

Remuneration of the Board of Directors and Sub-Committees

The Company's Article of Association, Clause 14, the second paragraph, specified that the directors shall be entitled to receive remuneration from the Company as resolved by the shareholders meeting.

The Ordinary General Meeting of Shareholders for the year 2001 held on April 25, 2001 approved the Board of Directors' remuneration that the Board would receive annual remuneration at the amount of 90,000 Baht per person and the attendance fee per time at the amount of 30,000 Baht for the Chairman and 15,000 Baht for each director.

The Board of Directors Meeting held on January 25, 2010 considered as recommended by the Remuneration Committee, the existing Board of Directors' Remuneration as approved by the Annual General Meeting of Shareholders on April 25, 2001 was lesser than that of other listed companies taking into account the business category, the size of assets and the total revenue. To comply with the rise of responsibilities and scope of download, the Board of Directors agreed to propose to this Shareholders Meeting to review the principle of Remuneration as follow:

Remuneration	Present	Proposed
Annual Honorarium	<ul style="list-style-type: none">90,000 Baht/Person/Year	Remain unchanged.
Attendance Fee	<ul style="list-style-type: none">Chairman 30,000 Baht/Person/TimeDirector 15,000 Baht/Person/Time	Remain unchanged.
Bonus	<ul style="list-style-type: none">None	In any fiscal years with the generation of profit and allocation of dividend, the Board of Directors shall be entitled to receive the bonus at the amount of 0.5% of net profit of the said fiscal year but not exceeding 2 million Baht per year. The said bonus shall be distributed among the directors equally.

The existing rate of the annual remuneration, attendance fee (present rate) and bonus which were proposed for approval of the Meeting will be effective from the date of approval until the Meeting resolves otherwise

Regarding the Bonus payment, it shall be payable to the Board of Directors from 2010 onwards depending on the Company's performance in the fiscal year 2009 as mentioned in the above table together with the dividend allocation for the year 2009 to Shareholders.

In the year 2009, the annual remuneration and the attendance fee payable to the Board of Directors was 1,870,561 Baht which do not exceed the amount specified in such rule.

Besides, the Board of Directors reviewed the remuneration of the Sub-Committees as the recommendation of the Remuneration Committee considering the remuneration of the Sub-Committees approved by the Annual General Meeting of Shareholders held on March 23, 2007 and found that the said remuneration was appropriate according to all relating aspects regarding the scope of duty and responsibility, the current economic situation and the Company's performance overall, the Board of Directors then agreed to maintain the 2010 remuneration for the Sub-Committees at the same rate. Details were as follows:

Committees	Position	2009		2008	
		Annual Remuneration (Baht/Person/Year)	Attendance Fee (Baht/Person/Time)	Annual Remuneration (Baht/Person/Year)	Attendance Fee (Baht/Person/Time)
Audit Committee	Chairman	90,000	30,000	90,000	30,000
	Director	90,000	15,000	90,000	15,000
Nomination Committee	Chairman	60,000	20,000	60,000	20,000
	Director	60,000	15,000	60,000	15,000
Remuneration Committee	Chairman	60,000	20,000	60,000	20,000
	Director	60,000	15,000	60,000	15,000
Executive Committee	Chairman	60,000	20,000	60,000	20,000
	Director	60,000	15,000	60,000	15,000

In the year 2009, the annual remuneration and the attendance fee payable to the sub-committees was 1,810,972 Baht which do not exceed the amount specified in such rule.

In this regard, the details of Board of Directors and Sub-Committees' scope of work are as appeared in the 2009 Annual Report, Item "Management Structure" which can be seen on the Company's website at www.thaicane.com