

Agenda No. 5 To consider and approve the appointment of directors

The Nomination Committee recommends the following qualified persons to be directors of the Company. The Board of Directors, by recommendation of the Nomination 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.

Profiles of the proposed directors

Name	M.L. Chandchutha Chandratat
Position	Director and President & Chief Executive Officer
Nationality	Thai
Age	44 Years
Number of shares held in the Company (as of 30th December 2010)	196,988 Shares
Address	No. 402 Soi Sukhumvit 63, Sukhumvit Road, Kwaeng Klongton-Nua, Ket Wattana, Bangkok 10110



Education /Training

- M.B.A., Emphasis: Finance, Organizational Behavior, and International Economics, University of California at Berkeley
- B.S. (Magna Cum Laude), Major: Economics, University of Minnesota
- Director Certification Program (“DCP 70/2006”) from Thai Institute of Directors Association (“IOD”)

Working Experience

Listed Company

Feb. 05 – present	President & Chief Executive Officer	Thoresen Thai Agencies Plc.
Oct. 09 – present	Chairman	Unique Mining Services Plc.
2007 – present	Chairman	Mermaid Maritime Plc.

Non-Listed Company

Oct. 09 – present	Director	UMS Coalbriquette Co., Ltd.
	Director	UMS Lighter Co., Ltd.
	Director	UMS Transport Co., Ltd.
	Director	UMS Port Services Co., Ltd.
Jul. 09 – present	Director	Baconco Co., Ltd.
Jan. 09 – present	Director	Soleado Holdings Pte. Ltd.
Oct. 09 – present	Director	Athene Holdings Ltd.
Mar. 05 –present	Director	Thoresen & Company (Bangkok) Limited and ship owning companies in Thoresen Group
Mar. 05 – present	Director	ISS Thoresen Agencies Ltd.
	Director	Chidlom Marine Services & Supplies Ltd.
	Director	Fearnleys (Thailand) Ltd.
	Director	Gulf Agency Company (Thailand) Ltd.

	Director	Thoresen (Indochina) S.A.
Mar. 05 – present	Director	Thoresen Chartering (HK) Limited
	Director	Thoresen Chartering (Pte) Ltd.
Jun. 06 – present	Director	Thoresen Shipping Singapore Pte. Ltd.
Oct. 06 – present	Director	GAC Thoresen Logistics Ltd.

Nominated position	Director and President & Chief Executive Officer
No. of years being the Company's director	6 years
Meeting attendance for year 2010	7/7

This nominated person does not hold any position as director or management in other companies, which might have a conflict of interest with the Company.

Name	Dr. Pichit Nithivasin
Position	Director, Chairman of Remuneration Committee, Member of Nomination Committee and Independent Director
Nationality	Thai
Age	64 Years
Number of shares held in the (as of 30th December 2010)	- None -
Address	No. 175 Sathorn City Tower, Sathorn Road, Kwaeng Yannawa Khet Sathorn, Bangkok



Education /Training

- Ph.D in Operations Research, University of California, Berkeley, USA
- Masters in Science in Electrical Engineering and Computers, University of California, Berkeley, USA
- Masters in Science in Industrial Engineering, University of California, Berkeley, USA
- Bachelor of Science of Industrial Engineering, University of California, Berkeley, USA
- Finance for Non-Finance Director Program (FN) by the Thai Institute of Directors Association (IOD)

Working Experience

Listed Company

Jan. 06 – present	Director, Chairman of Remuneration Committee, Member of Nomination Committee and Independent Director	Thoresen Thai Agencies Plc.
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Non-Listed Company

1983 – present	Director	HMC Polymers Co., Ltd.
Dec. 99 – present	President	BST Elastomers Co., Ltd.
1997 – present	Chairman	Foamtec International Co., Ltd.
Jan. 91 – present	President	Bangkok Synthetics Co., Ltd.
1987 – present	President	Bangkok Industrial Gas Co., Ltd.
Apr. 98 – present	Director	Map Ta Phut Tank Terminal Co., Ltd.
Apr. 97 – present	Director	Basell Advance Polyolefins (Thailand) Co., Ltd.

Jan. 97 – present	Director	Thai MMA Co. Ltd.
Dec. 95 – present	Director	Rayong Olefins Co., Ltd.
1988 – present	Director	Polymers Marketing Co., Ltd
1984 – present	Director	Huakee Paper Co., Ltd.
Apr. 96 – present	Managing Director	Bangkok Cogeneration Co., Ltd.
Aug.89 – present	Managing Director	B.I.G Marketing Co., Ltd.

Nominated position	Director, Chairman of Remuneration Committee, Member of Nomination Committee and Independent Director
No. of years being the Company's director	5 years
Meeting attendance for year 2010	6/7 (Board Meetings), 5/5 (Remuneration Committee Meetings) and 5/5 (Nomination Committee Meetings)

This nominated person does not hold any position as director or management in other companies, which might have a conflict of interest with the Company.

Name	Mr. Sak Euarchukiati	
Position	Director, Member of Remuneration and Nomination Committee, Audit Committee (from 26 November 2010) and Independent Director	
Nationality	Thai	
Age	61 Years	
Number of shares held in the (as of 30th December 2010)	- None -	
Address	No. 183 Ratchanakarn Building, South Sathorn Road, Kwaeng Yannawa, Khet Sathorn, Bangkok 10120	
Education /Training	- Bachelor of Science (Management Science), Colorado State University, USA	

Working Experience
Listed Company

2007 – present	Director, Member of Remuneration and Nomination Committee and Audit Committee (from 26 November 2010)	Thoresen Thai Agencies Plc.
Apr. 09 – present	Director	The Deves Insurance Plc.
1990 – present	Director and Member of Remuneration Committee	Thai Plastic & Chemical Plc.

Non-Listed Company

- None -

Nominated position Director, Member of Remuneration and Nomination Committee and Independent Director

No. of years being the Company's director 3 years
Meeting attendance for year 2010 6/7 (Board Meetings), 5/5 (Remuneration Committee Meetings) and 5/5 (Nomination Committee Meetings)

This nominated person does not hold any position as director or management in other companies, which might have a conflict of interest with the Company.

Name Mr. Oral W. Dawe
Position Independent Director
Nationality Canadian
Age 48 Years
Number of shares held in the Company (as of 30th December 2010) - None -
Address 31 Belmont Road, Singapore 269913



Education /Training

- Masters of Business Administration from University of Calgary, Canada
- Bachelor of Commerce from Memorial University of Newfoundland, Canada
- Chartered Financial Analyst (CFA) charter holder
- Certified Management Accountant from Society of Management Accountants of Alberta, Canada

Working Experience

Listed Company (overseas)

Aug.07 – Dec 10	Managing director	Asia Pacific Commodities Group, JP Morgan
May 98 – Jul. 07	President Co-Head of North American Commodities Sales Head of Canada Commodity Sales	Goldman Sachs Singapore Goldman Sachs New York
Apr. 95 – Jul. 97	Executive Director and Co-head Of Canadian Energy Sales	Canadian Imperial Bank of Commerce

Non-Listed Company

Aug. 97 – Apr.98 Vice President of Finance Trans-Pacific Petrochemical

Nominated position Independent Director

No. of years being the Company's director 0 year

Meeting attendance for year 2010 None (newly appointed)

This nominated person does not hold any position as director or management in other companies, 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.

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 all proposed individuals meet the qualifications of an independent director.

Type of Relationship	Names of Proposed Independent Directors		
	Dr. Pichit Nithivasin	Mr. Sak Euarchukiati	Mr. Oral W. Dawe
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