

Agenda No. 8 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. Chalermchai Mahagitsiri	
Position	Director/President & Chief Executive Officer Member of Executive Committee/ Member of Risk Management Committee	
Nationality	Thai	
Age	36 Years	
Number of shares held in the Company including his related company (as of 30 November 2014)	283,231,202	
Address	No. 158/7 Charusmuang Road, Kwaeng Rongmuang, Khet Pathumwan, Bangkok 10330, Thailand	

Education /Training

- M.S. in Finance from Boston University, USA
- B.S. in Finance from Suffolk University, USA
- Director Accreditation Program (DAP 30/2004) from Thai Institute of Directors Association (IOD)
- Director Certification Program (DAP 53/2005) from Thai Institute of Directors Association (IOD)
- Capital Market Academy Leadership Program, Capital Market Academy (CMA), Class 17, 2013

Working Experience

Listed Company

Jan. 12 – present	President & Chief Executive Officer/ Member of Executive Committee/ Member of Risk Management Committee	Thoresen Thai Agencies Plc.
Jun. 12 – Present	Executive Vice Chairman/ Chief Executive Officer	Mermaid Maritime Plc.
Jun. 12 – Present	Vice Chairman	Unique Mining Services Plc.
Sep. 11 – Present	Vice Chairman	Posco-Thainox Plc
Apr. 11 – Present	Vice Chairman	Thai Film Industries Plc.

Non-Listed Company

Aug.14 – Present	Director	Premo Shipping Plc.
Jan. 14 – Present	Director	Athene Holdings Ltd.
Jan. 14 – Present	Director	Thoresen & Company (Bangkok) Ltd.

Nov. 13 – Present	Director	PM Thoresen Asia (Singapore) Pte. Ltd.
Nov. 13 – Present	Director	Baconco Co., Ltd.
2013 – Present	Chairman of the Board of Directors	PM Thoresen Asia Holdings Plc.
Jul. 12- Present	Director	Soleado Holdings Pte. Ltd.
2012 - Present	Chief Executive Officer	411 ENT Co., Ltd.
2005- Present	Chief Executive Officer	PM Group Co., Ltd.

Nominated position	Director
No. of years being the Company's director	3 Years
Meeting attendance for year 2014	Board of Directors Meeting 10/10, Executive Committee Meeting 10/12, and Risk Management Committee Meeting 1/4

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	Ms. Ausana Mahagitsiri
Position	Director/ Member of Nomination and Remuneration Committee/ Member of Corporate Governance Committee
Nationality	Thai
Age	34 Years
Number of shares held in the Company (as of 30 November 2014)	50,568,384
Address	No. 158/7 Charusmuang Road, Kwaeng Rongmuang, Khet Pathumwan, Bangkok 10330, Thailand



Education /Training

- M.B.A. from Sasin Graduate Institute of Business Administration of Chulalongkorn University in a joint program with Kellogg Graduate School of Management of Northwestern University, USA
- B.S. in Business Administration from Boston University
- Director Accreditation Program (DAP 30/2004) from Thai Institute of Directors Association (IOD)

Working Experience

Listed Company

Jan. 12 – present	Member of Nomination and Remuneration Committee/ Member of Corporate Governance Committee	Thoresen Thai Agencies Plc.
2013 – present	Director	Thai Film Industries Plc.

Non-Listed Company

Jan.12 – present	Director	Soleado Holdings Pte. Ltd.
Jan.12 – present	Director	Thoresen Shipping Singapore Pte. Ltd.
Jan.12 – present	Director	Athene Holdings Ltd.
2010 – present	Managing Director	The Nest Property Co., Ltd.
2008 – present	Director	411 ENT Co., Ltd.
2006 - present	Managing Director	Mountain Creek Development Co., Ltd.
2006 – present	Managing Director	PM Group Co., Ltd.

Nominated position	Director
No. of years being the Company's director	3 years
Meeting attendance for year 2014	Board of Directors Meeting 7/10, Nomination and Remuneration Committee Meeting 4/4 and Corporate Governance Committee Meeting 0/1

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. Chia Wan Huat Joseph
Position	Director/Member of Executive Committee/ Member of Corporate Governance Committee
Nationality	Singaporean
Age	55 Years
Number of shares held in the Company (as of 30 November 2014)	- None -
Address	77 Soi Lasalle 77, Sukhumvit 105 Road, Kwaeng Bangna, Khet Bangna Bangkok



Education /Training

- Master's Degree (EMBA) from Sasin Graduate Institute of Business Administration of Chulalongkorn University in a joint program with Kellogg Graduate School of Management Northwestern University
- Director Certification Program (DCP 165/2012) from Thai Institute of Directors Association (IOD)

Working Experience

Listed Company

Jan. 12 – present	Member of Executive Committee/ Member of Corporate Governance Committee	Thoresen Thai Agencies Plc.
Jun. 12 – present	Executive Director/Member of Executive Committee	Mermaid Maritime Plc.
Jun. 12 – present	Executive Director	Unique Mining Services Plc.

Non-Listed Company

Sep. 14 – present	Director	Soleado Holdings Pte. Ltd.
2013- present	Director	PM Thoresen Asia Holdings Plc.
Jan. 12 – present	Senior Executive Vice President	PM Group Co., Ltd.

Nominated position	Director
No. of years being the Company's director	3 Years
Meeting attendance for year 2013	Board of Directors Meeting 10/10, Executive Committee Meeting 12/12 and Corporate Governance Committee Meeting 1/1

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 Director
	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	-