

**Supporting Document**

**Agenda Item 5 :**      **To acknowledge the directors' remuneration in 2008 and approve the payment of performance allowances to the directors for the 2008 performance**

**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 appropriate 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 2008**

(Unit: Baht)

	<b>Position</b>	<b>Monthly position allowances (per person)</b>	<b>Stipends for each meeting (per person)</b>
Board of Directors	Chairman	60,000	40,000
	Directors	30,000	20,000
Audit Committee <sup>*/</sup>	Chairman	50,000	-
	Members	20,000	-
Remuneration Committee	Chairman	-	15,000
	Members	-	10,000
Nomination Committee	Chairman	-	15,000
	Members	-	10,000

The shareholders approved a budget of 8,600,000 baht (eight million six hundred thousand baht) for the directors' remuneration in line with a resolution previously adopted at the shareholders' meeting.

**3. Composition of the remuneration to be paid to the directors in 2009**

(Unit: Baht)

	<b>Position</b>	<b>Monthly position allowances (per person)</b>	<b>Stipends for each meeting (per person)</b>
Board of Directors	Chairman	60,000	40,000
	Directors	30,000	20,000
Audit Committee	Chairman	40,000	-
	Members	30,000	-
Remuneration Committee	Chairman	-	15,000
	Members	-	10,000
Nomination Committee	Chairman	-	15,000
	Members	-	10,000

**\*/ Notes:**

The Company's Board of Directors at its Meeting No. 2/2009 held on 26 February 2009 adopted a resolution approving changes of the position allowances of the chairman and members of the Audit Committee to 40,000 baht per month and 30,000 baht per month respectively, in line with the recommendation made by the Remuneration Committee.

- **To consider the payment of the performance allowances to the directors for the 2008 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 2005-2007, the details of which are as follows:

(Unit: Baht)

	2007	2006	2005
Performance allowances paid	11,998,386.03	10,665,232.02	10,665,232.02

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 2008 amounts to 1,366,010,779.37 baht. It is proposed that the shareholders approve the dividend payments of 0.90 baht per share or 1,166,640,022.70 baht in total.<sup>\*/</sup> It is deemed appropriate that the shareholders also approve the payment of the performance allowances to the directors in the amount of 11,666,440.23 baht<sup>\*/</sup> which is equal to one percent of the dividend payments. The same rate also applies to the performance allowances previously approved for the years 2005-2007. 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 (as at 31 March 2008) 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. However, the dividend payments which are used in calculating the amount of the performance allowances may decrease before the ex-dividend date (13 May 2009) in line with the net sum of the ordinary shares and the preference shares since the repurchasing period under the project expires on 14 June 2009.