


Agenda No. 7 To consider and approve the appointment of directors

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. Cherdpong Siriwit	
Position	Independent Director	
Nationality	Thai	
Age	66 Years	
Number of shares held in the Company (as of 8th January 2013)	- None -	
Address	No. 9/142, Soi 2/3, Panyaramindra Village, Panyaindra Road, Kwaeng Kannayao, Khet Kannayao, Bangkok 10230	

Education /Training

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

Working Experience**Listed Company**

Apr. 09 – Present	Independent Director/ Chairman of Audit Committee/Chairman of Corporate Governance Committee	IRPC Public Company Limited
2010 – Present	Chairman	Solartron Public Company Limited
2009 – Present	Director/Audit Committee	Advance Finance Public Company Limited

Non-Listed Company

2011 – Present	Chairman	Vithai Biopower Company Limited
2009 – Present	Director	Ever Green Plus Company Limited

Nominated position Independent Director
No. of years being the Company's director None
Meeting attendance for year 2012 None

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 Mohammed Bin Rashed Bin Ahmad Bin Muftah Al Nasser
Position Independent Director
Nationality Emirati
Age 43 Years
Number of shares held in the (as of 8th January 2013) - None -
Address Abu Dhabi – Salam Street, Cornich Plaza Building, 4th Floor, Flat 401



Education /Training

- License of Law, Emirates University
- Program from Thai Institute of Directors Association (IOD) - None

Working Experience

Listed Company


None

Non-Listed Company

Present	Director General	Office of H.H Sheikh Mohammed Bin Khalifa Bin Zayed Al Nahyan, U.A.E.
Present	Under Secretary	General affairs Dept. – The Crown Prince Palace, U.A.E.
Present	Member	National Consulting Council, U.A.E.
Present	Assistant-Undersecretary	Ministry of Finance Abu Dhabi, U.A.E.
Present	Legal Adviser	Abu-Dhabi Investment Agency, U.A.E.
Present	Board Member	Union National Bank Abu-Dhabi, U.A.E.
Present	Board Member	The Emirates Insurance Company, U.A.E.
Present	Board Member	Alwifaq Finance Company, U.A.E.
Present	Board Member	The National Investor Company, U.A.E.
Present	Director General	Al Ain Equestrian, Shooting & Golf Club, U.A.E.
Present	Vice President	Youth Hostel Society, U.A.E.
Present	Secretary General	Municipality Council in Al Ain, U.A.E.
Present	Vice President	The National Tourism and Hotels Company, U.A.E.
Present	Board Member	The Commercial Buildings Financing Committee, U.A.E.
Present	Board Member	The Private Housing Loan Authority for Nationals, U.A.E.
Present	Board Member	The Commercial Buildings Financing Committee, U.A.E.

Nominated position Independent Director
No. of years being the Company's director None
Meeting attendance for year 2012 None

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. Ghanim Saad M. Alsaad Al-Kuwari	
Position	Independent Director	
Nationality	Thai	
Age	48 Years	
Number of shares held in the (as of 8th January 2013)	- None -	
Address	C/O Fulton Capital Management Limited 15 (a) Main office Tower, Financial Park, Jalan Merdeka 87000, Labuan F.T. Malaysia	

Education /Training

- Master Degree in Business Administration from Kent University, United Kingdom
- Program from Thai Institute of Directors Association (IOD) - None

Working Experience

Listed Company

Jan. 12 – Present	Director	Thoresen Thai Agencies Plc.
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Non-Listed Company

2008 – Present	Chairman	Qatar Projaect Management Co.
2006 – Present	Chairman and Managing Director	Barwa Real Estate, Qatar
2005 – Present	Managing Director	Qatari Diar Real Estate Investment Company

Nominated position	Independent Director
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No. of years being the Company's director	1 Year
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Meeting attendance for year 2012	1/7
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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		
	Mr. Cherdpong Siriwit	Mohammed Bin Rashed Bin Ahmad Bin Muftah Al Nasserri	Mr. Ghanim Saad M. Alsaad Al-Kuwari
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