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Attachment 5

Supporting Document for Item 5: To consider the determination of remuneration for directors

1. Criteria for Consideration of Remuneration for Directors

Article 15 of the Articles of Association stipulates that directors have the right to receive remuneration from the Company in the form of honorarium, meeting allowances, consideration, bonus or other benefits in other forms, in accordance with the Articles of Association or with the approval of the shareholders in the shareholders' meeting, which may be a fixed amount or in accordance with the rules and may be periodically fixed or permanently fixed until changed. Directors may receive per diem, welfares and expense reimbursement according to the Company's regulations.

The Company has considered proper remuneration for directors based on the criteria for consideration of remuneration for directors as follows:

- (1) Remuneration shall be appropriate for and in line with the scope of duties and responsibilities of each director, e.g., as Chairman of the Board of Directors, chairman of each subcommittee and member of the Executive Board, the Audit Committee, the Nomination and Remuneration Committee and the Corporate Governance and Risk Management Committee, who shall receive additional remuneration for such position.
- (2) The level of remuneration shall be sufficient to attract and retain knowledgeable and qualified directors to perform duties for the Company.
- (3) The elements of remuneration are clear, transparent and easy to understand.
- (4) The remuneration shall be considered by the Nomination and Remuneration Committee.

2. Remuneration for Directors for 2016

The Nomination and Remuneration Committee's Meeting No. 1/2016 on February 23, 2016 deemed it appropriate to propose that the Board of Directors' Meeting consider proposing such matter to the 2016 Annual Ordinary General Meeting of Shareholders for approval of remuneration for directors as follows:

- (1) Bonus for director for 2015: This is an annual reward for directors since all 17 directors of the Company did serve as directors of Bangkok Expressway Public Company Limited and Bangkok Metro Public Company Limited, and provide useful suggestions to both companies' management and play the key roles in the amalgamation into Bangkok Expressway and Metro Public Company Limited which is robust and stable.

It is thus deemed appropriate to determine bonus for directors for 2015 in the amount not exceeding Baht 19.25 Million.

- (2) Remuneration for directors for 2016

It is deemed appropriate to propose remuneration for directors for 2016 in the amount not exceeding Baht 18 Million.

Detailed remuneration for directors comprises remuneration in the following forms:

1. Annual Remuneration

This is an annual remuneration paid to directors for the performance of duties as directors, whereby the remuneration for directors will be in accordance with

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the period of time served in such position, and fixed for each year and paid quarterly, as per the following details:

	(Baht/year/person)	
	<u>Chairman</u>	<u>Member</u>
Board of Directors	1,600,000	300,000
Executive Board	700,000	200,000
Audit Committee	400,000	200,000
Nomination and Remuneration Committee	200,000	100,000
Corporate Governance and Risk Management Committee	200,000	100,000

2. Meeting Allowance

This is a remuneration paid to directors based on the number of the members' attendance in the meetings of the Board of Directors or subcommittees, and paid quarterly, as per the following details:

	(Baht/meeting/person)
<u>Meeting</u>	<u>Meeting Allowance</u>
Board of Directors	50,000*
Subcommittees	25,000

* Meeting allowance for Chairman of the Board of Directors is twice the rate of directors' meeting allowance.

3. The Board of Directors' Meeting No. 1/2016 on February 25, 2016 resolved to propose that the Shareholders' Meeting approve the remuneration for directors as proposed by the Nomination and Remuneration Committee, namely, bonus for directors for 2015 in the amount not exceeding Baht 19.25 Million, and remuneration for directors for 2016 in the amount not exceeding Baht 18 Million.