

### Supporting Document

**Agenda Item 5 : To acknowledge a report on the remunerations 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 2016 operating results, and to approve the level of remuneration of Directors and members of sub-committees in 2017**

#### 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 total amount of total remuneration paid in 2016

(Unit: Baht)

| Committees                               | Amount               |
|--|----------------------|
| Board of Directors <sup>(1)</sup>        | 8,762,068.97         |
| Audit Committee                          | 2,295,000.00         |
| Nomination and Remuneration Committee    | 696,000.00           |
| Risk Management Committee                | 920,000.00           |
| <b>Total Remuneration <sup>(2)</sup></b> | <b>12,673,068.97</b> |

**Note:** <sup>(1)</sup> The Annual General Meeting of Shareholders for the Year 2016 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).

<sup>(2)</sup> 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 2016.

Table 2: The rate of remunerations paid in 2016 and the current remuneration rate

(Unit: Baht)

| Committees                               | Position  | Monthly remuneration<br>(per person) | Stipends for each meeting<br>(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<br>Remuneration Committee | Chairman  | None                                 | 50,000                                    |
|  | Members   | None                                 | 33,000                                    |
| Risk Management Committee                | Chairman  | 30,000                               | 30,000                                    |
|  | Members   | 20,000                               | 20,000                                    |

**Note:** Remuneration paid to the Risk Management Committee only made to non-executive members.

Table 3: The rate of remunerations proposed for approval from 2017 Annual General Meeting of Shareholders

(Unit: Baht)

| Committees   | Position  | Monthly remuneration<br>(per person) | Stipends for each meeting<br>(per person) |
|--|-----------|--------------------------------------|---|
| Board of Directors<br>(The same rate applied currently)        | Chairman  | 100,000                              | 50,000                                    |
|  | Directors | 50,000                               | 25,000                                    |
| Audit Committee  | Chairman  | 60,000                               | 30,000                                    |
|  | Members   | 40,000                               | 20,000                                    |
| Nomination and<br>Remuneration Committee                       | Chairman  | 30,000                               | 20,000                                    |
|  | Members   | 20,000                               | 15,000                                    |
| Risk Management Committee<br>(The same rate applied currently) | Chairman  | 30,000                               | 30,000                                    |
|  | Members   | 20,000                               | 20,000                                    |

**Note:** 1. Remuneration paid to the Risk Management Committee only made to non-executive members.

2. After the approval is given by the Shareholders' Meeting, it will be effective from 1 May 2017.

### 3. Approval the payment of the performance allowance to the Directors from the 2016 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 2014 - 2016**

(Unit: Baht)

| Item                       | For the Performance of the Year |               |               |
|----------------------------|---------------------------------|---------------|---------------|
|                            | 2016                            | 2015          | 2014          |
| Performance allowance paid | 23,302,594.06*                  | 20,972,334.65 | 19,303,675.25 |

**Note:** \* It is the amount of performance allowance proposed for consideration at the Annual General Meeting of Shareholders for the Year 2017.

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 2016 amounted to 1,659,316,893.07 baht. It is proposed that the shareholders approve the dividend payments of 2.00 baht per share or 2,330,259,406.00 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 23,302,594.06 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 2014-2015. The Board of Directors will then be authorized to consider allotments among the directors.