

Supporting Document

Agenda Item 5 : To acknowledge the payment of remuneration for the directors and members of sub-committees in 2010 and to approve the payment of performance allowances to the directors for the 2010 Company's 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 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.

2. Composition of the remuneration paid to the directors in 2010

(Unit: Baht)

	Position	Monthly position allowances^{*/} (per person)	Stipends for each meeting^{*/} (per person)
Board of Directors	Chairman	80,000	40,000
	Directors	40,000	20,000
Audit Committee	Chairman	40,000	15,000
	Members	30,000	10,000
Remuneration Committee	Chairman	-	25,000
	Members	-	15,000
Nomination Committee	Chairman	-	25,000
	Members	-	15,000

^{*/} **Notes:** 2010 Annual General Meeting of Shareholders held on 7 April 2010 had a resolution to authorize the Board of Directors to allocate the remuneration among the directors in which the total amount of the remuneration would not exceed THB 8,600,000 per annum (excluding the performance allowances), starting from April 2010.

3. Composition of the remuneration to be paid to the directors in 2011

(Unit: Baht)

	Position	Monthly position allowances^{*/} (per person)	Stipends for each meeting^{*/} (per person)
Board of Directors	Chairman	80,000	40,000
	Directors	40,000	20,000
Audit Committee	Chairman	40,000	15,000
	Members	30,000	10,000
Remuneration Committee	Chairman	-	25,000
	Members	-	15,000
Nomination Committee	Chairman	-	25,000
	Members	-	15,000

- **To consider the payment of the performance allowances to the directors for the 2010 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 2007-2009, the details of which are as follows;

Comparison of the payments of the performance allowances from the period of 2007 - 2009

(Unit: Baht)	2009	2008	2007
Performance allowances paid	12,139,382.18	11,666,440.23	11,998,386.03

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 2010 amounts to THB 2,817,624,191.21. It is proposed that the shareholders approve the dividend payments of THB 1.20 per share or THB 1,533,395,643.60 in total.^{*/} It is deemed appropriate that the shareholders also approve the payment of the performance allowances to the directors in the amount of THB 15,333,956.44 ^{*/} which is equal to one percent of the dividend payments. The same rate also applies to the performance allowances previously approved for the years 2007-2009. 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 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.