkorn University, 2007
- M.B.A., Utah University, USA. 1977
- B.Eng. in Civil Engineering Chulalongkorn University, 1975
- Rule of Law for Democracy class 7 by The College of the Constitutional Court
- Business Revolution and Innovation Network, Class 1, The Federal of Thai Industries (BRAIN 1), 2018
- Cryptoasset Revolution, Class 1, Thai Fintech Association and Icora Co. (CAR 1), 2018
- 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

- Certificate in Capital Market Academy Leadership Program, Capital Market Academy (CMA), Class 3, 2006
- Director Accreditation Program (DAP), Thai Institute of Directors Association (IOD), Class 26/2004
- 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, USA, Class 155, 1998
- Diploma, National Defense Course for the Joint State-Private Sector, the National Defense College (NDC), Class 10, 1998

## **Working Experience**

Other Lis	ted Compa	anies: 6 (	Companies
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2019 - Present	Independent Director	T.K.S. Technologies Pcl.
2018 - Present	Independent Director/	PTT Global Chemical Plc.
	Chairman of Risk Management Committee	
2018 - Present	Independent Director/	Nok Airlines Pcl.
	Chairman of the Board of Director/	
	Chairman of Executive Committee	
2017 - Present	Independent Director/	SVI Plc.
	Chairman of the Board of Directors	
2015 - Present	Independent Director/	Thaicom Plc.
	Chairman of Executive Committee	
2011 - Present	Independent Director/	Intouch Holdings Plc.
	Chairman of the Nomination and Governance	
	Committee/	
	Member of the Leadership Development and	
	Compensation Committee/	
	Member of the Strategic and Organizational	
	Review Committee	

## **Listed Companies in Other Countries: 1 Company**

Chairman

2012 - Present Chairman of the Board of Directors/ Mermaid Maritime Plc. Chairman of Executive Committee

## **Non-Listed Companies: 3 Organizations**

2019 - Present

	<del></del>	(
		Limited
2019 - Present	Chairman	AIRA Property Public Company Limited
2011 - Present	Chairman	Thailand Business Council for
		Sustainable Development (TBCSD)
Experiences		
2014 - 2019	Member	The National Legislative Assembly,
		Thailand.
2014 - 2019	First Vice-President	The Committee on Energy, the National
		Legislative Assembly, Thailand
2013 - 2017	Director/Member of the Enterprise	PTT Plc.
	Risk Management Committee	
2011 - 2018	Independent Director/Chairman	PTT Global Chemical Plc.
2011 - 2015	Independent Director/	Krung Thai Bank Plc.
	Chairman of the Board of Executive	S

Yuanta Securities (Thailand) Company

2007 - 2011	Director	PTT Aromatics and Refining Plc.
2006 - 2013	Director/Chairman/	IRPC Plc.
	Chairman of the Executive Board	
2005 - 2011	Director/Chairman	PTT Chemical Plc.
2003 - 2011	Director/ President and	PTT Plc.
	Chief Executive Officer	
2000 - 2011	Director/Chairman	PTT Exploration and Production Plc.

Meeting attendance for year 2019 Board of Directors Meeting

8/8 times

Executive Committee's Meeting

8/8 times

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.

## 2. Ms. Ausana Mahagitsiri

**Position** Director/

Member of Nomination and Remuneration

Committee/

Member of Corporate Governance Committee

**Nominated position** Director

**Nationality** Thai

Age 39 years

**Date of first appointment** 31<sup>st</sup> January 2012 **No. of years being the** 8 years 6 months

Company's director (Until 2020 AGM)

ompany's director

Nomination Criteria and

**Procedure** 

Being an existing director of the Company. The Board has carefully considered and agreed with proposal of the Nomination and Remuneration Committee and opined that she is qualified according to the applicable laws. She has broad knowledge, experiences and well understanding the company's business in addition to exhibiting satisfactory performances throughout her

tenure.

Family relationship to the

management or major

shareholders of the

Company

Mr. Chalermchai Mahagitsiri's sister and Mr. Kamolsut Dabbaransi's spouse

Number of shares held in 79,879

the Company

(as of 31<sup>st</sup> December 2019)

79,879,037 Shares (4.38%)

## **Education / Training**

- MBA., Sasin Graduate Institute of Business Administration of Chulalongkorn University in a joint program with Kellogg Graduate School of Management of Northwestern University, USA, 2005
- BS. in Business Administration, Boston University School of Management, USA, 2002
- Director Accreditation Program (DAP), Thai Institute of Directors Association (IOD), Class 30/2004

### **Working Experience**

**Other Listed Companies: 1 Company** 

2013 - Present Director Thai Film Industries Plc.

**Non-Listed Companies: 28 Companies** 

2017 - PresentDirectorPH Capital Co., Ltd.2017 - PresentDirectorPM Capital Co., Ltd.2016 - PresentDirectorPMT Property Co., Ltd.2016 - PresentDirectorNatural Bev. Co., Ltd.2016 - PresentDirectorPremo Shipping Plc.

2014 - Present Director Chidlom Marine Services & Supplies Ltd.

2014 - Present Director GAC Thoresen Logistics Ltd.

2014 - Present Director Athene Holdings Ltd.

	2014 - Present	Director		Soleado Holdings Pte. Ltd.	
	2014 - Present	Director		Thoresen Shipping Singapore Pte. Ltd.	
	2014 - Present	Director		PMFB Ltd.	
	2014 - Present	Director		Asia Coating Services 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.	
	2011 - Present	Director		M Creek Land Co., Ltd.	
	2011 - Present	Chief Operating	Officer	PM Group Co., Ltd.	
	2010 - Present	Managing Direct		The Nest Property Co., Ltd.	
	2010 - Present	Director	01	Quality Coffee Products Co., Ltd.	
	2009 - Present	Director and		Coffee Gallery Co., Ltd.	
		Managing Direct	or	2	
	2008 - Present	Director		Four One One Entertainment Co., Ltd.	
	2008 - Present	Director		Phaholyothin Garden Co., Ltd.	
	2006 - Present	Managing Direct	or	Mountain Creek Development Co., Ltd.	
	2005 - Present	Director		PM Corp Co., Ltd.	
	2002 - Present	Director		ACME Camps Co., Ltd.	
	2002 - Present	Director		Lakewood Kitchen Co., Ltd.	
	1998 - Present	Director		Lakewood Country Club Co., Ltd.	
	1998 - Present	Director		Lakewood Land Co., Ltd.	
N.C.		2010	D 1 - C		0/0 4:
Mee	ting attendance fo	r year 2019		Directors Meeting	8/8 times
				ion and Remuneration Committee's Meeting	2/2 times
			Corporat	e Governance Committee's Meeting	2/2 times

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.

#### 3. Mr. Jitender Pal Verma

**Position** Director/

Member of Executive Committee/

Member of Corporate Governance Committee/ Member of Risk Management Committee/

Member of Investment Committee/ Chairman of Sustainable Development

Committee

3 years 3 months

**Nominated position** Director

**Nationality** Indian

Age 55 years

**Date of first appointment** 26<sup>th</sup> April 2017

No. of years being the Company's director

(Until 2020 AGM)

Nomination Criteria and

**Procedure** 

Being an existing director of the Company. The Board has carefully considered and agreed with proposal of the Nomination and Remuneration Committee and opined that he is qualified according to the applicable laws. He has broad knowledge,

experiences and well understanding the company's business in addition to exhibiting satisfactory performances throughout his

tenure. None

Family relationship to the management or major shareholders of the

Company

Number of shares held in

the Company

55,000 shares (0.003%)

(shares held under Thai NVDR)

(as of 31<sup>st</sup> December 2019)

### **Education / Training**

- Bachelor of Commerce (Honors), University of Delhi, India
- Fellow Chartered Accountant (FCA)
- TLCA CFO Professional Development Program, 2019
- Accounting for Financial Instruments, Federation of Accounting Professions under the Royal Patronage, Class 3/19
- Diploma Examination, Thai Institute of Directors Association (IOD), Class 49/2016
- The Board's Role in Mergers and Acquisition (M&A), Thai Institute of Directors Association (IOD), Class 1/2011
- Director Certification Program (DCP), Thai Institute of Directors Association (IOD), Class 78/2006

## **Working Experience**

**Other Listed Companies: 1 Company** 

2017 - Present Director PM Thoresen Asia Holdings Plc.

# **Listed Companies in Other Countries: 1 Company**

2016 - Present	Non-Executive Director	Mermaid Maritime Plc.

Non-Listed	l Companie	: 22 Companies
	_	

Non-Listed Companie	es: 22 Companies		
2018 - Present	Director	PTGC Co., Ltd.	
2017 - Present	Director	Zamil Mermaid Offshore Services Comp	any LLC.
2017 - Present	Director	Thoresen Indochina S.A.	
2017 - Present	Director	Thoresen Shipping (Thailand) Co., Ltd.	
2017 - Present	Director	Baconco Co., Ltd.	
2017 - Present	Director	PH Capital Co., Ltd.	
2017 - Present	Director	MTR-1 Ltd.	
2017 - Present	Director	MTR-2 Ltd.	
2017 - Present	Director	Seascape Surveys Pte. Ltd.	
2017 - Present	Director	Mermaid Subsea Services LLC.	
2016 - Present	Director	Mermaid Subsea Services Saudi Arabia	Co., Ltd.
2016 - Present	Director	Mermaid Subsea Services (Thailand) Ltd	l.
2016 - Present	Director	Mermaid Subsea Services (International)	Ltd.
2016 - Present	Director	Petrolift Inc.	
2016 - Present	Director	Thoresen & Company (Bangkok) Limited	d
2016 - Present	Director	Chidlom Marine Services & Supplies Ltd	1.
2016 - Present	Director	Gulf Agency Company (Thailand) Ltd.	
2016 - Present	Director	GAC Thoresen Logistics Ltd.	
2016 - Present	Director	Fearnleys (Thailand) Ltd.	
2015 - Present	Director	Mermaid Drilling Ltd.	
2015 - Present	Board's Member	Soleado Holdings Pte. Ltd., Singapore	
2015 - Present	Board's Member	Thoresen Shipping FZE, UAE	
Experiences			
2016 - 2019	Director	PMT Property Co., Ltd.	
2015 - 2016	Board's Member	Thoresen Shipping Singapore Pte. Ltd., S	Singapore
2011 - 2015	Board's Member,	Jindal Stainless Limited	
	Executive Director & CFC	)	
2005 - 2011	CFO and Acting	Thainox Stainless Plc.	
	Managing Director	(now renamed as POSCO-Thainox Plc.)	
2003 - 2005	Finance Director Asia	Dole Asia, Philippines	
2002 - 2003	Asia Regional Treasurer	Dole Food Company, Hong Kong	
1998 - 2002	Finance Director and	Dole Thailand Limited, Thailand	
	Controller		
1996 - 1998	Finance Director	Seagate Technology, Thailand	
Meeting attendance for	or year 2019 Board of	Directors Meeting	8/8 times
	Evecutiv	va Committaa'a Maatina	0/0 times

Meeting attenuance for year 2019	Board of Directors wieeting	o/o times
	Executive Committee's Meeting	8/8 times

Executive Committee's Meeting	8/8 times
Corporate Governance Committee's Meeting	2/2 times
Risk Management Committee's Meeting	2/3 times
Sustainable Development Committee's Meeting	4/4 times

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.

#### 4. Mr. Mohammed Rashed Ahmad M. Al Nasseri

**Position** Independent Director/

Member of Nomination and Remuneration

Committee

**Nominated position Independent Director** 

**Nationality Emirati** 49 years Age

30<sup>th</sup>January 2013 **Date of first appointment** No. of years being the

Company's director (Until 2020 AGM)

7 years 6 months



Procedure

Being an independent director of the Company. The Board has carefully considered and agreed with proposal of the Nomination and Remuneration Committee and opined that he is qualified according to the notification of the Capital Market Supervisory He could express his opinions independently and has contributed a lot to the Company. The Company was concurrently benefited by his knowledge, expertise and professional skills which can be used in its operations. Thus, even though he has already held the position for 7 years and 6 months and he will serve on the Board beyond 9 years with this re-appointment, his

None

independence remains neutral.

Family relationship to the management or major

shareholders of the Company

Number of shares held in the Company None

(as of 31st December 2019)

**Education / Training** 

- License of Law, Emirates University

**Working Experience** 

**Other Listed Companies** None

**Non-Listed Companies: 9 Companies** 

Member of the National United Arab Emirates (UAE) Present

Consulting Council

Assistant-Undersecretary The Financial Department of Abu Dhabi, UAE Present

Present Director General Pvt. & Official Office of H.H. Sheikh Mohammed Bin

Khalifa Bin Zayed Al Nahyan, UAE

Vice President Youth Hostel Society, UAE Present

The Emirates Insurance Company, UAE Present Board's Member Board's Member The National Investor Company, UAE Present Present Board's Member Alwifaq Finance Company, UAE

General Manager Al Ain Equestrian, Shooting & Golf Club, UAE Present

Gulf Islamic Investment Company, UAE Present Chairman

Meeting attendance for year 2019 3/8 times **Board of Directors Meeting** 

Nomination and Remuneration Committee's Meeting 1/2 times

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. Mohammed Rashed Ahmad M. Al Nasseri	
Shareholdings in the Company		
- Number of shares	None	
- Percentage of shareholding in the Company	None	
Being a relative of management/major	None	
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	None	
management, staff, employee, or		
consultant who receives monthly Salary		
(2) Being professional service provider	None	
(3) Having business relationship	None	