

For consideration of Agenda 6: To consider the director's remuneration for the year 2012

The Board of Directors Meeting No. 1/2012 has considered the directors' remuneration as recommended by Compensation and Nominating Committee that was proposed to increase the remuneration of Board of Directors from the rate approved by the Annual General Meeting of Shareholders No. 32/2011 on 30th March 2011 and was the same rate which had been approved by the Annual General Meeting since 2006, however, the remuneration of other committees will not be changed. For being appropriate with the given responsibilities, duties and in alignment with the directors' remuneration of comparable same industries in current situation, which the criteria and policy for consideration were as follows:

1. Performance of the Company
2. Scope of duties and responsibilities of each board or committee
3. Experience, knowledge and capabilities of directors
4. Compare to other companies in the same industry

The comparison of the directors' remuneration for the year 2011 and 2012 are as follows:

Year 2011

	Baht/person	Chairman		Member	
		Meeting	Monthly	Meeting	Monthly
Remuneration for the Board of Directors' Meeting		22,000	16,000	18,000	8,000
Remuneration for Executive Committee		-	25,000	-	20,000*
Remuneration for the Audit Committee		-	40,000	-	30,000
Remuneration for Compensation and Nominating Committee		22,000	-	18,000	-

Remark : * Excludes the members who are the management of the company

The total remuneration of Board and all Committees including extra remuneration (if any) for year 2011 will not be more than 5,000,000 baht. In the case of the extra remuneration, the Compensation and Nominating Committee is authorized to consider and allocate it as appropriate which will be based on the performance results of the company.

Year 2012

	Baht/person	Chairman		Member	
		Meeting	Monthly	Meeting	Monthly
Remuneration for the Board of Directors' Meeting		25,000	20,000	20,000	10,000
Remuneration for Executive Committee		-	25,000	-	20,000*
Remuneration for the Audit Committee		-	40,000	-	30,000
Remuneration for Compensation and Nominating Committee		22,000	-	18,000	-

Remark : * Excludes the members who are the management of the company

The total remuneration of Board and all Committees including extra remuneration (if any) for year 2012 will not be more than 6,000,000 baht. In the case of the extra remuneration, the Compensation and Nominating Committee is authorized to consider and allocate it as appropriate which will be based on the performance results of the company.

The Information of the Charter on the Board of Directors and all Committees as well as individual remuneration are shown in the Company's 2011 Annual Report, and may be found on the Company's website www.univentures.co.th