

Enclosure for Agenda 5

Directors Remuneration for the year 2021

- 2021 directors' remunerations (same rate as last year)

Director Remuneration (Baht)	2019	2020	2021
Directors			
For Executive Director (per annum per director)	200,000	200,000	200,000
For Non-executive Director			
Quarter Meeting (per quarter meeting per director)	300,000	300,000	300,000
Other Meeting (per meeting per director)	25,000	25,000	25,000
Audit Committee			
For Chairman of the Audit Committee			
Annual Fee	250,000	250,000	250,000
Meeting Fee (per meeting)	60,000	60,000	60,000
For Member of the Audit Committee			
Annual Fee (per person)	125,000	125,000	125,000
Meeting Fee (per meeting per person)	40,000	40,000	40,000
Compensation Committee			
Annual Fee			
For Chairman of the Compensation Committee	150,000	150,000	150,000
For Member of the Compensation Committee (per annum per person)	100,000	100,000	100,000
Meeting Fee (per meeting per person)	25,000	25,000	25,000
Nominating and Corporate Governance Committee			
Annual Fee			
For Chairman of the Nominating and Corporate Governance Committee	150,000	150,000	150,000
For Member of the Nominating and Corporate Governance Committee (per annum per person)	100,000	100,000	100,000
Meeting Fee (per meeting per person)	25,000	25,000	25,000
Risk Management Oversight Committee* (for Non-Executive Directors only)			
Annual Fee			
For Chairman of the Risk Management Oversight Committee	150,000	150,000	150,000
For Member of the Risk Management Oversight Committee (per annum per person)	100,000	100,000	100,000
Meeting Fee (per meeting per person)	25,000	25,000	25,000

In addition to the remuneration, directors also received director privileges, of which value is equivalent to 25,000 Baht as defined per property per year.

Industry's information for considering Directors' Remuneration

1. Remuneration for Directors

1.1 Remuneration for Executive Director

2020 Annual Compensation for Executive Director ⁽¹⁾				Remuneration for Executive Director	
Classification	Retainer Fee (Baht/Year)			Actual Paid in 2020	Estimated Payment in 2021
	Average	Min	Max		
Classified by Revenue Size Revenue Size (MB)> 50,000	777,636	200,004	1,800,000	140,000 Baht per person (Directors voluntary cut down 30% of annual fees, to help conserve the Company's cash flow)	200,000 Baht per person
Classified by Industry Sector Agro & Food Industry	393,240	120,000	1,200,000		
Property & Construction	460,656	87,000	1,728,000		
Services	376,656	120,000	1,200,000		

(1) Source: IOD's 2020 Thai Directors Compensation Survey Table 2 (annualized)

1.2 Remuneration for Non-Executive Director

2020 Annual Compensation for Member of the Non-Executive Director ⁽²⁾										Remuneration for Non-Executive Director	
Classification	Retainer fee (Baht/Year)			Meeting Allowance (Baht/Year)			Bonus (Baht/Year)			Actual Paid in 2020	Estimated Payment in 2021
	Average	Min	Max	Average	Min	Max	Average	Min	Max		
Classified by Revenue Size Revenue Size (MB)> 50,000	876,984	300,000	2,496,000	52,029	10,000	300,000	2,271,201	252,272	3,934,426	1,227,500 Baht per person (with voluntary cut down 30% of 2 meeting fees, to help conserve the Company's cash flow)	1,300,000 Baht per person
Classified by Industry Sector Agro & Food Industry	392,556	120,000	1,200,000	44,370	10,000	300,000	439,724	30,000	1,700,400		
Property & Construction	504,840	87,000	1,800,000	21,192	5,000	42,000	690,800	100,000	3,600,000		
Services	379,800	120,000	1,200,000	25,297	5,000	175,000	558,986	77,467	2,916,667		

(2) Source: IOD's 2020 Thai Directors Compensation Survey Table 3 (annualized) Table 6 and Table 9

2. Remuneration for the Audit Committee

2.1 Remuneration for Chairman of the Audit Committee

2020 Annual Compensation for Chairman of the Audit Committee ⁽³⁾							Remuneration for Chairman of the Audit Committee	
Classification	Retainer fee (Baht/Year)			Meeting Allowance (Baht/Year)			Actual Paid in 2020	Estimated Payment in 2021
	Average	Min	Max	Average	Min	Max		
Classified by Revenue Size Revenue Size (MB)> 50,000	932,064	150,000	5,400,000	40,521	10,000	65,000	472,000 Baht (with 1 meeting in 2Q2020 voluntary cut 30% fee to help conserve MINT cash flow)	490,000 Baht
Classified by Industry Sector Agro & Food Industry	925,560	159,996	5,400,000	38,511	7,200	90,000		
Property & Construction	457,308	105,000	1,800,000	28,813	5,000	65,000		
Services	500,544	60,000	1,500,000	27,345	5,000	87,000		

(3) Source: IOD's 2020 Thai Directors Compensation Survey Table 21 (annualized) and Table 23

2.2 Remuneration for Member of the Audit Committee

2020 Annual Compensation for Member of the Audit Committee ⁽⁴⁾							Remuneration for Member of the Audit Committee	
Classification	Retainer fee (Baht/Year)			Meeting Allowance (Baht/Year)			Actual Paid in 2020	Estimated Payment in 2021
	Average	Min	Max	Average	Min	Max		
Classified by Revenue Size Revenue Size (MB)> 50,000	582,468	120,000	2,400,000	31,000	10,000	50,000	273,000 Baht per person (with 1 meeting in 2Q2020 voluntary cut 30% fee to help conserve MINT cash flow)	285,000 Baht per person
Classified by Industry Sector Agro & Food Industry	471,672	60,000	2,400,000	24,333	6,000	50,000		
Property & Construction	325,800	52,500	1,200,000	19,644	4,375	50,000		
Services	302,928	22,500	1,200,000	20,434	5,000	50,000		

(4) Source: IOD's 2020 Thai Directors Compensation Survey Table 22 (annualized) and Table 24

3. Remuneration for the Compensation Committee

3.1 Remuneration for Chairman of the Compensation Committee

2020 Annual Compensation for Chairman of the Compensation Committee ⁽⁵⁾							Remuneration for Chairman of the Compensation Committee	
Classification	Retainer fee (Baht/Year)			Meeting Allowance (Baht/Year)			Actual Paid in 2020	Estimated Payment in 2021
	Average	Min	Max	Average	Min	Max		
Classified by Revenue Size Revenue Size (MB)> 50,000	150,000	150,000	150,000	32,313	25,000	37,500	225,000 Baht	200,000 Baht
Classified by Industry Sector Agro & Food Industry	150,000	150,000	150,000	25,000	25,000	25,000		
Property & Construction	100,008	50,004	100,008	20,500	10,000	37,500		
Services	0	0	0	26,000	26,000	26,000		

(5) Source: IOD's 2020 Thai Directors Compensation Survey Table 33 (annualized) and Table 35

3.2 Remuneration for Member of the Compensation Committee

2020 Annual Compensation for Member of the Compensation Committee ⁽⁶⁾							Remuneration for Member of the Compensation Committee	
Classification	Retainer fee (Baht/Year)			Meeting Allowance (Baht/Year)			Actual Paid in 2020	Estimated Payment in 2021
	Average	Min	Max	Average	Min	Max		
Classified by Revenue Size Revenue Size (MB)> 50,000	99,996	99,996	99,996	25,6258	22,500	30,000	175,000 Baht per person	150,000 Baht per person
Classified by Industry Sector Agro & Food Industry	99,996	99,996	99,996	25,000	25,000	25,000		
Property & Construction	75,000	50,004	99,996	15,333	10,000	25,000		
Services	0	0	99,996	20,000	20,000	20,000		

(6) Source: IOD's 2020 Thai Directors Compensation Survey; Table 34 (annualized) and Table 37

4. Remuneration for the Nominating and Corporate Governance Committee

4.1 Remuneration for Chairman of the Nominating and Corporate Governance Committee

2020 Annual Compensation for Chairman of the NCG Committee ⁽⁷⁾							Remuneration for Chairman of the Nominating and Corporate Governance Committee	
Classification	Retainer fee (Baht/Year)			Meeting Allowance (Baht/Year)			Actual Paid in 2020	Estimated Payment in 2021
	Average	Min	Max	Average	Min	Max		
Classified by Revenue Size Revenue Size (MB)> 50,000	150,000	150,000	150,000	30,583	25,000	37,500	200,000 Baht	225,000 Baht
Classified by Industry Sector Agro & Food Industry	150,000	150,000	150,000	25,000	25,000	25,000		
Property & Construction	150,000	150,000	150,000	37,500	37,500	37,500		
Services	0	0	0	26,000	26,000	26,000		

(7) Source: IOD's 2020 Thai Directors Compensation Survey Table 49 (annualized) and Table 51

4.2 Remuneration for Member of the Nominating and Corporate Governance Committee

2020 Annual Compensation for Member of the NCG Committee ⁽⁸⁾							Remuneration for Member of the Nominating and Corporate Governance Committee	
Classification	Retainer fee (Baht/Year)			Meeting Allowance (Baht/Year)			Actual Paid in 2020	Estimated Payment in 2021
	Average	Min	Max	Average	Min	Max		
Classified by Revenue Size Revenue Size (MB)> 50,000	99,996	99,996	99,996	24,167	22,500	25,000	150,000 Baht per person	175,000 Baht per person
Classified by Industry Sector Agro & Food Industry	99,996	99,996	99,996	25,000	25,000	25,000		
Property & Construction	99,996	99,996	99,996	25,000	25,000	25,000		
Services	0	0	0	20,000	20,000	20,000		

(8) Source: IOD's 2020 Thai Directors Compensation Survey Table 50 (annualized) and Table 53

Note: Risk Management Oversight Committee Compensation information was not available in IOD's 2020 Thai Directors Compensation Survey

Duties and Responsibilities of Sub-Committee

Audit Committee Scope of Responsibilities

1. To meet to review and discuss with management and the independent auditors the annual audited financial statements and quarterly financial statements, including the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" and any other matters required to be reviewed under applicable legal and regulatory provisions.
2. To discuss with management and the independent auditor, as appropriate, earnings press releases and financial information and earnings guidance provided to analysts and to rating agencies.
3. To select and make a recommendation on the appointment, re-appointment and removal of the independent auditor to examine the Company's accounts, controls and financial statements. The Committee shall have the authority and responsibility to select, evaluate, compensate and oversee the work of any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audits, review or attest services for the Company (including resolution of disagreements between management and the auditor regarding financial reporting). The independent auditor and each such registered public accounting firm will report directly to the Committee. The Committee shall have the authority to pre-approve all audit engagement fees and terms and the Committee must pre-approve any audit and non-audit service provided to the Company by the Company's independent auditor. The Committee shall recommend the Board to propose to shareholders to appoint the Company's independent auditor and approve their audit fees at the Annual General Meeting.
4. To discuss with management and the independent auditor, as appropriate, any audit problems or difficulties and management's response, and the Company's risk assessment and risk management policies, including the Company's major financial risk exposure and steps taken by management to monitor and mitigate such exposure.
5. To review the Company's financial reporting and accounting standards and principles, significant changes in such standards or principles or in their application and the key accounting decisions affecting the Company's financial statements, including alternatives to, and the rationale for, the decisions made.
6. To review and approve the internal corporate audit staff functions, including: (i) purpose, authority and organizational reporting lines; (ii) annual audit plan, budget and staffing and; (iii) concurrence in the appointment, compensation and rotation of the department head corporate audit staff.
7. To review, with the Chief Financial Officer, the Department Head- Corporate Audit, or others as the Committee deems appropriate, the Company's internal system of audit and financial controls and the results of internal audits.
8. To obtain and review at least annually a formal written report from the independent auditor delineating: the auditing firm's internal quality-control procedures; the auditing firm's independence; and any material issues raised within the preceding five years by the auditing firm's internal quality-control reviews, by peer reviews of the firm, or by any governmental or other inquiry or investigation relating to any audit conducted by the firm. The Committee will also review steps taken by the auditing firm to address any findings in any of the foregoing reviews. Also, in order to assess auditor independence, the Committee will review at least annually all relationships between the independent auditor and the Company.

9. To review the Company's compliance with the law on securities and exchange, the Exchange's regulations, and the laws relating to the Company's business.
10. To set policies for the hiring of employees or former employees of the Company's independent auditor.
11. To review and investigate any matters pertaining to the integrity of management, including conflicts of interest, or adherence to standards of business conduct as required in the policies of the Company. This should include regular reviews of the compliance processes. In connection with these reviews, the Committee will meet, as deemed appropriate, with the general counsel and other Company officers or employees.
12. To establish and oversee procedures for the receipt, retention and treatment of complaints on accounting, internal accounting controls or auditing matters, as well as for confidential, anonymous submissions by Company employees of concerns regarding questionable accounting or auditing matters.
13. To resolve any conflicts of interest involving a director, the CEO, or Senior Management.
14. To review and approve or ratify any transaction between the Company and a related person, which is required to be disclosed under the rules of the Securities and Exchange Commission.
15. To prepare and publish an Annual Committee Report in the Company's Annual Report. Such Audit Committee's report shall consist of at least the following information;
 - an opinion on the accuracy, completeness and creditability of the Company's financial report,
 - an opinion on the adequacy of the Company's internal control system,
 - an opinion on the compliance with the law on securities and exchange, the Exchange's regulations, or the laws relating to the Company's business,
 - an opinion on the suitability of an auditor,
 - an opinion on the transactions that may lead to conflicts of interests,
 - the number of the audit committee meetings, and the attendance of such meetings by each committee member,
 - an opinion or overview comment received by the audit committee from its performance of duties in accordance with the charter, and
 - other transactions which, according to the audit committee's opinion, should be known to the shareholders and general investors, subject to the scope of duties and responsibilities assigned by the Company's Board of Directors;
16. To report the following matters which may materially affect the Company's financial conditions to the Board of Directors:
 - a transaction which causes a conflict of interest;
 - any fraud, irregularity, or material defect in an internal control system; or
 - an infringement of the law on securities and exchange, the Exchange's regulations, or any law relating to the Company's business.
17. To perform any other duties as assigned by the Company's Board of Directors, with the approval of the Audit Committee.

(For more information, please see the Audit Committee Charter, presented on the Company's website.)

Compensation Committee Scope of Responsibilities

1. To assist the Board in developing and evaluating potential candidates for senior executive positions, including the Chief Executive Officer, and to oversee the development of executive succession plans
2. To review and approve on an annual basis the corporate goals and objectives with respect to compensation for the Chief Executive Officer. The Committee shall evaluate at least once a year the Chief Executive Officer's performance in light of these established goals and objectives and based upon these evaluations shall set the Chief Executive Officer's annual compensation, including salary, bonus and equity and non-equity incentive compensation.
3. To review and approve on an annual basis the evaluation process and compensation structure for the Company's senior executive officers. The Committee shall evaluate the performance of the Company's senior executive officers and shall approve the annual compensation, including salary, bonus and equity and non-equity incentive compensation, for such senior executive officers, based on initial recommendations from the CEO. The Committee shall also provide oversight of management's decisions concerning the performance and compensation of the Company officers.
4. To review the Company's equity incentive compensation and other stock based plans and recommend changes in such plans to the Board as needed. The Committee shall have and shall exercise all the authority of the Board of Directors with respect to the administration of such plans.
5. To maintain regular contact with the leadership of the Company. This should include interaction with the Company's leadership development activities, review of data from employee surveys and regular review of the results of the annual leadership evaluation process.
6. To review and discuss with management the Company's Compensation Discussion and Analysis (CD&A) and to recommend to the Board that CD&A be included in the Company's annual report and proxy statement.

(For more information, please see the Compensation Committee Charter, presented on the Company's website.)

Nominating and Corporate Governance Committee Scope of Responsibilities

1. To lead the search for individuals qualified to become members of the Board of Directors and to select director nominees to be presented for shareholder approval at the annual meeting. The Committee shall select individuals as director nominees who shall have the highest personal and professional integrity, who shall have demonstrated exceptional ability and judgment and who shall be most effective, in conjunction with the other director nominees and serving directors, in collectively serving the long-term interests of the shareholders.
2. To develop, and to recommend to the Board of Directors for its approval, qualifications for director candidates, and to periodically review these qualifications.
3. To review the Board of Directors' Committee structure and to recommend to the Board for its approval of directors to serve as members of each Committee, and as Committee Chairs. The Committee shall review and recommend Committee slates annually and shall recommend additional Committee members to fill vacancies as needed.
4. To develop and recommend to the Board of Directors for its approval of a set of corporate governance principles. The Committee shall review the principles on an annual basis, or more frequently if appropriate, and recommend changes as necessary.

5. To develop and recommend to the Board of Directors for its approval of an annual self-evaluation process of the Board and its Committees. The Committee shall oversee the annual self-evaluations.
6. To review on an annual basis director compensation and benefits and recommend changes to the Board as necessary.

(For more information, please see the Nominating and Corporate Governance Committee Charter, presented on the Company's website.)

Risk Management Oversight Committee Scope of Responsibilities

1. To review and discuss with management the Company's risk governance structure, risk assessment and risk management practices and the guidelines, policies and processes for risk assessment and risk management.
2. To review and discuss with management the Company's risk appetite and strategy relating to key risks, including credit risk, liquidity and funding risk, market risk, operational risk and reputational risk, as well as the guidelines, policies and processes for monitoring and mitigating such risks.
3. To discuss with the Company's Risk Management Steering Committee the Company's risk assessment and risk management guidelines, policies and processes, as the case may be. The Committee shall meet separately at least twice a year with the Company's Risk Management Steering Committee.
4. To receive, as and when appropriate, reports from the Company's internal audit function on the results of risk management reviews and assessments.
5. To approve the appointment and replacement of the Company's Chairman of the Risk Management Steering Committee.
6. To review disclosure regarding risk contained in the Company's Annual Report and Annual Registration Statement (Form 56-1).
7. To review reports on selected risk topics as the committee deems appropriate from time to time.
8. To discharge any other duties or responsibilities delegated to the Committee by the Board.

(For more information, please see the Risk Management Oversight Committee Charter, presented on the Company's website.)