

Agenda No. 11 To consider and approve the appointment of directors to replace those who are retiring by rotation

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	Mr. Aswin Kongsiri
Position	Chairman
Nationality	Thai
Age	65 Years
Number of shares held in the Company (as of 30th December 2011)	- None -
Address	No. 70, Moo 4, Tiwanon Road, Tambol Taladkwan, Amphor Muang, Nonthaburi 11000



Education /Training

- Bachelor Degree, Philosophy, Politics and Economics, Oxford University, England
- Director Certification Program (DCP 11/2001) from Thai Institute of Directors Association (IOD)
- The Role of Chairman from Thai Institute of Directors (RCP 5/2001) from Thai Institute of Directors Association (IOD)

Working Experience

Listed Company

Nov. 10 – Present	Chairman	Thoresen Thai Agencies Plc.
2008 – Present	Chairman	Ch. Karnchang Plc.
2005 – Present	Director	Bangkok Aviation Fuel Services Plc.
2003 – Present	Vice Chairman	Electricity Generating Plc.
1999 – Present	Director	OHTL Plc.
1993 – Present	Director	Thai Reinsurance Plc.
1981 – Present	Director	Padaeng Industry Plc.

Non-Listed Company

2010 – Present	Governor	The Stock Exchange of Thailand
Nov. 11 – Present	Director in Monetary Policy Committee	The Bank of Thailand
Nov. 11 – Present	Chairman	Krungthai-Axa Life Insurance Co., Ltd.
2010 – Present	Chairman	Thai Orix Leasing Co., Ltd.
2008 – Present	Chairman	Ton Poh Thailand Fund

Nominated position Chairman
No. of years being the Company's director 2 years
Meeting attendance for year 2011 12/14
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 Prof. Dr. Warapatr Todhanakasem
Position Director, Chairman of Audit Committee and Independent Director
Nationality Thai
Age 62 Years
Number of shares held in the (as of 30th December 2011) - None -
Address No. 59/29 Soi Yothinpattana, Praditmanutham Road, Khet Bangkokpi, Bangkok 10240



Education /Training

- Ph.D. in Business Economics University of Illinois, Urbana-Champaign, USA
- M.S. in Economics University of Illinois, Urbana-Champaign, USA.
- M.B.A. in Finance and Marketing Kellogg School of Management, Northwestern University, Evanston, Illinois, USA.
- B.Econ. (1st Class Honor) Thammasat University
- LL.B. Thammasat University
- Director Certification Program (DCP 0/2000) from Thai Institute of Directors Association (IOD)

Working Experience

Listed Company

Aug. 11 – Present	Director, Chairman of Audit Committee and Independent Director	Thoresen Thai Agencies Plc.
2010 – Present	Director	Khonkaen Sugar Public Co., Ltd.
2009 – Present	Chairman	Prinsiri Plc.
2009 – Present	Executive Advisor	Amata Corporation Plc.

Non-Listed Company

2010 – Present	Chairman	Pantavanij Co., Ltd.
2010 – Present	Public Sector Audit and Evaluation Committee	Ministry of Transport
2010 – Present	Director	Faculty of Commerce and Accounting, Thammasat University
2010 – Present	Arbitrator	The Office of The Securities and Exchange Commission
2005 – Present	Director	Doctor of Management Program Sripatum University

Nominated position Director, Chairman of Audit Committee and Independent Director

No. of years being the Company's director 5 months

Meeting attendance for year 2010 1/2 (Board Meetings) and 1/1 (Audit 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 Prof. Athueck Asvanund

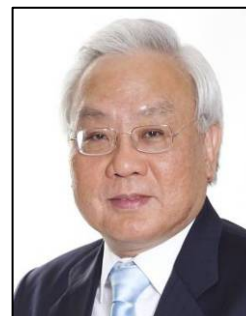
Position Independent Director

Nationality Thai

Age 60 Years

Number of shares held in the (as of 30th December 2011) - None -

Address No. 165 Rama IX Road, Soi 15, Kwaeng Bangkapi, Khet Huaykwang, Bangkok 10320



Education /Training

- LL.M (Specialised in International Legal Studies), New York University, N.Y., N.Y., USA
- Certificate in the Orientation Program in the US Legal System, Law Centre, Georgetown University, Washington, D.C.
- LL.B (Honours) Thammasat University
- Director Accreditation Program (DAP CP/2005) from Thai Institute of Directors Association (IOD)

Working Experience

Listed Company

Aug. 11 – Present	Independent Director	Thoresen Thai Agencies Plc.
2010 – Present	Director	Amata Power Ltd.
1997 – Present	Vice Chairman and Group General Counsel	True Corporation Plc. and subsidiaries
1997 – Present	Director and Group General Counsel	True Visions Plc. and subsidiaries
1997 – Present	Group General Counsel	C.P. Group

Non-Listed Company

- None -

Nominated position Independent Director

No. of years being the Company's director 5 months

Meeting attendance for year 2011 1/2

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. Naris Cheykin
Position Independent Director
Nationality Thai
Age 50 Years
Number of shares held in the Company (as of 30th December 2011) - None -
Address No. 999/9 Rama I Road, Kwaeng Lumpinee, Khet Pathumwan, Bangkok 10330



Education /Training

- B.A. in Accounting, Thammasat University
- M.S. in Accounting, Thammasat University
- Corporate Finance Strategy, Kellogg School of Management USA.
- Real Estate Management, Thammasat University
- Computer Audit, Arthur Andersen
- Director Certification Program (DCP 9/2002) from Thai Institute of Directors Association (IOD)
- Capital Market Academy (CMA 2)

Working Experience

Listed Company (overseas)

1998 – Present	Senior Executive Vice President & CFO	Central Pattana Public Company Limited
----------------	---------------------------------------	--

Non-Listed Company

2010 – Present	Director	Thai Listed Companies Association
2009 – Present	Director/President/Advisor	Thai Investor Relation Club

Nominated position Independent Director

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

Meeting attendance for year 2011 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			
	Mr. Aswin Kongsiri	Prof. Dr. Warapatr Todhanakasem	Prof. Athueck Asvanund	Mr. Naris Cheyklin
Shareholdings in the Company - Number of shares - Percentage of shareholding in the Company	None None	None None	None None	None None
Being a relative of management/major shareholders of the Company/ subsidiary company	None	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	None None None