

**Agenda No. 6 To consider and approve the directors' fees and to approve an amendment to the policy of directors' remuneration**

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 propose that the Company’s shareholders approve a remuneration policy for the Board of Directors, including directors’ fees, which will become effective for the 2011 calendar year onwards until shareholders approve further changes as follows:

<b>Present Compensation Package (which was approved at the 1/2009 AGM on 30 January 2009)</b>		<b>Proposed Compensation Policy</b>	
i)	<p><u>Board of Directors (Non-Executive Directors)</u></p> <p>a) Total standard monthly fees for all nine non-executive directors equal Baht 560,000. 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).</p> <p>b) No travelling allowance for foreign directors who travel into Thailand to attend Board of Directors meetings or committee meetings.</p>	i)	<p><u>Board of Directors (Non-Executive Directors)</u></p> <p>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).</p> <p>b) Travelling allowance shall be paid to foreign directors who travel into Thailand to attend Board of Directors meetings or committee meetings as follows:</p> <ul style="list-style-type: none"> <li>- From Asia to Thailand: USD 500 per day</li> <li>- From Europe/USA and others to Thailand: USD 1,000 per day</li> </ul>

<b>Present Compensation Package (which was approved at the 1/2009 AGM on 30 January 2009)</b>		<b>Proposed Compensation Policy</b>	
ii)	<p><u>Audit Committee</u></p> <p>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></p> <p>No change</p>
iii)	<p><u>Nomination and Remuneration Committees</u></p> <p>The Chairpersons of the Nomination Committee and the Remuneration Committee shall each receive an attendance fee of Baht 18,000 per meeting (equal to 1.20 times the attendance fee of other Nomination Committee and Remuneration Committee members), while Nomination Committee and Remuneration Committee members shall each receive an attendance fee of Baht 15,000 per meeting.</p> <p>There were no Investment and Risk Management Committees in the previous financial years. Thus, no fee was proposed.</p>	iii)	<p><u>Nomination and Remuneration, Investment, and Risk Management Committees</u></p> <p>As the Nomination Committee and Remuneration Committee were combined into the Nomination and Remuneration Committee, effective from 26 November 2010, the fees of both former committees are proposed to be combined as follows:</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>
iv)	<p><u>Board of Directors (Executive Directors)</u></p> <p>The executive director(s) shall receive no monthly fees or other forms of remuneration.</p>	iv)	<p><u>Board of Directors (Executive Directors)</u></p> <p>No change</p>

Present Compensation Package (which was approved at the 1/2009 AGM on 30 January 2009)		Proposed Compensation Policy	
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 2009 and the latest survey report prepared by IOD in 2008 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 <sup>1</sup>	506,006	28,750	1,369,345	720,334
Audit Committee Fee <sup>2</sup>	219,103	98,333	465,000	384,000

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 <sup>1</sup>	1,278,633	108,000	5,051,656	720,334
Audit Committee Fee <sup>2</sup>	384,174	83,333	2,660,000	384,000

Note:

1. TTA's director fee is calculated from seven board meetings (based on TTA's number of Board of Directors meetings in year 2010), and include meeting fee, traveling allowance of foreign directors (two directors from Asian Zone and two 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 2010).

Survey Report of Remuneration and Nomination Committee Fee by IOD<sup>3</sup>

Unit: Baht

	Average	Min	Max	TTA
Remuneration and Nomination Committee Fee <sup>4</sup>	188,655	20,000	480,000	176,250

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 2008 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 five meetings (based on TTA's number of Nomination and Remuneration Committee meetings in year 2010), and travelling allowance of one foreign director from Asian Zone).

Survey Report of Risk Management Committee Fee by IOD<sup>5</sup>

Unit: Baht

Per month/person	Chairman of the Risk Management Committee	Non-Executive director as member of the Risk Management Committee	Meeting Fee	TTA/per meeting/person; no monthly fee
Risk Management Committee Fee	20,000	15,000	- None -	18,000 for Chairman and 15,000 for member

Note:

5. SET does not have survey report which shows the remuneration of Risk Management Committee. However, there is a latest survey report prepared by IOD as of 2008 for the listed companies in service sector (including transportation and logistics businesses). Neither SET nor IOD has data about remuneration of Investment Committee.

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 as well as Risk Management 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 Remuneration Committee carefully considered the appropriateness of the directors' remuneration, which included the consideration of the Company's business growth and profits. The Remuneration Committee is of the opinion that the proposed remuneration should be approved.

Remark: In case the shareholders consider that the proposed remuneration policy for the Board of Directors should not be amended, then the present remuneration policy which was approved by the shareholders at the 1/2009 Annual General Meeting of Shareholders on 30 January 2009 will be applied.