

### To approve the remuneration of directors

As the Bank's remuneration of Directors has not been increased since the year 2012, the Board of Directors concurs with the recommendation of the Nomination, Compensation and Corporate Governance Committee to increase the remuneration of directors to be in line with the remuneration of directors of Thai commercial banks of similar size as follows:

The Directors' Retainer Fee is proposed to be raised from Baht 25,000 per month for Directors to Baht 40,000 per month and the meeting attendance fee for Directors should be raised from Baht 15,000 per meeting to Baht 50,000 per meeting for the Chairman of the Board of Directors and Baht 30,000 per meeting for Directors.

Moreover, since the Chairman of the Board of Directors and Chairman of the Executive Committee currently receives his remuneration in CNY which has depreciated over 10% against the Thai Baht in the past 2 years thus he is receiving less remuneration in Baht, it is, therefore, proposed to raise his CNY remunerations for his position as the Chairman of the Board of Directors by CNY 10,000 and for his position as the Chairman of the Executive Committee by CNY 5,000 in order to compensate for the loss in the exchange rate.

In addition, it is proposed that the remuneration for the position of Honorary Consultant to the Chairman be removed as the Bank has not have this position for many years and any extra position can be created as long as the remuneration is within the approved budget.

Therefore, the proposed rates of directors' remuneration are as follows:

	Remuneration	
	Per month (Baht)	Attendance Fee (Baht)
<b>Board of Directors</b>		
- Chairman	<del>CNY 60,000</del> ( <del>approx.</del> <del>Baht 320,000</del> ) CNY 70,000 (approx. Baht 315,000)	<del>15,000</del> 50,000
- Director	<del>25,000</del> 40,000	<del>15,000</del> 30,000
<del>- Honorary Consultant to the Chairman</del>	<del>50,000</del>	<del>-</del>
<b>Audit Committee</b>		
- Chairman	50,000	-
- Director in Committee	30,000	-

<b>Nomination, Compensation and Corporate Governance Committee</b>		
- Chairman	50,000	-
- Director in Committee	30,000	-
<b>The Group Risk Supervision and Internal Control Committee</b>		
- Chairman	50,000	-
- Director in Committee	30,000	-
<b>Executive Committee</b>		
- Chairman of the Executive Committee	<del>CNY 70,000</del> ( <del>approx. Baht 370,000</del> ) CNY 75,000 (approx. Baht 337,500)	-
- Executive Director	150,000	-

Directors who are the Bank's permanent staff or employees receiving monthly salary from the Bank are not entitled to receive the remuneration of directors.

Moreover, the directors who are ICBC representatives receiving salary as a staff of ICBC i.e. Mr. Jianfeng Zheng and Mr. Yong Hu have declared that they would not receive any director remuneration pursuant to ICBC's internal policy. Chairman Li had also expressed his intention not to receive any meeting attendance fee.

Reasonable expenses related to accommodations, transportation and entertainment can be reimbursed as per actual expense. In addition, the total directors' remuneration for 2019 was Baht 18,621,027.08 which is within the approved budget of Baht 24 million.

The budget of Baht 24 million, which was approved at the AGM No. 26 (2018), is to accommodate any change in the roles and responsibilities of any Director, appointment of additional committees as well as performance allowance to the Directors. The Board of Directors shall be authorized to determine the remunerations paid to any Director to commensurate with his/her assigned roles and responsibilities and to main such rates until further change.