

Agenda No. 13 To acknowledge the directors' remuneration package and board committee's fees and to consider and approve the remuneration for the Corporate Governance Committee

As per the Director Compensation Best Practices of the Thai Institute of Directors Association (“IOD”), Issue 1/2006 in September 2006, the IOD has proposed the director compensation best practices which deal with three elements of director compensation as follows:

- 1) Retainer Fee - monthly retainer fees to non-executive directors (regardless of the meeting frequency) by taking into account, the industry practice, operating results, knowledge and experience of such director;
- 2) Attendance Fee – it is considered on a per meeting basis, i.e., the fee is paid only to a director who attends a meeting;
- 3) Incentive Fee – it is paid as an incentive to the directors each year and is tied to the values created for the shareholders (e.g., profitability and dividend).

In order to align with the Director Compensation Best Practices of IOD, which also correspond with the increasing roles and responsibilities of directors, the Board of Directors proposed a remuneration policy for the Board of Directors and board committee's fees which was approved by the Company's shareholders effective for the 2011 calendar year onwards until shareholders approve further changes. However, as the Board of Directors has appointed the Corporate Governance Committee, the Board of Directors proposes to the shareholders to approve the remuneration for the Corporate Governance Committee as follows:

Present Compensation Package (which was approved at the 1/2011 AGM on 2 March 2011)		Proposed Compensation Policy for acknowledgement or approval	
i)	<u>Board of Directors (Non-Executive Directors)</u> a) Total standard monthly fees for all nine non-executive directors shall be Baht 430,000. If an additional non-executive director is appointed to the Board, he/she will receive a standard monthly fee of Baht 35,000. The non-executive directors shall receive an attendance fee of Baht 45,000 per meeting. The Chairperson of the Board of Directors shall receive an attendance fee of Baht 54,000 per meeting (equal to 1.20 times the attendance fee of other non-executive directors).	i)	<u>Board of Directors (Non-Executive Directors)</u> a) - No change -
	b) Travelling allowance shall be paid to foreign directors who travel into Thailand to attend Board of Directors meetings or committee meetings as follows:		b) - No change -

Present Compensation Package (which was approved at the 1/2011 AGM on 2 March 2011)		Proposed Compensation Policy for acknowledgement or approval	
	<ul style="list-style-type: none"> - From Asia to Thailand: USD 500 per day - From Europe/USA and others to Thailand: USD 1,000 per day 		
ii)	<p><u>Audit Committee</u> The Chairperson of the Audit Committee shall receive an attendance fee of Baht 48,000 per meeting (equal to 1.20 times the attendance fees of other Audit Committee members), while other Audit Committee members shall each receive an attendance fee of Baht 40,000 per meeting.</p>	ii)	<p><u>Audit Committee</u> - No change -</p>
iii)	<p><u>Nomination and Remuneration Committee, Investment, and Risk Management Committee</u></p> <p>The Chairperson of the Nomination and Remuneration Committee shall receive an attendance fee of Baht 36,000 per meeting, which is equal to 1.20 times of the attendance fee of other members of the Nomination and Remuneration Committee members. Other Nomination and Remuneration Committee members shall each receive an attendance fee of Baht 30,000 per meeting.</p> <p>The Chairpersons of the Investment Committee and the Risk Management Committee shall each receive an attendance fee of Baht 18,000 per meeting, which is equal to 1.20 times the attendance fees of other members of the Investment Committee and the Risk Management Committee. Other members shall each receive an attendance fee of Baht 15,000 per meeting.</p>	iii)	<p><u>Nomination and Remuneration Committee, Investment, Risk Management Committee and Corporate Governance Committee</u></p> <p>- No change -</p> <p>- No change – and adding The Chairperson of the Corporate Governance Committee shall receive an attendance fee of Baht 18,000 per meeting, which is equal to 1.20 times the attendance fees of other Corporate Governance Committee members who shall each receive an attendance fee of Baht 15,000 per meeting.</p>
iv)	<p><u>Board of Directors</u> (Executive Directors) The executive director(s) shall receive no monthly fees or other forms of remuneration.</p>	iv)	<p><u>Board of Directors</u> (Executive Directors) - No change -</p>

Present Compensation Package (which was approved at the 1/2011 AGM on 2 March 2011)		Proposed Compensation Policy for acknowledgement or approval	
v)	To align the interests of the Board of Directors and shareholders, a bonus for all non-executive directors is proposed to be paid only after a 15% return on parent shareholders funds* is achieved. Once this threshold is reached, a bonus equal to 0.50% of annual consolidated net profit above a 15% return on parent shareholders funds will be shared equally among all non-executive directors.	v)	- No change -

Note: * Return on parent shareholders funds

= $\frac{\text{TTA consolidated net profit} - \text{unrealised exchange gains or losses}}{\text{paid up share capital} + \text{share premium} + \text{legal reserve} + \text{retained earnings}}$

Comparison of Directors' Remuneration

The latest survey report prepared by the Stock Exchange of Thailand ("SET") regarding the remuneration of directors and senior management for listed companies in 2010 and the latest survey report prepared by IOD in 2010 were used to assist in deciding directors' remuneration.

The data is shown as follows:

Survey Report of Directors and Audit Committee Fee by SET/Transportation/Logistics Sector
Unit: Baht

Per year/person	Average	Min	Max	TTA
Director Fee ¹	493,348	41,875	1,435,717	917,016
Audit Committee Fee ²	220,625	30,000	463,333	298,666

Survey Report of Directors and Audit Committee Fee by SET/ Listed Companies with total revenues from Baht 10,000 million

Unit: Baht

Per year/person	Average	Min	Max	TTA
Director Fee ¹	1,362,162	136,067	6,693,167	917,016
Audit Committee Fee ²	374,311	26,667	3,086,667	298,666

Note:

1. TTA's director fee is calculated from fourteen board meetings (based on TTA's number of Board of Directors meetings in year 2011), and include meeting fee, traveling allowance of foreign directors (three directors from Asian Zone and one directors from Europe Zone).
2. TTA's Audit Committee fee is calculated from nine audit committee meetings (based on TTA's number of Audit Committee meetings in year 2011).

Survey Report of Nomination and Remuneration Committee Fee by IOD³

Unit: Baht

	Average	Min	Max	TTA
Nomination and Remuneration Committee Fee ⁴	130,386	10,000	1,044,000	165,832

Note:

3. SET does not have survey report which shows the remuneration of Nomination and Remuneration Committee. However, there is a latest survey report prepared by IOD as of 2010 which shows such remuneration for the listed companies with total revenues from Baht 10,000 million.

4. TTA's Nomination and Remuneration Committee fee is calculated from eight meetings (based on TTA's number of Nomination and Remuneration Committee meetings in year 2011), and travelling allowance of one foreign director from Asian Zone).

Survey Report of the Risk Management Committee Meeting Fee by IOD⁵

Unit: Baht

	Average	Min	Max	TTA
Chairman of the Risk Management Committee Meeting Fee	22,119	2,000	60,000	18,000
Member of the Risk Management Committee Meeting Fee	16,418	2,000	30,000	15,000

Note:

5. SET does not have survey report which shows the meeting fee of Risk Management Committee. However, there is a latest survey report prepared by IOD as of 2010. Neither SET nor IOD has data about remuneration of Investment Committee.

Survey Report of the Corporate Governance Committee Meeting Fee by IOD⁶

Unit: Baht

	Average	Min	Max	TTA
Chairman of the Corporate Governance Committee Meeting Fee	19,345	5,000	40,000	18,000
Member of the Corporate Governance Committee Meeting Fee	15,548	3,000	30,000	15,000

Note:

6. SET does not have survey report which shows the meeting fee of Corporate Governance Committee. However, there is a latest survey report prepared by IOD as of 2010.

Based on the above information, the remuneration proposed by the Company for non-executive directors, the Audit Committee members, the Nomination and Remuneration Committee members, Risk Management Committee, and Corporate Governance Committee are in line with the Director Compensation Best Practices of IOD and survey report of SET and IOD.

A bonus for all non-executive directors is proposed to be paid only after a 15% return on parent shareholders funds* is achieved. Once this threshold is reached, a bonus equal to 0.50% of annual consolidated net profit above a 15% return on parent shareholders funds will be equally shared. Therefore, if the threshold is not reached, the Board of Directors will have no bonus. The criteria for directors' bonus remains unchanged.

Note: * Return on parent shareholders funds
 = $\frac{\text{TTA consolidated net profit} - \text{unrealised exchange gains or losses}}{\text{paid up share capital} + \text{share premium} + \text{legal reserve} + \text{retained earnings}}$

Basis Used to Determine the Remuneration

The Nomination and Remuneration Committee carefully considered the appropriateness of the directors' remuneration, including the Company's business growth. The Nomination and Remuneration Committee is of the opinion that the shareholders acknowledge the directors' remuneration package and board committee's fees for the 2012 calendar year which remain unchanged, and consider and approve the Corporate Governance Committee's fees to be effective from calendar year 2012 until shareholders approve further changes.