

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. Prasert Bunsumpun
Position Chairman of the Board of Directors/Chairman of Executive Committee
Nationality Thai
Age 62 Years
Number of shares held in the Company and related companies (as of 27 February 2015) 130,000 shares
Address No. 91/34 Soi Wattananiwet 4, Suthisarn Road, Kwaeng Samsen-Nok, Khet Huaykwang, Bangkok 10320, Thailand



Education /Training

- Honorary Doctoral of Arts in Social Innovation Management, Faculty of Humanities and Sciences, Suan Sunandha Rajabhat University, 2012
- Honorary Doctoral in Management, Mahasarakarm University, 2011
- Honorary Doctoral in Management Science, Petchaburi Rajabhat University, 2008
- Honorary Doctoral in Management, National Institute of Development Administration (NIDA), 2008
- Honorary Doctoral in Engineering, Chulalongkorn University, 2007
- M.B.A., Utah State University, USA, 1977
- Certificate in Energy Literacy for a Sustainable Future Program, Thailand Energy Academy, Class 3, 2013
- Role of the Chairman Program (RCP), Thai Institute of Directors Association (IOD), Class 28/2012
- Director Accreditation Program (DAP), Thai Institute of Directors Association (IOD), Class 26/2004
- Certificate in Capital Market Academy Leadership Program, Capital Market Academy, Class 3, 2006
- Certificate in Politics and Governance in Democratic System for Executives, King Prajadhipok's Institute, Class 6, 2003
- Certificate in Advanced Management Program (AMP), Harvard Business School, USA, Class 155, 1998
- Diploma, National Defence Course for the Joint State-Private Sector, the National Defence College (NDC), Class 10, 1998

Working Experience

Listed Company

present	Chairman of the Board of Directors/ Chairman of Executive Committee	Thoresen Thai Agencies Plc.
2013 - present	Director/Member of the Enterprise Risk Management Committee	PTT Plc.

2012 - present	Chairman/Chairman of Executive Committee	Mermaid Maritime Plc.
2011 - present	Director/Chairman of the Board of Executive Directors	Krung Thai Bank Plc.
2011 - present	Chairman	PTT Global Chemical Plc.
2011 - present	Director/Chairman of the Nomination and Governance Committee	Intouch Holdings Plc.
2006 - 2013	Chairman/Chairman of the Executive Board of Directors	IRPC Plc.
2005 - 2011	Chairman/Director	PTT Chemical Plc.
2003 - 2011	Director/ President and Chief Executive Officer	PTT Plc.
2000 - 2011	Chairman/Director	PTT Exploration and Production Plc.

Non-Listed Company

2014 - present	Member	The National Legislative Assembly, Thailand
2014 - present	First Vice-President of the Committee on Energy	The National Legislative Assembly, Thailand
2011 - present	Chairman	Thailand Business Council for Sustainable Development (TBCSD)

Nominated position Director

No. of years being the Company's director 3 Years

Meeting attendance for the three-month period (1 Oct. 14 - 31 Dec. 14) Board of Directors Meeting 3/3, Executive Committee 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. Krish Follett
Position Independent Director/Chairman of Audit Committee/Member of Corporate Governance Committee
Nationality Thai
Age 66 Years
Number of shares held in the Company and related companies (as of 27 February 2015) None
Address No. 6/1 Soi Phaholyothin 17, Phaholyothin Road, Kwaeng Chatuchuk, Khet Chatuchuk, Bangkok 10900, Bangkok



Education /Training

- M.B.A. in Finance, Thammasat University, 1988
- B.A. in Economics, Thammasat University, 1969
- Diploma Examination (EXAM), Thai Institute of Directors Association (IOD), Class 32/2012
- Director Certification Program (DCP), Thai Institute of Directors Association (IOD), Class 149/2011
- Advance Management Program, Harvard Business School, Boston, USA, 2000

Working Experience

Listed Company

present	Independent Director/Chairman of Audit Committee	Thoresen Thai Agencies Plc.
Dec 2014 - present	Member of Corporate Governance Committee	Thoresen Thai Agencies Plc.
2013 - present	Independent Director/Member of the Audit Committee	Saha Pathana Inter Holding Plc.
2012 - present	Independent Director/Member of the Risk Management Committee	Thai Wacoal Plc.
2011 - present	Independent Director/Member of the Audit Committee	Thanulux Plc.
2010 - present	Independent Director/Chairman of the Audit Committee	Property Perfect Plc.

Non-Listed Company

2010 - present	Honorary Director	Nakorn Phanom University
2009 - 2013	Advisor to Chief Executive Officer,	Boonrawd Brewery Company Limited
2008 - 2009	Assistant Governor of Operations Group	The Bank of Thailand

Nominated position Independent Director

No. of years being the Company's director 2 years 8 months

Meeting attendance for the three-month period (1 Oct. 14 - 31 Dec. 14) Board of Directors Meeting 2/3 and Audit Committee Meeting 5/5

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. Cherdpong Siriwit
Position Independent Director/Member of Audit Committee/Member of Risk Management Committee
Nationality Thai
Age 68 Years
Number of shares held in the Company and related companies (as of 27 February 2015) None
Address No. 9/142, Soi 2/3, Panyaramindra Village, Panyaindra Road, Kwaeng Kannayao, Khet Kannayao, Bangkok 10230, Thailand



Education /Training

- M.A. Economics, Georgetown University, USA
- B.A. Economics (Honor), Thammasat University
- Audit Committee Program (ACP), Thai Institute of Directors Association (IOD), Class 27/2009

- Directors Certification Program (DCP), Thai Institute of Directors Association (IOD), Class 104/2008
- Finance of Non-Finance Directors (FND), Thai Institute of Directors Association (IOD), Class 13/2004
- Role of Chairman Program (RCP), Thai Institute of Directors Association (IOD), Class 10/2004
- Director Accreditation Program (DAP), Thai Institute of Directors Association (IOD), Class 8/2004
- Diploma, The Joint State-Private Sector Course, National Defence College, Class 40
- Advanced Certificate Course in Politics and Governance in Democratic System for Executives, King Prajadhipok's Institute, Class 5
- The Civil Service Executive Development Program I, The Civil Service Training Institute, Class 13/1993
- Capital Market Academy Leadership Program, Capital Market Academy (CMA), Class 5

Working Experience

Listed Company

present	Independent Director/Member of Audit Committee	Thoresen Thai Agencies Plc.
Nov 2014 - present	Member of Risk Management Committee	Thoresen Thai Agencies Plc.
May 2009 - present	Chairman of Audit Committee	IRPC Plc.
Apr. 2009 - present	Independent Director	IRPC Plc.
2010 - present	Chairman	Solartron Plc.
2009 - present	Chairman and Audit Committee	Advance Finance Plc.
Nov. 2011 – Oct. 2014	Chairman of Corporate Governance Committee	IRPC Plc.

Non-Listed Company

2012 - Present	Chairman	Thai Sugar Millers Corporation Limited
2011 - present	Chairman	Vithai Biopower Company Limited
2009 - present	Director	Evergreen Plus Company Limited

Nominated position

Independent Director

No. of years being the Company's director

3 Years

Meeting attendance for the three-month period (1 Oct. 14 - 31 Dec. 14)

Board of Directors Meeting 2/3, Audit Committee Meeting 3/5

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. Mohammed Rashed Ahmad M. Alnasseri
Position Independent Director/Member of Nomination and Remuneration Committee
Nationality Emirati
Age 44 Years
Number of shares held in the Company and related companies (as of 27 February 2015) None
Address 26/26-27 Orakarn Building, 8th Floor, Soi Chidlom, Ploenchit Road, Kwang Lumpinee, Khet Pathumwan, Bangkok 10330



Education /Training

- License of Law, Emirates University

Working Experience

Listed Company

present Independent Director/Member of Nomination and Remuneration Committee Thoresen Thai Agencies Plc.

Non-Listed Company

present	Member	The National Consulting Council, UAE
present	Assistant-Undersecretary	The Financial Department of Abu Dhabi, UAE
present	Director General	Pvt. & Official office of H.H Sheikh Mohammed Bin Khalifa Bin Zayed Al Nahyan, UAE
present	Vice President	Youth Hostel Society, UAE
present	Board's Member	The Emirates Insurance Company, UAE
present	Board's Member	The National Investor Company, UAE
present	Board's Member	Alwifaq Finance Company, UAE
present	General Manager	Al Ain Equestrian, Shooting & Golf Club, UAE
present	Vice President	Gulf Islamic Investment Company, UAE

Nominated position Independent Director

No. of years being the Company's director 3 Years

Meeting attendance for the three-month period (1 Oct. 14 - 31 Dec. 14) Board of Directors Meeting 2/3, Nomination and Remuneration Committee Meeting 2/2

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. Krish Follett	Mr. Cherdpong Siriwit	Mr. Mohammed Rashed Ahmad Muftah Al Nasser
Shareholdings in the Company - Number of shares - Percentage of shareholding in the Company	None None	None None	None None
Being a relative of management/major shareholders of the Company/ subsidiary company	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