

Enclosure for Agenda 5

Directors Remuneration for the year 2020

- 2020 directors' remunerations (same rate as last year)

Director Remuneration (Baht)	2018	2019	2020
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
For Member of the Risk Management Oversight Committee (per annum per person)	-	-	100,000
Meeting Fee (per meeting per person)	-	-	25,000

*Risk Management Oversight Committee had been formally set up and approved by Board of Directors meeting in February 2019

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

2018 Annual Compensation for Executive Director ⁽¹⁾				Remuneration for Executive Director	
Classification	Retainer Fee (Baht/Year)			Actual Paid in 2019	Estimated Payment in 2020
	Average	Min	Max		
Classified by Revenue Size				200,000 Baht per person	200,000 Baht per person
Revenue Size (MB)> 50,000	890,448	200,004	3,000,000		
Classified by Industry Sector					
Agro & Food Industry	331,068	120,000	630,000		
Property & Construction	499,524	120,000	2,160,000		
Services	392,700	120,000	1,200,000		

(1) Source: IOD's 2018 Thai Directors Compensation Survey Table 2 (annualized)

1.2 Remuneration for Non-Executive Director

2018 Annual Compensation for Member of the Non-Executive Director ⁽²⁾										Remuneration for Member of the Audit Committee	
Classification	Retainer fee (Baht/Year)			Meeting Allowance (Baht/Year)			Bonus (Baht/Year)			Actual Paid in 2019	Estimated Payment in 2020
	Average	Min	Max	Average	Min	Max	Average	Min	Max		
Classified by Revenue Size										1,722,300 Baht *	1,899,100 Baht *
Revenue Size (MB)> 50,000	949,896	300,000	3,000,000	33,462	10,000	100,000	2,651,513	1,211,538	4,800,000		
Classified by Industry Sector										per person	per person
Agro & Food Industry	371,652	120,000	607,200	24,909	10,000	100,000	469,843	45,000	1,515,541		
Property & Construction	487,920	120,000	2,160,000	24,261	5,000	100,000	609,907	56,000	4,800,000		
Services	395,484	120,000	1,200,000	25,197	10,000	798,911	798,911	60,000	4,765,520		

(2) Source: IOD's 2018 Thai Directors Compensation Survey Table 3 (annualized) Table 6 and Table 9

*including Bonus (Average)

2. Remuneration for the Audit Committee

2.1 Remuneration for Chairman of the Audit Committee

2018 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 2019	Estimated Payment in 2020
	Average	Min	Max	Average	Min	Max		
Classified by Revenue Size							490,000 Baht	490,000 Baht
Revenue Size (MB)> 50,000	823,188	150,000	3,600,000	39,027	5,000	105,000		
Classified by Industry Sector								
Agro & Food Industry	407,052	159,996	630,000	30,900	72,000	70,000		
Property & Construction	376,404	60,000	840,000	32,318	5,000	100,000		
Services	509,040	60,000	1,680,000	28,986	5,000	105,000		

(3) Source: IOD's 2018 Thai Directors Compensation Survey Table 21 (annualized) and Table 23

2.2 Remuneration for Member of the Audit Committee

2018 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 2019	Estimated Payment in 2020
	Average	Min	Max	Average	Min	Max		
Classified by Revenue Size							285,000 Baht per person	285,000 Baht per person
Revenue Size (MB)> 50,000	585,312	120,000	2,400,000	28,273	5,000	70,000		
Classified by Industry Sector								
Agro & Food Industry	288,972	60,000	624,000	20,385	5,000	50,000		
Property & Construction	269,256	60,000	600,000	22,773	5,000	70,000		
Services	355,956	39,996	1,380,000	21,517	5,000	70,000		

(4) Source: IOD's 2018 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

2018 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 2019	Estimated Payment in 2020
	Average	Min	Max	Average	Min	Max		
Classified by Revenue Size							175,000 Baht	200,000 Baht
Revenue Size (MB)> 50,000	236,004	150,000	408,000	30,050	18,750	39,000		
Classified by Industry Sector								
Agro & Food Industry	91,236	43,704	150,000	21,000	13,000	25,000		
Property & Construction	150,000	150,000	150,000	25,750	14,000	37,500		
Services	0	0	0	18,688	10,000	26,000		

(5) Source: IOD's 2018 Thai Directors Compensation Survey Table 33 (annualized) and Table 36

3.2 Remuneration for Member of the Compensation Committee

2018 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 2019	Estimated Payment in 2020
	Average	Min	Max	Average	Min	Max		
Classified by Revenue Size							125,000 Baht per person	150,000 Baht per person
Revenue Size (MB)> 50,000	134,664	99,996	204,000	23,800	15,000	30,000		
Classified by Industry Sector								
Agro & Food Industry	64,836	39,996	99,996	20,000	15,000	25,000		
Property & Construction	99,996	99,996	99,996	18,000	11,000	25,000		
Services	0	0	0	15,000	10,000	20,000		

(6) Source: IOD's 2018 Thai Directors Compensation Survey; Table 35 (annualized) and Table 38

4. Remuneration for the Nominating and Corporate Governance Committee

4.1 Remuneration for Chairman of the Nominating and Corporate Governance Committee

2018 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 2019	Estimated Payment in 2020
	Average	Min	Max	Average	Min	Max		
Classified by Revenue Size							200,000 Baht	225,000 Baht
Revenue Size (MB)> 50,000	150,000	150,000	150,000	33,833	25,000	39,000		
Classified by Industry Sector								
Agro & Food Industry	114,876	114,876	114,876	25,000	25,000	25,000		
Property & Construction	0	0	0	37,500	37,500	37,500		
Services	99,600	99,600	99,600	23,000	20,000	26,000		

(7) Source: IOD's 2018 Thai Directors Compensation Survey Table 51 (annualized) and Table 54

4.2 Remuneration for Member of the Nominating and Corporate Governance Committee

2018 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 2019	Estimated Payment in 2020
	Average	Min	Max	Average	Min	Max		
Classified by Revenue Size							150,000 Baht per person	175,000 Baht per person
Revenue Size (MB)> 50,000	99,996	99,996	99,996	26,667	25,000	30,000		
Classified by Industry Sector								
Agro & Food Industry	69,996	69,996	69,996	20,000	20,000	25,000		
Property & Construction	99,996	99,996	99,996	25,000	25,000	25,000		
Services	0	0	0	17,500	15,000	20,000		

(8) Source: IOD's 2018 Thai Directors Compensation Survey Table 53 (annualized) and Table 56

5. Remuneration for Member of the Risk Management Oversight Committee

5.1 Remuneration for Chairman of the Risk Management Oversight Committee

2016 Annual Compensation for Chairman of the RMOC Committee ⁽⁹⁾							Remuneration for Chairman of the Risk Management Oversight Committee	
Classification	Retainer fee (Baht/Year)			Meeting Allowance (Baht/Year)			Actual Paid in 2019	Estimated Payment in 2020
	Average	Min	Max	Average	Min	Max		
Classified by Revenue Size Revenue Size (MB)> 50,000	605,400	300,000	1,392,000	39,629	25,000	60,000	201,987* Baht	250,000 Baht
Classified by Industry Sector								
Agro & Food Industry	80,004	80,004	80,004	20,189	7,200	40,000		
Property & Construction	0	0	0	16,200	4,000	30,000		
Services	180,000	180,000	180,000	17,680	5,000	40,000		

(9) Source: IOD's 2016 Thai Directors Compensation Survey Table 56 (annualized) and Table 59 (RMOC Compensation was not available in IOD's 2018 Thai Directors Compensation Survey)

*Risk Management Oversight Committee had been formally set up and approved by Board of Directors meeting in 26 February 2019

5.2 Remuneration for Member of the Risk Management Oversight Committee

2016 Annual Compensation for Member of the RMOC Committee ⁽¹⁰⁾							Remuneration for Member of the Risk Management Oversight Committee	
Classification	Retainer fee (Baht/Year)			Meeting Allowance (Baht/Year)			Actual Paid in 2019	Estimated Payment in 2020
	Average	Min	Max	Average	Min	Max		
Classified by Revenue Size Revenue Size (MB)> 50,000	445,200	300,000	748,800	32,657	24,000	45,000	159,658* Baht per person	200,000 Baht per person
Classified by Industry Sector								
Agro & Food Industry	39,996	39,996	39,996	14,375	10,000	20,000		
Property & Construction	300,000	300,000	300,000	13,667	8,000	25,000		
Services	120,000	120,000	120,000	13,233	5,000	26,500		

(10) Source: IOD's 2016 Thai Directors Compensation Survey Table 58 (annualized) and Table 61 (RMOC Compensation was not available in IOD's 2018 Thai Directors Compensation Survey)

*Risk Management Oversight Committee had been formally set up and approved by Board of Directors meeting in 26 February 2019

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 shareowner 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.)