

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

Since the Company reported the losses for the financial year 2015, the Board of Directors approved to set the remunerations for directors and members of sub-committees for the year 2016 at the total amount of not exceeding Baht 10 (ten) million decreased by 30%, comparing to the previous year of Baht 14.32 million. In addition, there is no directors bonus from the 2015 financial performance ended 31 December 2015 since the Company reported losses for the 2015 financial year.

**Comparison of the 2016 and 2015 Remuneration of Directors**

Detail of Remuneration	Year 2016 (Proposed Year)	Year 2015	
	Total Remuneration (Baht)	Name	Total Remuneration in a year (Baht)
Remuneration in Cash	At the amount of not exceeding Baht 10 (ten) million and authorized the Board of Directors to allocate the remunerations to directors and members of sub-committees as deemed appropriate.	1. Mr. Prasert Bunsumpun	4,100,000
		2. Mr. Chalermchai Mahagitsiri	-
		3. Mr. Jean Paul Thevenin	1,435,000
		4. Mr. Chia Wan Huat Joseph	1,521,400
		5. Mr. Krish Follett	1,302,000
		6. Mr. Santi Bangor	1,507,000
		7. Ms. Ausana Mahagitsiri	1,023,000
		8. Mr. Mohammed Rashed Ahmad M. Al Nasser	915,000
		9. Mr. Yves Barbieux	870,000
		10. Mr. Cherdpong Siriwit	1,204,000
		11. Mr. Chitrapongse Kwangsukstith	446,452
			<b>Total Remuneration</b>

The Board of Directors proposed to the meeting of shareholders to consider and approve the remunerations for directors and members of sub-committees for the year 2016 at the total amount of not exceeding Baht 10 (ten) million and authorized the Board of Directors to allocate the remunerations to directors and members of sub-committees as deemed appropriated. The remuneration of each type will not exceed the amount in the table next page.

<b>Committee</b>	<b>Type of Remuneration</b>	<b>Remuneration</b>
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
	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 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**

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 directors' remuneration of the Company for 2016 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 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 2016.