

Supporting Document

Agenda Item 5 : To acknowledge the directors' remuneration in 2009, to authorize the Board of Directors to adjust Directors' remuneration and to approve the payment of performance allowances to the directors for the 2009 performance

1. Criteria and procedure in proposing remuneration

In determining the remuneration of the directors, the Company's Remuneration Committee not only takes into consideration various appropriated factors in detail but also compares it to the remuneration levels in the same industry as well as the Company's business expansion and earnings growth.

2. Composition of the remuneration paid to the directors in 2009

(Unit: Baht)

	Position	Monthly position allowances (per person)	Stipends for each meeting (per person)
Board of Directors	Chairman	60,000	40,000
	Directors	30,000	20,000
Audit Committee	Chairman	40,000	-
	Members	30,000	-
Remuneration Committee	Chairman	-	15,000
	Members	-	10,000
Nomination Committee	Chairman	-	15,000
	Members	-	10,000

The budget of Director's remuneration is THB 8,600,000 (eight million six hundred thousand baht) which is in line with a resolution previously adopted at the shareholders' meeting.

3. Composition of the remuneration to be paid to the directors in 2010

(Unit: Baht)

	Position	Monthly position allowances^{*/} (per person)	Stipends for each meeting^{*/} (per person)
Board of Directors	Chairman	80,000	40,000
	Directors	40,000	20,000
Audit Committee	Chairman	40,000	15,000
	Members	30,000	10,000
Remuneration Committee	Chairman	-	25,000
	Members	-	15,000
Nomination Committee	Chairman	-	25,000
	Members	-	15,000

***/ Notes:**

The Company's Board of Directors at its Meeting No. 3/2010 held on 24 February 2010 adopted a resolution approving changes of Directors' remuneration, which remains the same

level, as approved by the shareholders' meeting, for the amount not exceeding Baht 8,600,000, and in line with the recommendation made by the Remuneration Committee.

The Annual General Meeting of Shareholders for the year 2008 had approved the revision of the remuneration of the Board of Directors to increase from THB 7,800,000 to THB 8,600,000. However, the rate of the monthly position allowances and the rate of the stipend for each meeting would remain unchanged. Accordingly, the Board of Directors is request for shareholders' meeting to authorize the Board of Directors to adjust Directors' remuneration, which remains the same level, as approved by the shareholders' meeting, for the amount not exceeding THB 8,600,000.

- **To consider the payment of the performance allowances to the directors for the 2009 performance.**

Each payment of the performance allowances to the directors has to be submitted to the shareholders at their Annual General Meeting for approval. In this connection, the shareholders previously approved the payments of performance allowances to the directors in the amount equal to one percent of the dividend payments approved for the shareholders for the years 2006-2008, the details of which are as follows;

(Unit: Baht)	2008	2007	2006
Performance allowances paid	11,666,440.23	11,998,386.03	10,665,232.02

The payments of the performance allowances should be in line with the dividend payments made to the shareholders. The Board of Directors has played an important role in establishing policies and governing the Company's conduct of business affairs. In this connection, the Company's net profit for 2009 amounts to THB 3,527,190,247. It is proposed that the shareholders approve the dividend payments of THB 0.95 per share or THB 1,213,938,217.85 in total.^{*/} It is deemed appropriate that the shareholders also approve the payment of the performance allowances to the directors in the amount of THB 12,139,382.18 ^{*/} which is equal to one percent of the dividend payments. The same rate also applies to the performance allowances previously approved for the years 2006-2008. The Board of Directors will then be authorized to consider allotments among the directors.

***/ Notes:**

The above amount of the performance allowances is dependent on the dividend payments whose calculation is based on the sum of the ordinary shares and the preference shares which amounts to 1,333,154,003 shares, less 55,324,300 ordinary shares repurchased by the Company under the 'treasury stock' project. The net sum of the ordinary shares and the preference shares after the treasury shares amounts to 1,277,829,703 shares.