

Agenda No. 7 To consider and approve the remunerations for directors and members of sub-committees.

The Board of Directors has considered determining the Directors' remuneration to be in line with the Company's performance and the roles and responsibilities of each member of the Board of Directors to be in an appropriate level comparable to the market and the same industry. The Board of Directors has an opinion to propose the shareholders to approve the remunerations in the form of monthly standard fee, meeting allowance for directors and members of sub-committees and bonus for the year 2019 at the total amount of not exceeding Baht 10 (ten) million which is the same rate as the year 2018 and authorized the Board of Directors to allocate the remunerations to directors and members of sub-committee as deemed appropriate.

Description	Year 2019 (Proposed Year)	Year 2018	
		Proposed amount	Actual amount paid
Directors' remuneration (Baht)	10 million	10 million	8.92 million
Other benefits	None	None	

For year 2018, the remuneration in the form of monthly standard fee and meeting allowance paid to directors and members of sub-committees was Baht 7.29 million and the remuneration in the form of bonus paid to non-executive directors was Baht 1.63 million of which the amount is in line with the director bonus policy as described in the table below, which is not exceeding the remuneration budget of Baht 10 million as approved by the shareholders at the 1/2018 AGM on 25 April 2018. The Company did not pay any other forms of remuneration or benefits to directors apart from the remuneration as aforementioned.

The details of remuneration paid to directors and sub-committees and bonus in 2019 are as follows :

Committee	Type of Remuneration	Current Remuneration
Non-executive directors	Standard Monthly Fees	Baht 150,000 - Chairperson Baht 24,500 per non-executive director
	Attendance Fee per meeting	Baht 54,000 - Chairperson Baht 31,500 per non-executive director
	Bonus	A bonus for all non-executive directors shall be paid at a rate of not exceeding 1% of the consolidated net profit of the Company (after deducting unrealized gains/losses). The board of directors will fix the appropriate amount of the bonus to be payable to the directors (in line with the above director bonus policy).
Audit Committee	Attendance Fee per meeting	Baht 33,600 - Chairperson Baht 28,000 per director

Committee	Type of Remuneration	Current Remuneration
Nomination and Remuneration Committee	Attendance Fee per meeting	Baht 25,200 - Chairperson Baht 21,200 per director
Risk Management Committee	Attendance Fee per meeting	Baht 15,120 - Chairperson Baht 12,600 per director
Corporate Governance Committee	Attendance Fee per meeting	Baht 15,120 - Chairperson Baht 12,600 per director

Remark : The Company does not offer any other forms of remuneration or benefits to directors apart from the remuneration as detailed above.

Comparison of Directors' Remuneration

The latest 2018 Directors' Remuneration Report surveyed by the Thai Institute of Directors Association, providing listed companies statistical information of director's remuneration, is used as an index for comparison with the directors' remuneration of the Company for 2019 as follows:

Directors' remuneration of listed company with revenues exceeding Baht 10,000 million

Unit: Baht

Chairman	Median	Min	Max	TTA
Retainer Fee	52,000	20,000	340,000	150,000
Attendance Fee per meeting	35,000	6,250	360,000	54,000

Non-executive Directors	Median	Min	Max	TTA
Retainer Fee/person/month	30,000	10,000	150,000	24,500
Attendance Fee per meeting	20,000	5,000	180,000	31,500

Remuneration for sub-committee surveyed by IOD for 2018 considering companies with revenues exceeding Baht 10,000 million

- a) Attendance fee for Audit Committee as surveyed by IOD

Unit: Baht

Per person/per meeting	Median	Min	Max	TTA
Chairman	31,800	6,250	100,000	33,600
Member of Committee	24,000	5,000	90,000	28,000

- b) Attendance fee for Nomination and Remuneration Committee as surveyed by IOD

Unit: Baht

Per person/per meeting	Median	Min	Max	TTA
Chairman	30,000	6,250	90,000	25,200
Member of Committee	20,000	6,000	90,000	21,000

c) Attendance fee for Corporate Governance Committee as surveyed by IOD

Unit: Baht

Per person/per meeting	Median	Min	Max	TTA
Chairman	26,250	6,250	90,000	15,120
Member of Committee	19,000	5,000	90,000	12,600

Criteria and Procedures to Determine the Remuneration

The Nomination and Remuneration Committee carefully determined the directors' remuneration regarding appropriateness in various aspects as well as the financial performance of the Company, and therefore was of the opinion to propose the shareholders to consider and approve remunerations for directors and members of sub-committees for the year 2019.