

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 2014 operating results, and to approve level of remuneration of the Board of Directors in 2015

1. Criteria and procedure in proposing remuneration

In determining the remuneration of the Directors and the sub-committees, the Company's Nomination and Remuneration Committee not only takes into consideration various appropriated factors and roles and responsibilities 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 rate of remuneration paid in 2014 (January - April)

Unit: Baht

Committees	Position	Monthly remuneration (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 rate of remunerations paid in 2014 (May – December) and the current remuneration rate

Unit: Baht

Committees	Position	Monthly remuneration (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	25,000
	Members	30,000	20,000
Nomination and Remuneration Committee *	Chairman	None	50,000
	Members	None	33,000
Risk Management Committee	Chairman	30,000	30,000
	Members	20,000	20,000

Note: * The Board of Directors Meeting No. 4/2014 held on 28 April 2014 had a resolution to combine the nomination committee and the remuneration committee into one namely “the Nomination and Remuneration Committee” and approved the new rate of remuneration including monthly remuneration and stipends for each meeting for the Audit Committee and the Nomination and Remuneration Committee. These changes have been in effective since 1 May 2014.

Table 3: The total amount of total remuneration paid in 2014

Unit: Baht

Committees	Amount
Board of Directors ⁽¹⁾	8,558,072.20
Audit Committee	2,162,142.86
Nomination Committee	168,750.00
Remuneration Committee	118,750.00
Nomination and Remuneration Committee ⁽²⁾	481,000.00
Risk Management Committee	797,419.35
Total Remuneration ⁽³⁾	12,286,134.41

Note: ⁽¹⁾ The Annual General Meeting of Shareholders 2014 approved the rate of remuneration paid to the Board of Directors 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. 4/2014 held on 28 April 2014 has combined the Nomination and the Remuneration Committees into one namely the Nomination and Remuneration Committee, effective on 1 May 2014.
- (3) The aforementioned total remuneration is based on the monthly remuneration and committee meeting allowance (excluding the performance allowances). The details of the remuneration of each director are shown in the Annual Report 2014.

3. Approval the payment of the performance allowance to the Directors from the 2014 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 allowance from the period of 2012 - 2014

Unit: Baht

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

Note: * It is the amount of performance allowance proposed for consideration at the Annual General Meeting of Shareholders for the Year 2015.

The payments of the performance allowance 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 (based on separate financial statements) for 2014 amounted to 1,652,614,938.76 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 allowance 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 2012-2013. The Board of Directors will then be authorized to consider allotments among the directors.