


**Agenda No. 6****To approve the appointment of directors to replace those who are retiring by rotation.**

The Nomination Committee recommended 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 to replace those who are retiring by rotation.

<b>Name</b>	M.R. Chandram S. Chandratat	
<b>Position</b>	Director and Chairman	
<b>Nationality</b>	Thai	
<b>Age</b>	77 Years	
<b>Number of shares held in the Company (as of 10<sup>th</sup> January 2008)</b>	675,030 shares (0.10%)	
<b>Address</b>	No. 402 Soi Sukhumvit 63, Sukhumvit Road, Kwaeng Klongton-Nua, Ket Wattana, Bangkok 10110	
<b>Education /Training</b>	B.A. Honours (Economics), University of Cambridge, England	
<b>Working Experience</b>		

**Listed Company**

1994 - present	Chairman	Thoresen Thai Agencies Public Company Limited
2001 - Jan. 2005	Chairman of the Audit Committee	Thoresen Thai Agencies Public Company Limited
2001 - 2002	Chairman	United Palm Oil Industry Public Company Limited
1992 - 2004	Director	United Palm Oil Industry Public Company Limited
1990 - 1992	Chairman of the Executive Board	Capital Nomura Securities Public Company Limited

**Non-Listed Company**

1991 - present	Managing Director	C.S. Capital Ltd.
1985 - 1990	Director General	Government Savings Bank
1982 - 1985	Deputy General Manager	Bank for Agriculture & Agricultural Cooperatives

<b>Nominated position</b>	Director
<b>No. of years being the Company's director</b>	13 years
<b>Meeting attendance for year 2007</b>	13/13

**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** M.L. Chanchutha Chandratat  
**Position** Director and Managing Director  
**Nationality** Thai  
**Age** 41 Years  
**Number of shares held in the Company (as of 10<sup>th</sup> January 2008)** 173,080 shares (0.03%)



**Address** No. 402 Soi Sukhumvit 63, Sukhumvit Road, Kwaeng Klongton-Nua, Ket Wattana, Bangkok 10110

**Education /Training**

- M.B.A., Emphasis: Finance, Organizational Behavior, and International Economics, University of California at Berkeley
- B.S. (Magna Cum Laude), Major: Economics, University of Minnesota
- Director Certification Program (“DCP 70/2006”) from Thai Institute of Directors Association (“IOD”)

**Working Experience**

**Listed Company**

Feb. 2005 - present	Managing Director	Thoresen Thai Agencies Public Company Limited
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**Non-Listed Company**

Mar. 2005 - present	Director	Thoresen & Company (Bangkok) Limited and companies of the Thoresen Group
2007 - present	Chairman	Mermaid Maritime Public Company Limited
Apr. 2002 - Feb. 2005	Executive Director	Special Situations Group of Morgan Stanley, Singapore
Feb. 2000 - Mar. 2002	Vice President	Asia Credit Trading Group of J.P. Morgan, Hong Kong
Jun. 1994 - Jan. 2000	Senior Vice President	Project Department, Bangkok Bank Plc
May 1993 - May 1994	Assistant Vice President	Treasury Department, Bank of America, Bangkok
Aug. 1991 - May 1993	Assistant Vice President	Financial Engineering Risk Management Department, Bank of America, Hong Kong
May 1989 - Jul. 1991	Assistant Vice President	Capital Markets Credit Department, Bank of America, San Francisco, California

**Nominated position** Director

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

**Meeting attendance for year 2007** 13/13

**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. Sak Euarchukiati  
**Position** Member of Remuneration and  
Nomination Committee

**Nationality** Thai  
**Age** 58 Years

**Number of shares held in the (as of 10<sup>th</sup> January 2008)**  
- None -



**Address** No. 183 Ratchanakarn Building, South Sathorn Road, Kwaeng  
Yannawa, Khet Sathorn, Bangkok 10120

**Education /Training** Bachelor of Science (Management Science), Colorado State  
University, USA

### **Working Experience**

#### **Listed Company**

2007	Member of Remuneration and Nomination Committee	Thoresen Thai Agencies Public Company Limited
1990 - Present	Director and Member of Remuneration Committee	Thai Plastic & Chemical Plc.
2005 - 2006	Director and Member of Audit Committee and Member of the Remuneration and Nomination Committee	GE Money Retail Bank Plc. (Thailand)
1991 - 1998	Executive Vice President	Bank of Asia Pcl.
1986 - 1991	Senior Vice President	Bank of Asia Pcl.
1977 - 1986	Vice President	Bank of Asia Pcl.
1975 - 1977	Credit Officer	Bank of Asia Pcl.

#### **Non-Listed Company**

2004 - 2005	Compliance & Internal Audit Leader	GE Money Finance Pcl. (Thailand)
2003 - 2004	President	Institute of Internal Audit of Thailand
1999 - 2002	Chief Operating Officer	Alpha Capital AMC.
1973 - 1975	Credit Officer	Continental Illinois Thailand, Ltd.

**Nominated position** Independent Director

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

**Meeting attendance for year 2007** 4/5

**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** Mrs. Joey Horn  
**Position** Independent Director  
**Nationality** American  
**Age** 41 Years  
**Number of shares held in the Company (as of 10<sup>th</sup> January 2008)**  
 - None -



**Address** No. 10 Draycott Park, #24-08, Draycott  
 8, Singapore 59405

**Education /Training**  
 - MBA, Yale University, New Haven, Connecticut, USA  
 - BA, Williams College, Williamstown Massachusetts, USA

**Working Experience**

2005 - present	Independent Director	Norse Energy Corp. ASA	Oslo, Norway
2006	Independent Director	Petrojarl ASA	Oslo, Norway
2000 - present	Consultant & Private Investor	Greylock Management AS	Oslo, Norway
1996 - 2000	Partner/ Equity Research Analyst	HQ Norden Securities	Oslo, Norway
1994 - 1996	Vice President	Credit Suisse First Boston, Mergers & Acquisitions	New York, NY, USA
1992 - 1994	Director	Saks Fifth Avenue, Financial Planning	New York, NY, USA
1987 - 1992	Analyst & Associate	Smith Barney, Harris Upham & Co. Inc., Investment Banking	New York, NY, USA

**Nominated position** Independent Director

**No. of years being the Company's director** - None -

**Meeting attendance for year 2007** - 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 the Company or any of its subsidiaries, is independent from management and major shareholders, and has no business dealings with the Company, 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 5.0 percent, including shares held by a related person, of the issued shares of the Company or an affiliated, associated, 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 involved in the day-to-day management or be an advisor who receives a salary from the Company or an affiliated, associated, or related company, or from any of our major shareholders.
3. They must be free of any present, direct or indirect, financial or other interests in the management and business of the Company or its subsidiaries, associated or related companies, or major shareholders.
4. They must not be related to, or be a relative of any executive director, executive officer, or major shareholder.
5. They must not act as a nominee or representative of any director, major shareholder or group of shareholders, or are a relative of any major shareholder or group of shareholders.
6. They must carry out their duties and exercise their judgement without being influenced by executive directors or our major shareholders, including any related persons or relatives.

The shareholding restrictions of an independent director follow the minimum requirements of the SEC or SET, in which an independent director must hold no more than 5.0 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. Sak Euarchukiati	Mrs. Joey Horn
Shareholdings in the Company - Number of shares - Percentage of shareholding in the Company	None None	None None
Being a relative of management/major shareholders of the Company/subsidiary Company	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