

**Agenda No. 10 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. The Board of Directors is of an opinion to propose the shareholders to approve the remunerations in the form of monthly standard fee and meeting allowance for directors and members of sub-committees for the year 2017 at the total amount of not exceeding Baht 10 (ten) million which is the same rate as the year 2016 and authorized the Board of Directors to allocate the remunerations to directors and members of sub-committees as deemed appropriate.

The total remuneration for directors and members of sub-committees for the year 2016 was approximately Baht 9.4 million. In addition, there is no director bonus from the 2016 financial performance ended 31 December 2016 since the Company reported losses for the 2016 financial year.

Description	Year 2017 (Proposed Year)	Year 2016	
		Proposed amount	Actual amount paid
Directors' remuneration (Baht)	10 million	10 million	Approximately 9.4 million

Details of remunerations for directors and Board committees in 2016 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
Nomination and Remuneration Committee	Attendance Fee per meeting	Baht 25,200 - Chairperson Baht 21,200 per director

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

### Comparison of Directors' Remuneration

The latest 2016 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 2017 as follows:

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

Unit: Baht

<b>Chairman</b>	<b>Median</b>	<b>Min</b>	<b>Max</b>	<b>TTA</b>
Retainer Fee	60,000	19,267	340,000	150,000
Attendance Fee per meeting	40,000	10,000	100,000	54,000

  

<b>Non-executive Directors</b>	<b>Median</b>	<b>Min</b>	<b>Max</b>	<b>TTA</b>
Retainer Fee/person/month	30,000	10,000	75,000	24,500
Attendance Fee per meeting	24,850	10,000	300,000	31,500

Remuneration for sub-committee surveyed by IOD for 2016 considering companies with revenues exceeding Baht 10,000 million

a) Attendance fee for Audit Committee as surveyed by IOD

Unit: Baht

<b>Per person/per meeting</b>	<b>Median</b>	<b>Min</b>	<b>Max</b>	<b>TTA</b>
Chairman	30,000	7,200	60,000	33,600
Member of Committee	25,000	6,000	42,000	28,000

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

Unit: Baht

<b>Per person/per meeting</b>	<b>Median</b>	<b>Min</b>	<b>Max</b>	<b>TTA</b>
Chairman	25,000	7,200	60,000	25,200
Member of Committee	18,000	5,000	40,000	21,000

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

Unit: Baht

<b>Per person/per meeting</b>	<b>Median</b>	<b>Min</b>	<b>Max</b>	<b>TTA</b>
Chairman	25,000	7,200	45,000	15,120
Member of Committee	16,500	6,000	20,000	12,600

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

Unit: Baht

<b>Per person/per meeting</b>	<b>Median</b>	<b>Min</b>	<b>Max</b>	<b>TTA</b>
Chairman	25,000	7,200	50,000	15,120
Member of Committee	19,000	6,000	40,000	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 2017.