


Agenda No. 8 To consider and approve the appointment of directors

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. Santi Bangor	
Position	Chairman of Nomination and Remuneration Committee/Chairman of Corporate Governance Committee/Member of Audit Committee/Independent Director	
Nationality	Thai	
Age	67 Years	
Number of shares held in the Company (as of 8th January 2014)	- 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
- 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)

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.
2010 – Present	Independent Director and Member of the Audit Committee	People's Garment Plc.

Non-Listed Company

Present Member of State Enterprise Performance Ministry of Finance
Agreement and Performance Appraisal
Sub-Committee on Communication and
Energy Sector, Performance Appraisal
Committee

Nominated position Chairman of Nomination and Remuneration Committee/
Chairman of Corporate Governance Committee/
Member of Audit Committee/ Independent Director

**No. of years being the
Company's director** 2 Years

**Meeting attendance for
year 2013** Director Meeting 12/12, Audit Committee Meeting 13/14,
Nomination and Remuneration Committee Meeting 5/5 and
Corporate Governance Meeting 3/3

**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. Yves Barbieux
Position Director
Nationality French
Age 75 Years
**Number of shares held in the Company
(as of 8th January 2014)** - None -
Address 30 Avenue Edouard Rod, 1007 Lausanne,
Switzerland



Education /Training

- Civil Engineer – Ecole Centrale de PARIS
- MBA – Institut d’Administration des Entreprises de PARIS
- MBA – Harvard Business School
- Program from Thai Institute of Directors Association (IOD) - None

Working Experience

Listed Company

Jul. 13 – present Director Thoresen Thai Agencies Plc.

Non-Listed Company

2003 – present Executive Chairman ELSA Consultants SA
2000 – 2004 Executive Chairman CPG Market S.A.

Nominated position	Director
No. of years being the Company's director	7 Months
Meeting attendance for year 2013	Director Meeting 2/2

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. Jean Paul Thevenin
Position	Director
Nationality	French
Age	73 Years
Number of shares held in the Company (as of 8th January 2014)	- None -
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
- Program from Thai Institute of Directors Association (IOD) - None

Working Experience

Listed Company

2013 – present	Director	Mermaid Maritime Plc.
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Non-Listed Company

- None -

Nominated position	Director
No. of years being the Company's director	- None -
Meeting attendance for year 2013	- None -

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 Director
	Mr. Santi Bangor
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