

**Agenda No. 7 To acknowledge remunerations for directors and members of sub-committees pursuant to the remuneration policy for directors and members of sub-committees.**

With reference to the Director Compensation Best Practices of Thai Institute of Directors Association (“IOD”), issue 1/2006, September 2006, the IOD has proposed the director compensation best practices which deal with three elements of director compensation as follows:

- 1) Retainer Fee - Monthly retainer fees to non-executive directors (regardless of the meeting frequency) should take the following factors into consideration: industry practices, operating performance, knowledge, competency and experience of directors;
- 2) Attendance Fee – It is considered on a per meeting basis, i.e., the fee is paid only to a director who attends a meeting;
- 3) Incentive Fee – It is paid as an incentive to the directors each year and is tied to the values created for the shareholders e.g., profitability and dividend.

In order to align with the Director Compensation Best Practices of IOD, corresponding to the roles and responsibilities of directors, the Board of Directors is of an opinion to propose the shareholders to acknowledge the remunerations for directors and members of sub-committees for the 2015 calendar year which are in accordance with the remuneration policy for directors and members of sub-committees which was approved by the shareholders on 28 January 2015 and become effective from the 2015 calendar year onwards until shareholders approve further changes. For director bonus, the payment of the remuneration is based on the financial performance of the fiscal year ended 30 September 2014 onwards.

Remuneration of Directors and Sub-committees

Committee	Type of Remuneration	Current Policy
Non-executive directors	Standard monthly fees	Baht 150,000 - Chairperson Baht 35,000 per non-executive director
	Attendance fee per meeting	Baht 54,000 - Chairperson (1.20 times of non-executive director attendance fee)  Baht 45,000 per non-executive director
	Travelling Allowance	From Asia to Thailand : USD 500 per day  From Europe/USA and others to Thailand : USD 1,000 per day
	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 compliance with the above director bonus policy).

<b>Committee</b>	<b>Type of Remuneration</b>	<b>Current Policy</b>
Audit Committee	Attendance Fee per meeting	Baht 48,000 - Chairperson (1.20 times of Audit Committee attendance fee)  Baht 40,000 per director
Nomination and Remuneration Committee	Attendance Fee per meeting	Baht 36,000 - Chairperson (1.20 times of Nomination and Remuneration Committee attendance fee)  Baht 30,000 per director
Risk Management Committee	Attendance Fee per meeting	Baht 21,600 - Chairperson (1.20 times of Risk Management Committee attendance fee)  Baht 18,000 per director
Corporate Governance Committee	Attendance Fee per meeting	Baht 21,600 - Chairperson (1.20 times of Corporate Governance Committee attendance fee)  Baht 18,000 per director

### **Comparison of Directors' Remuneration for Acknowledgement**

The latest 2014 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 current directors' remuneration of the Company for 2015 as follows:

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

Unit: Baht				
Chairman	Median	Min	Max	TTA
Retainer Fee	64,000	15,000	320,000	150,000
Attendance Fee per meeting	30,000	10,000	157,500	54,000

Non-executive Directors	Median	Min	Max	TTA
Retainer Fee/person/month	30,000	4,000	140,000	35,000
Attendance Fee per meeting	20,000	8,000	300,000	45,000

Remuneration for sub-committee surveyed by IOD for 2014 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	30,000	6,000	60,000	48,000
Member of Committee	20,000	5,000	78,000	40,000

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

Unit: Baht

Per person/per meeting	Median	Min	Max	TTA
Chairman	25,000	6,000	75,000	36,000
Member of Committee	20,000	5,000	75,000	30,000

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

Unit: Baht

Per person/per meeting	Median	Min	Max	TTA
Chairman	23,000	6,000	35,000	21,600
Member of Committee	15,000	5,000	30,000	18,000

d) Attendance fee for Risk Management Committee as surveyed by IOD

Unit: Baht

Per person/per meeting	Median	Min	Max	TTA
Chairman	25,000	6,000	75,000	21,600
Member of Committee	17,500	5,000	75,000	18,000

### 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 business growth of the Company, and therefore was of the opinion to propose the shareholders to acknowledge remunerations for directors and members of sub-committees pursuant to the remuneration policy for directors and members of sub-committees which was approved by the shareholders on 28 January 2015 and become effective from the 2015 calendar year onwards until shareholders approve further changes.