

Supporting Document
Agenda Item 6: To fix the remuneration for Directors

Remuneration for Directors for 2013

The proposed remuneration for Directors at the total amount not exceeding Baht 25,000,000 per year consists of:

Monthly remuneration at the total amount not exceeding	Baht 15,000,000 per year
Annual bonus at the total amount not exceeding	Baht 10,000,000 per year

The proposed remuneration is for 10 Directors as follows:

Monthly Remuneration		<u>Baht/Person/Year</u>
Directors	6 persons	900,000
Chairman of the Audit Committee	1 person	1,440,000
Audit Committee Members	3 persons	1,080,000

- Remarks:
1. The Company has 15 Directors. Three Executive Directors who receive monthly salary or advisory fee shall not be entitled to receive Director’s remuneration.
 2. The Chairman and Vice Chairman expressed their intention not to receive remuneration.
 3. Same amount as last year which was approved by the Shareholders’ Meeting.

Remuneration and Bonuses for the Non-Executive Directors of SET’s and MAI’s listed Companies are as follows:

Remuneration

1. The Remuneration approved by Shareholders at the Annual General Shareholders Meeting in 2012 in every business sector totalling 158 companies

	<u>Baht/Board</u>
Mean	9,257,305
Median	5,500,000
Minimum	237,600
Maximum	88,410,000

2. The Remuneration approved by Shareholders at the Annual General Shareholders Meeting in 2012 in service business sector totalling 25 companies

	<u>Baht/Board</u>
Mean	9,369,396
Median	6,252,000
Minimum	425,000
Maximum	61,466,000

3. Total Revenue of THB 10,001 – 50,000 Million, totalling 35 companies

	<u>Baht/Board</u>
Mean	10,348,688
Median	7,500,000
Minimum	2,400,000
Maximum	40,000,000

Bonuses for Non-Executive Directors

 1. Bonuses for Non-Executive Directors in every business sector totalling 98 companies

	<u>Baht/Person/Year</u>
Mean	669,879
Median	279,000
Minimum	20,000
Maximum	4,800,000

 2. Bonuses for Non-Executive Directors in service business sector totalling 13 companies

	<u>Baht/ Person/Year</u>
Mean	478,483
Median	277,000
Minimum	35,400
Maximum	2,527,000

 3. Total Revenue of THB 10,001 – 50,000 Million, totalling 19 companies

	<u>Baht/ Person/Year</u>
Mean	757,159
Median	517,500
Minimum	35,000
Maximum	2,450,000

* Source from survey report of the 2012 director's remuneration for the listed company from Thai Institute of Directors Association (IOD)

Directors' Remuneration for 2012 and 2011

No.	Director	Position	2012			2011		
			Remuneration	Bonus	Total	Remuneration	Bonus	Total
1	Mr. Charoen Sirivadhanabhakdi ⁽¹⁾	Chairman	-	-	-	-	-	-
2	Khunying Wanna Sirivadhanabhakdi ⁽²⁾	Vice Chairman	-	-	-	-	-	-
3	Mr. Chaiyut Pilun-Owad	Director	900,000	404,469	1,304,469	900,000	376,250	1,276,250
4	Mr. Thirasakdi Nathikanchanalab	Director	-	-	-	-	-	-
5	Mr. Prasert Maekwatana	Director	900,000	346,688	1,246,688	900,000	322,500	1,222,500
6	Mr. Sithichai Chaikriangkrai	Director	900,000	3,466,875	4,366,875	900,000	3,225,000	4,125,000
7	Mr. Aswin Techajareonvikul	Director	-	-	-	-	-	-
8	Mrs. Thapanee Techajareonvikul	Director	-	-	-	-	-	-
9	Mr. Thapana Sirivadhanabhakdi	Director	900,000	-	900,000	900,000	-	900,000
10	Mr. Panot Sirivadhanabhakdi	Director	900,000	-	900,000	900,000	-	900,000
11	Mr. Prasit Kovilaikool ⁽³⁾	Independent Director and Chairman of the Audit Committee	1,360,862	567,026	1,927,888	900,000	236,500	1,136,500
12	Mr. Weerawong Chittmittrapap	Independent Director and Audit Committee Member	1,080,000	360,000	1,440,000	1,080,000	300,000	1,380,000
13	Mr. Suvit Maesincee	Independent Director and Audit Committee Member	1,080,000	450,000	1,530,000	1,080,000	387,000	1,467,000
14	Ms. Potjane Thanavarant	Independent Director	900,000	254,238	1,154,238	900,000	236,500	1,136,500
15	Police General Krisna Polananta ⁽⁴⁾	Independent Director and Audit Committee Member	921,724	230,431	1,152,155	-	-	-
Director who was relieved of the position								
1	Mr. Staporn Kavitanon ⁽⁵⁾	Independent Director and Chairman of the Audit Committee	128,276	-	-	1,440,000	1,290,000	2,730,000
Total			9,970,862	6,079,727	15,922,312	9,900,000	6,373,750	16,273,750

Remarks

1. He expressed his intention not to receive remuneration from 1 April 2008 onwards.
2. She expressed her intention not to receive remuneration from 1 April 2008 onwards.
3. He was appointed as the Chairman of the Audit Committee, effective on 23 February 2012 onwards.
4. 2012 Remuneration during 23 February 2012 – 31 December 2012
5. 2012 Remuneration during 1 January 2012 -2 February 2012