

Agenda No. 12 To consider and approve the appointment of one additional director

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

Profile of the proposed directors

Name Mr. Prasert Bunsumpun
Position Independent Director
Nationality Thai
Age 59 Years
Number of shares held in the (as of 30th December 2011) - None -
Address No. 91/34 Soi Watananiwech 4, Suthisarn Road, Samsennok, Huay Kwang, Bangkok 10320



Education /Training

- MBA, Utah State University, USA
- Bachelor in Engineering (Civil Engineering), Chulalongkorn University
- Honorary Doctoral in Engineering, Chulalongkorn University
- Honorary Doctoral in Management, National Institute of Development Administration (NIDA)
- Honorary Doctoral in Management Science, Petchaburi Rajabhat University
- Honorary Doctoral in Management, Mahasarakham University
- Certificate in Advanced Management Program (AMP 155), Harvard Business School, USA
- National Defense College (Class No. 4010)
- Politics and Government in Democracy for Executives, Class 6, King Prajadhipok's Institute
- Capital Market Academy Leadership Program, Class 3, Capital Market Academy
- Director Accreditation Program (DAP 26/2004) from Thai Institute of Directors Association (IOD)

Working Experience

Listed Company

2010 – Present	Chairman	IRPC Public Company Limited
2011 – Present	Chairman	PTT Global Chemical Public Company Limited
2005 – Present	Chairman	Thai Lube Base Public Company Limited
2011 – Present	Director	Krung Thai Bank Public Company Limited

Non-Listed Company

2011 – Present	Chairman	Thailand Business Council for Sustainable Development (TBCSD)
2010 – Present	Chairman	The Alumni of Faculty of Engineering, Chulalongkorn University
2009 – Present	Director	National Defense College
2010 – Present	Chairman	Sustainable Energy Foundation
2003 – Present	Chairman	Community Enterprise Institution

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	Name of Proposed Independent Director
	Mr. Prasert Bunsumpun
Shareholdings in the Company - Number of shares - Percentage of shareholding in the Company	None None
Being a relative of management/ major shareholders of the Company/subsidiary company	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