

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, to approve the performance allowance for the Board of Directors for 2013 operating results, and to approve the rate of performance allowances to be paid to the Board of Directors in 2014

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. Remuneration paid to the directors and the sub-committees

Table 1: The remunerations paid in 2013 and the remunerations rate for 2014 (January-March)

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
Risk Management Committee*	Chairman	30,000	30,000
	Members	20,000	20,000

Note: * The Board of Directors Meetings No. 11/2013 held on 25 November 2013 had a resolution to set the remuneration for Risk Management Committee. The remuneration is paid to the members who are Non-Executive Directors.

Table 2: The total amount of remunerations paid in 2013

Unit: Baht

Committees	Amount
Board of Directors ⁽¹⁾	8,925,000.00
Audit Committee	2,218,750.00
Nomination Committee	275,000.00
Remuneration Committee	206,250.00
Risk Management Committee ⁽²⁾	210,666.66
Total Remunerations⁽³⁾	11,835,666.66

- Note:**
- ⁽¹⁾ The Annual General Meeting of Shareholders 2012 adopted a resolution to increase the remuneration of the Board of Directors to not exceeding 11,000,000 baht per year (excluding the remuneration of the sub-committees and the performance allowances)
- ⁽²⁾ The Board of Directors' Meeting No. 9/2013 held on 23 September 2013 has established the Risk Management Committee. The first Risk Management Committee's meeting was held in November 2013
- ⁽³⁾ The above total remunerations payments are based on the monthly payment and committee meeting allowance (excluding the performance allowances). The details of the remuneration of each Directors are shown in the Annual Report 2013.,

3. Approval the payment of the performance allowances to the Directors from the 2013 performance

The Extraordinary Meeting of Shareholders No. 1/1993 held on 25 May 1993 approved a policy of performance allowance payment at the rate of one percent of the dividend payments approved for the shareholders.

Comparison of the payments of the performance allowances from the period of 2011 - 2013

Unit: Baht

Item	For the Performance of the Year		
	2013	2012	2011
Performance allowances paid	19,303,675.25*	17,889,615.84	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 2014.

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 2013 amounted to 2,180,441,872.73 baht. It is proposed that the shareholders approve the dividend payments of 1.60 baht per share or 1,930,367,524.80 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 19,303,675.25 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 2011-2012. The Board of Directors will then be authorized to consider allotments among the directors.