

Supporting Document

Agenda Item 5 : To acknowledge a report on the remuneration of the Company's members of the Board of Directors and the members of sub-committees, approve the increase in the overall remuneration level of the members of the Board of Directors, and approve the performance allowances to the Board of Directors for the 2011 operating results

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 2011

Table 1: The remunerations of the members of various committees

Unit: Baht

Various Committees	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

In 2011, the Company paid the total remunerations of 9,265,000 baht to 4 committees, including the Board of Directors, the Audit Committee, the Remuneration Committee, and the Nomination Committee. The remunerations paid to the committees were position allowances and meeting stipends (excluding performance allowances). The details of which are as follows:

Table 2: The total amount of remunerations paid in 2011

Unit: Baht

Committees	Amount
Board of Directors	7,160,000
Audit Committee	1,900,000
Remuneration Committee	110,000
Nomination Committee	95,000
Total Remunerations	9,265,000

Note: The details are shown in the Annual Report 2011

3. To acknowledge the payments of the remuneration to the Board of Directors and the various sub-committees in 2012

The Company has paid the remuneration from January 2012 to present at the same rate as the remuneration paid in Table 1.

4. To approve the increase in the overall remuneration of the members of the Board of Directors

The information of the remunerations of the Board of Directors in the Banking industry shows that they have been increasing to reflect their respective duties and responsibilities. The current level of the remuneration of the Company's Board of Directors has been adopted since the Annual General Meeting of Shareholders for the Year 2007. The Board of Directors deems it appropriate to propose to the shareholders for approval the increase in overall remuneration of the members of the Board of Directors from the existing level of not more than 8,600,000 baht per annum to the level of not more than 11,000,000 baht per annum.

5. To consider the payment of the performance allowances to the directors for the 2011 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 2008-2010, the details of which are as follows;

Comparison of the payments of the performance allowances from the period of 2008 - 2010

(Unit: Baht)	2010	2009	2008
Performance allowances paid	15,333,956.44	12,139,382.18	11,666,440.23

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 2011 amounts to 1,635,132,788.22 baht. It is proposed that the shareholders approve the dividend payments of 1.20 baht per share or 1,533,395,643.60 baht in total.^{*/} It is deemed appropriate that the shareholders also approve the payment of the performance allowances to the directors in the amount of 15,333,956.44 baht^{*/} which is equal to one percent of the dividend payments. The same rate also applies to the performance allowances previously approved for the years 2008-2010. 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.