

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. Jean Paul Thevenin
Position Director/Member of Executive Committee/Member of Investment Committee
Nationality French
Age 75 Years
Number of shares held in the Company and related companies (as of 29 February 2016) Own: None
 Spouse: 11,200 shares or 0.0006%
 Total: 11,200 shares or 0.0006%



Address 22 Soi Ekamai 10, Sukhumvit 63 Road, Bangkok

Education /Training

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

Working Experience

Listed Company

Present	Director and Member of Executive Committee	Thoresen Thai Agencies Plc.
2013 – present	Director and Member of Executive Committee	Mermaid Maritime Plc.
2005 - 2010	Managing Director	Thainox Stainless Public Company Limited

Non-Listed Company

Dec. 15 – present	Director	Mermaid Subsea Services (International) Ltd.
Dec. 15 – present	Director	Thoresen Shipping Singapore Pte. Ltd.
Jun. 15 – present	Director	Mermaid Subsea Services (Thailand) Ltd.
Jun. 15 – present	Director	Seascope Surveys (Thailand) Ltd.
Nov. 14 – present	Director	Mermaid MTN Pte. Ltd.
Sep. 14 – present	Director	Mermaid Drilling Ltd.
Sep. 14 – present	Director	MTR-1 Ltd.
Sep. 14 – present	Director	MTR-2 Ltd.
1998 – 2004	President	Franco – Thai Chamber of Commerce

Nominated position	Director
No. of years being the Company's director	2 Years
Meeting attendance for year 2015	Board of Directors Meeting 11/11, Executive Committee Meeting 13/13

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. Santi Bangor
Position Chairman of Nomination and Remuneration Committee/Chairman of Corporate Governance Committee/Member of Audit Committee/Independent Director
Nationality Thai
Age 69 Years
Number of shares held in the Company and related companies (as of 29 February 2016) None
Address No. 73/21 Soi Areesampun 1, Phaholyothin Road, Kwaeng SamsenNai, Khet Phayathai, Bangkok



Education /Training

- M.A. in Agricultural Economics from Texas Tech University, USA
- B.A. in Political Science (Fiscal) from Chulalongkorn University
- Development Certificate, Cambridge University, England
- Diploma, National Defense College (NDC), Class 38
- Director Certification Program (DCP 12/2001) from Thai Institute of Directors Association (IOD)
- Audit Committee Program (ACP 42/2013) from Thai Institute of Directors Association (IOD)
- Monitoring Fraud Risk Management (MFM9/2013) from Thai Institute of Directors Association (IOD)
- Monitoring the System of Internal Control and Risk Management (MIR 14/2013) from Thai Institute of Directors Association (IOD)
- Monitoring the Internal Audit Function (MIA 14/2013) from Thai Institute of Directors Association (IOD)
- Monitoring the Quality of Financial Reporting (MFR 17/2013) from Thai Institute of Directors Association (IOD)
- Role of the Compensation Committee Program (RCC 16/2013) from Thai Institute of Directors Association (IOD)
- Audit Committee Seminar – Get Ready for the Year End, Federation of Accounting Profession of Thailand under the Royal Patronage of His Majesty the King

Working Experience

Listed Company

Jan. 12 – present	Chairman of Nomination and Remuneration Committee/Chairman of Corporate Governance Committee/Member of Audit Committee/Independent Director	Thoresen Thai Agencies Plc.
2013 – Present	Independent Director/ Chairman of the Corporate Governance Committee	People’s Garment Plc.
2010 – Present	Member of Audit Committee	People’s Garment Plc.

Non-Listed Company

2012 – present	Member of State Enterprise Performance Agreement and Performance Appraisal Sub-Committee on Communication and Energy Sector, Performance Appraisal Committee	Ministry of Finance
2006 – 2009	President	Yonok University (Nation University)
2001 – 2002	Director	State Railway Authority
1999 – 2001	Director	Metropolitan Electricity Authority
1997 – 2006	Deputy Secretary General to the National Economic and Social Development Board	Office of the Prime Minister
1996 – 1999	Director	Government Pension Board

Nominated position

Independent Director

No. of years being the Company's director

3 Years

Meeting attendance for year 2015

Director Meeting 11/11, Audit Committee Meeting 7/7, Nomination and Remuneration Committee Meeting 3/3 and Corporate Governance Meeting 3/3

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. Chitrapongse Kwangsukstith
Position Independent Director
Nationality Thai
Age 66 Years
Number of shares held in the Company and related companies (as of 29 February 2016) None
Address No. 29/67 Muang Thong Thane Soi 3, Phase 2
Moo 9, Chaeng Watthana Road, Kwaeng
Bangpood, Khet Pakkret, Nonthaburee 11120



Education /Training

- Doctorate Degree in Industrial Engineering, Lamar University, USA
- Master Degree in Industrial Engineering, Lamar University, USA
- Bachelor Degree in Mechanical Engineering, Chulalongkorn University
- Role of the Compensation Committee Program (RCC 10/2010) from Thai Institute of Directors Association (IOD)
- Directors Certification Program (DCP 42/2004), Thai Institute of Directors Association (IOD)
- Finance for Non-Finance Director Program (FND 9/2004), Thai Institute of Directors Association (IOD)
- National Corporate Governance Committee (NCGC), Thai Institute of Directors Association (IOD)
- Diploma in National Defense Course for the Joint State-Private Sector, the National Defense College (NDC/4212), Class 12
- Stanford Executive Program, Stanford University, USA

Working Experience

Listed Company

May 15 – present	Independent Director	Thoresen Thai Agencies Plc.
2008 – 2009	Chief Operating Officer, Upstream Petroleum and Gas Business Group	PTT Public Company Limited
2003 – 2007	Senior Executive Vice President, Exploration & Production and Gas Business Unit	PTT Public Company Limited

Non-Listed Company

2012 – 2014	Chairman of the Board	PTT Energy Resources Limited
2009 – 2012	Chairman and Acting President	PTT Energy Resources Limited

Nominated position	Independent Director
No. of years being the Company's director	7 Months
Meeting attendance for year 2015	Board of Directors 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.

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. Santi Bangor	Mr. Chitrapongse Kwangsukstith
Shareholdings in the Company - Number of shares - Percentage of shareholding in the Company	None None	None None
Being a relative of management/major shareholders of the Company/subsidiary company	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