

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 and to approve the performance allowances to the Board of Directors for the 2012 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. This is done annually for proposing to the Company's Board of Directors.

2. Composition of the remuneration paid to the directors in 2012

Table 1: The remunerations rate

Unit: Baht

Committees	Position	Monthly position allowances (per person)		Stipends for each meeting (per person)	
		Jan - May	Jun - Dec*	Jan - May	Jun - Dec*
Board of Directors	Chairman	80,000	100,000	40,000	50,000
	Directors	40,000	50,000	20,000	25,000
Audit Committee	Chairman	40,000	50,000	15,000	18,750
	Members	30,000	37,500	10,000	12,500
Nomination Committee	Chairman	None	None	25,000	31,250
	Members	None	None	15,000	18,750
Remuneration Committee	Chairman	None	None	25,000	31,250
	Members	None	None	15,000	18,750

Note: * The Board of Directors' Meeting No. 5/2012 held on 28 May 2012 had a resolution to approve the increase in overall remuneration level paid to Board of Directors, the Audit Committee, the Nomination Committee, and the Remuneration Committee. This was effective from 1 June 2012.

Table 2: The total amount of remunerations paid in 2012

Unit: Baht

Committees	Amount
Board of Directors ⁽¹⁾	8,250,000
Audit Committee	2,013,750
Nomination Committee	206,250
Remuneration Committee	205,000
Total Remunerations⁽²⁾	10,675,000

Note: ⁽¹⁾ The Annual General Meeting of Shareholders for the Year 2012 held on 5 April 2012 approved the increase in the remuneration level paid to the Company's Board of Directors to not more than 11,000,000 baht per annum (excluding the remuneration for sub-committees and the performance allowance). This was effective from April 2012.

⁽²⁾ In 2012, the Company paid the total remunerations of 10,675,000 baht to four monthly committees, including the Board of Directors, the Audit Committee, the Nomination Committee, and the Remuneration Committee. The remunerations paid to the

committees were position allowances and meeting stipends (excluding performance allowances). The details are shown in the Annual Report 2012.

3. To acknowledge the payments of the remuneration to the Board of Directors and the various sub-committees in 2013

Unit: Baht

Committees	Position	Monthly position allowances (per person)	Stipends for each meeting (per person)
Board of Directors	Chairman	100,000	50,000
	Directors	50,000	25,000
Audit Committee	Chairman	50,000	18,750
	Members	37,500	12,500
Nomination Committee	Chairman	None	31,250
	Members	None	18,750
Remuneration Committee	Chairman	None	31,250
	Members	None	18,750

4. To approve the payment of the performance allowances to the directors for the 2012 performance.

Each payment of the performance allowances to the directors has to be submitted to the shareholders at their Annual General Meeting for approval. The performance allowances are fixed at the rate of one percent of the dividend payments approved for the shareholders. The details of which are as follows:

Comparison of the payments of the performance allowances from the period of 2010 - 2012

Unit: Baht

Item	For the Performance of the Year		
	2012	2011	2010
Performance allowances paid	17,889,615.84*	15,333,956.44	15,333,956.44

Note: * It is the amount of performance allowances proposed for consideration at the Annual General Meeting of Shareholders for the Year 2013.

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 2012 amounted to 2,891,693,219.41 baht. It is proposed that the shareholders approve the dividend payments of 1.40 baht per share or 1,788,961,584.20 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 17,889,615.84 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 2010-2011. The Board of Directors will then be authorized to consider allotments among the directors.