

(Translation)

Invitation Letter

The Extraordinary Shareholders' Meeting







No. 2/2557

on Friday, December 12, 2014

1.30 P.M.

**At the auditorium on 7th floor, Head Office, Bangkok Life Assurance PCL.
23/115-121, Royal City Avenue, Rama 9 Road, Bangkok, Huaykwang, Bangkok**

CONTENTS

	page
Documents for the Extraordinary Shareholders' Meeting No. 2/2557	
 A Copy of the minutes of the Extraordinary Shareholders' Meeting No. 1/2557	5
 Articles of Association relating to the Shareholders' Meeting	12
 Conditions, Rules and Procedures in Attending the Meeting, Proxy and Voting	14
 List of Independent Director for proxy case	17
 Proxy form A, B and C	19
 Map of the Shareholders' Meeting venue	27

(Translation)

REF. BLA 47/2557

November 17, 2014

Subject: Notice of the Extraordinary Shareholders' Meeting No. 2/2557

To: Shareholders of the Company

Attachment: 1) A Copy of the minutes of the Extraordinary Shareholders' Meeting No. 1/2557
2) Articles of Association relating to the shareholders' meeting
3) Conditions, Rules and Procedures in Attending the Meeting, Proxy and Voting
4) List of Independent Directors for proxy case
5) Proxy Form, A, B and C
6) Map of the Shareholders' Meeting venue
7) The prepaid envelope

The Board of Directors of Bangkok Life Assurance Public Company Limited has resolved to summon the Extraordinary Shareholders' Meeting No. 2/2557 **on Friday, December 12, 2014, at 1.30 p.m., at the auditorium on the 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No. 23/115-121, Royal City Avenue, Rama 9 Road, Bangkok, Huaykwang, Bangkok, to consider matters according to the following agendas:-**

Agenda 1: To certify the Minutes of Extraordinary Shareholders' Meeting No. 1/2557

Objective and Rationale: The company held the Extraordinary Shareholders' Meeting No. 1/2557, on Thursday 25, September 2014 and the Minutes of the Meeting has been recorded and posted on the Company's website, according to the details appeared in Attachment 1.

The Board of Directors' opinion: The Minutes of Meeting had been properly recorded and proposed for the endorsement in the Shareholders' Meeting.

Voting: To approve this matter, a resolution must be passed by a majority of the shareholders who attended the meeting and are entitled to vote.

Agenda 2: To approve the allotment of shares to reserve for stock dividend payment and exercise ESOP warrant as well as to allot the remaining shares from dividend payment

Objective and Rationale: The Board of Directors' Meeting No. 6/2557 had resolved to propose the Extraordinary Shareholders' Meeting No. 2/2557 to approve the allotment of shares to reserve for dividend payment and exercise ESOP warrant as well as to allot the remaining shares from dividend payment.

The Board of Directors' opinion: To propose the Extraordinary Shareholders' Meeting No. 2/2557 to approve reducing shares reserved for warrant exercises by 40,800 shares and adding shares reserved for the stock dividend payment by 40,800 shares. In addition, the Board proposes to allot the remaining 2,775,075 shares from the stock dividend payment for approval. 2,775,000 shares will be offered through private placement at the price of not lower than 90% of the average closing price 7 business days prior to the offer date and the balance of 75 shares will be offered to Bangkok Life Assurance Public Company Limited Employee Provident Fund at par value.

Voting: To approve this matter, a resolution must be passed by not less than three-fourths of votes of shareholders who attended the meeting and are entitled to vote.

Record date for the right to attend the meeting is on November 17, 2014. The closing date of the register book for preparing list of the eligible shareholders under Section 225 of the Securities and Exchange Act is on November 18, 2014.

This is to cordially invite all shareholders to please attend the meeting according to the date, time and place as mentioned above. Should you be unable to attend the meeting, please appoint other person or independent director of the company as your proxy. The profile of independent director who can be appointed as the proxy is appeared in Attachment 4.

Enclosed please find the proxy form A, B and C as appeared in Attachment 5. Please select one type of the forms, fill up all details, sign and deliver to the company, together with all relevant supporting documents, prior to the meeting date. Prepaid envelope is attached herewith for your convenience (Please deliver the proxy form at least 1 day prior to the meeting date).

Yours sincerely,



(Mr.Sanor Thampipattanakul)
Company Secretary

Investor Relations Section

Tel: 0 2777 8681, 0 2777 8672

Fax: 0 2777 8680

Note : Bangkok Life Assurance Public Co., Ltd. has posted the invitation letter of the Extraordinary Shareholders' Meeting No. 2/2557 on the company's website, www.bangkoklife.com

(Translation)

**Minutes of the Extraordinary Shareholders' Meeting No. 1/2557
of Bangkok Life Assurance Public Co., Ltd.**

Date, Time & Place

The meeting was held on Thursday, September 25, 2014, at 09.00 a.m., at the 7th floor auditorium, Head Office No. 23/115-121 Royal City Avenue, Rama 9 Road, Bangkok, Huaykwang, Bangkok.

Directors in Attendance

- | | |
|---|---|
| 1. Khun Choedchu Sophonpanich | Chairman / Chairman of the Executive Board of Directors /
Chairman of the Investment Committee |
| 2. Khun Sunthorn Arunanondchai | Chairman of the Audit Committee / Independent Director |
| 3. Dr. Siri Ganjarerndee | Chairman of the Nomination and Remuneration Committee /
Independent Director / Executive Director / Member of the Investment
Committee |
| 4. Khun Praphant Asava-aree | Chairman of the Risk Management Committee / Independent Director /
Member of the Investment Committee |
| 5. Khun Komkai Tusaranont | Chairperson of the Good Corporate Governance Committee /
Independent Director / Member of the Audit Committee /
Member of the Risk Management Committee |
| 6. Khun Chai Sophonpanich | Director/ Member of the Nomination and Remuneration Committee |
| 7. Assoc.Prof. Damrong Thawesaengskulthai | Independent Director / Member of the Audit Committee /
Member of the Good Corporate Governance Committee |
| 8. Khun Ruchanee Nopmuang | Director / Member of the Nomination and Remuneration Committee |
| 9. Khun Savitri Ramayarupa | Director / Executive Director |
| 10. Khun Pojjanee Kongkalai | Director |
| 11. Khun Naoki Ban | Director |
| 12. Khun Kazuhide Toda | Director |
| 13. Khun Takeshi Fukuda | Director / Executive Director/Member of the Risk Management
Committee / Member of the Nomination and Remuneration
Committee / Member of the Good Corporate Governance Committee |
| 14. Khun Chone Sophonpanich | Director / Executive Director/Member of the Investment Committee /
President |

Director (s) in Absence

- | | |
|---------------------------|------------------------------|
| 1. Khun Prapaivan Limsong | Unable to attend the meeting |
|---------------------------|------------------------------|

Management in Attendance

- | | |
|----------------------------------|---|
| 1. Khun Ruangsak Panyabodegun | Senior Executive Vice President, Marketing Division |
| 2. Khun Sanor Thampipattanakul | Senior Executive Vice President, Investment Division
and Company Secretary |
| 3. Khun Suchinda Lertkiatmongkol | Senior Vice President, Information Technology Division |
| 4. Khun Jaruan Limkhunnadhammo | Senior Vice President, Finance and Accounting Division |
| 5. Khun Oranuch Samranrit | Vice President, Life Operations Division |

Observers

- | | |
|------------------------------|--|
| 1. Khun Lertsak Suthampond | Legal Adviser, Kanung & Partners Law Offices Co.,Ltd. |
| 2. Khun Sirin Tuntipitukchot | Right Protection Volunteer, Thai Investors Association |

The meeting started at 09:17 hrs.

The Company Secretary explained the voting procedure on each agenda by playing an audio clip with the details as follows:

Voting Procedure

1. The meeting shall consider all agendas, following the order of the agendas presented in the invitation to the meeting. After each agenda is presented, the shareholders will be asked to raise any questions they may have and to cast their vote after. In the event that the shareholders or proxies would like to ask questions or express their opinions, they must raise their hands and state their full name first. Proxies must also state name of the shareholder whom they represent.
2. Each shareholder is entitled to one vote per share. If votes on a matter are equal, the Chairman shall have a second or casting vote.
3. The shareholders cannot divide their vote or cast partial vote.
4. In the event that the shareholders disapprove of an agenda or would like to abstain from voting, please tick 'disapprove' or 'abstain', and the Company's staff will collect the ballots. The Company will deduct such disapproval and abstention from the total eligible votes and assume the rest of the votes as approval of such agenda. If no objection to the result is raised by any shareholder, it shall be deemed that the meeting approves of such agenda.
5. The vote result of each agenda will be displayed on the screen for acknowledgement.

Presiding over the meeting, Chairman Choedchu Sophonpanich welcomed all shareholders and summarized number of shareholders who attended the meeting and were entitled to vote as follows:

Shareholders present in person:	114 persons, equal to	251,195,613 shares
Proxies:	468 persons, equal to	754,399,820 shares
Total:	582 persons, equal to	1,005,595,433 shares

They accounted for 82.9256% of the total shares sold which constituted a quorum, according to the Articles of Association. The Chairman then declared the meeting open in order to consider the following agendas:

Agenda 1: To Approve the Minutes of the 2014 Annual General Meeting of Shareholders

The Chairman proposed the meeting to certify the minutes of the 2014 Annual General Meeting of Shareholders. A copy of which was sent to all shareholders in advance along with the invitation to the meeting.

The Chairman subsequently gave the shareholders an opportunity to ask questions and provide comments. Since no questions were raised, he then proposed the meeting to vote on the resolution to approve the minutes of the 2014 Annual General Meeting of Shareholders.

Khun Sirin Tuntipitukchot Right Protection Volunteer	Regarding the vote results presented in the minutes, for agendas which require a majority vote to approve, the Company should not include abstentions when calculating the proportion of total votes. This is in accordance with the Public Limited Companies Act B.E.2535 (1992). She requested the Company to comply with it from this meeting onwards.
Khun Choedchu Sophonpanich Chairman	During the meeting, those who would like to abstain from voting should inform the Company, otherwise the number of votes would not correspond with the number of meeting attendees. The Company would take the suggestion into consideration and follow the regulation accordingly.

Resolution: The meeting by the majority of the total votes casted by shareholders present and entitled to vote resolved to approve the minutes of the 2014 Annual General Meeting of Shareholders, based on the following:

- Approval	1,046,617,822	votes, equal to	100.0000%
- Disapproval	0	votes, equal to	0.0000%
- Abstention	0	votes, equal to	0.0000%
Total	1,046,617,822	votes, equal to	100.0000%

Agenda 2: To Approve Interim Dividend Payment by Stock and Cash Dividends

On behalf of the Board of Directors, the Chairman proposed the meeting to approve the interim dividend payment for the operating period of January 1, 2014 - June 30, 2014 at the rate of baht 0.45 per share. The payment would be made in the forms of cash dividend at the rate of baht 0.05 per share and stock dividend at the rate of 5 existing shares to 2 new shares, equal to baht 0.40 per share. It is equivalent to 485,059,200 shares in total at par value of baht 1. If there is a fraction of shares, the Company will pay for that portion in cash at the rate of baht 0.40 per share. The remaining shares after the stock dividend is paid will be sold to Bangkok Life Assurance Pcl. Employee Provident fund at par value. The dividends to be paid shall be taken from retained earnings which are taxed at 30% until they are used up. Then the remaining dividend payout shall be taken from retained earnings which are taxed at 25%. The record date for determining the shareholders who are entitled to receive the stock and cash dividend payment will be on October 10, 2014 and the book closing date will be on October 13, 2014. The dividend payment will be made on October 21, 2014.

The Chairman subsequently provided an opportunity for the shareholders to raise questions or give comments which are as follows:

Khun Tong-in Sang-ngam Proxy	Why does the Company have to seek approval from the shareholders' meeting in paying an interim dividend? Is this rate of dividend payment in compliance with the Articles of Association or not?
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<p>Khun Chone Sophonpanich President</p>	<p>Because the dividend will be paid in the form of common stock, the Company has to seek approval from the shareholders' meeting. According to the Company's dividend payment policy for one-year period, the Company shall pay no less than 25% of net profit as dividend. This dividend payment is equal to 43% of net profit.</p>
<p>Khun Somkiat Promrat Shareholder</p>	<p>By what amount will this stock dividend payment cause the Company's stock price to drop? At what percentage?</p>
<p>Khun Chone Sophonpanich President</p>	<p>The stock price will change proportionately in relation to shares which increase. The shareholders' equity will remain the same after the cash dividend at the rate of baht 0.05 baht is paid. However, there are also other factors which can affect stock prices such as market expectations and situations and so on.</p>
<p>Khun Prawit Wirojwongchai Shareholder</p>	<p>What is the reason for paying stock dividend? Does the level of capital adequacy ratio depend on the Company's registered capital?</p>
<p>Khun Chone Sophonpanich President</p>	<p>The Company needs to maintain its capital adequacy ratio in an appropriate level in order to cope with changing circumstances in the future. In particular, the Office of Insurance Commission (OIC) is now considering imposing a stricter regulation, RBC Phase II. In addition, the ratio needs to be maintained for future interest rate fluctuations. Currently, the Company's capital adequacy ratio is lower than other leading life insurers in the industry. Shareholders' equity is also an important factor contributing to the level of capital adequacy ratio.</p>
<p>Khun Anu Wongsarnkij Shareholder</p>	<p>Why will there be remaining shares after the dividend is paid? Has the Company ever sold the remaining shares to Bangkok Life Assurance Pcl Employee Provident Fund?</p>
<p>Khun Chone Sophonpanich President</p>	<p>There will be remaining shares as some shareholders will not receive dividend for the entire number of shares they hold. The Company will add up all fractions of shares, which will probably not be in a large number. Then this portion of shares will be sold to Bangkok Life Assurance Pcl Employee Provident Fund at par value of baht 1.</p>

Resolution: The meeting by the majority of the total votes casted by shareholders present and entitled to vote resolved to approve the interim dividend payment in stock and cash dividends, based on the following votes:

- Approval	1,041,318,627	votes, equal to	99.4829%
- Disapproval	5,412,400	votes, equal to	0.5171%
- Abstention	0	votes, equal to	0.0000%
Total	1,046,731,027	votes, equal to	100.0000%

Agenda 3: To Approve Increase of Registered Capital

The Chairman declared that in order to correspond with the resolution to pay the interim dividend by means of stock dividend and to have room for warrant exercises, the meeting was proposed to approve an increase of the Company's registered capital from formerly 1,220,000,000 baht to 1,708,000,000 baht by issuing 488,000,000 new shares at par value of baht 1 per share. 485,059,200 shares are for the interim dividend payment in the form of stock dividend; the other 2,940,800 shares are reserved for warrant exercises.

The Chairman subsequently provided an opportunity for the shareholders to raise questions or give comments which are presented as follows:

Khun Narumit Tangsuan, accompanying Thai Investors Association's representative	After this dividend payment, will the Company's capital adequacy ratio be in a sufficient level?
Khun Chone Sophonpanich President	The main factors which affect the capital adequacy ratio are interest rate and OIC regulations. The RCB Phase II which is going to be imposed has not been finalized. Once it is, the Company will be able to set target for its capital adequacy ratio.
Khun Anu Wongsarnkij Shareholder	How does the Company allocate ESOP warrant for employees?
Khun Chone Sophonpanich President	The Company allocates ESOP warrant for staff and management, considering key criteria which are employees' position, importance of their roles, and performance.

Resolution: The meeting, by more than three-fourths of shareholders present and entitled to vote resolved to approve the increase of registered capital based on following votes:

- Approval	1,041,346,427	votes, equal to	99.4829%
- Disapproval	5,412,400	votes, equal to	0.5171%
- Abstention	0	votes, equal to	0.0000%
Total	1,046,758,827	votes, equal to	100.0000%

Agenda 4: To Approve Amendment of Company's Memorandum

The Chairman declared that in order to correspond with the resolution to increase the Company's registered capital, the meeting was proposed to approve an amendment on the Company's memorandum, clause 4 as follows:

Present information:

Clause 4: Registered capital	1,220,000,000	baht	(one billion two hundred twenty million baht)
Divided into	1,220,000,000	shares	(one billion two hundred twenty million shares)
Par value per share	1	baht	(one baht)
Divided into:			
Ordinary shares	1,220,000,000	shares	(one billion two hundred twenty million shares)
Preferred shares	-	shares	(zero)

To be amended as follows:

Clause 4: Registered capital 1,708,000,000 baht (one billion seven hundred and eight million baht)
 Divided into 1,708,000,000 shares (one billion seven hundred and eight million shares)
 Par value per share 1 baht (one baht)
 Divided into:
 Ordinary shares 1,708,000,000 shares (one billion seven hundred and eight million shares)
 Preferred shares - shares (zero)

The Chairman subsequently gave the shareholders an opportunity to ask questions and provide comments. Since no questions were raised, he then proposed the meeting to vote on the resolution to approve the amendment of the Company's memorandum.

Resolution: The meeting, by more than three-fourths of shareholders present and entitled to vote resolved to approve the amendment of the Company's memorandum based on following votes:

- Approval	1,046,329,927	votes, equal to	99.9590%
- Disapproved	428,900	votes, equal to	0.0410%
- Abstained	0	votes, equal to	0.0000%
Total	1,046,758,827	votes, equal to	100.0000%

Agenda 5: Other Matters (if any)

The Chairman provided the shareholders an opportunity to raise questions and comments which are presented as follows:

- Khun Worapoj Chanyangyuen
Shareholder
1. Why does the Company set its reserve considerably lower than other companies?
 2. Does the Company have to increase its capital in the future?
 3. The Company's profit in Q2/2014 dropped considerably as a result of setting aside the reserve. How many more quarters will this situation impact the Company?
 4. During the first half of this year, the Company focused on selling endowment products through bancassurance channel which required the Company to set high reserve. Now the Company has a plan to focus more on long-term products which can help reducing the reserve level. However, this type of products is difficult to sell through bancassurance. Is the agent channel ready to compete with other companies which place their emphasis on protection products? Will bancassurance, the Company's main channel, be able to support protection products' sale?

- Khun Chone Sophonpanich
President
1. Life policy reserve is controlled by the regulator's and accounting standards. The Company cannot choose to set it in a high or low level. The information shown in the presentation slide is capital adequacy ratio. OIC requires the minimum level at 140%. The Company's capital adequacy ratio as of June 30, 2014 is 239% which is sufficient for future interest rate fluctuations even though it is lower than other leading companies.
 2. Currently the Company's registered capital is adequate to some degree. However, the Company intends to strengthen its capital level so as to handle changing circumstances in the future, especially changing OIC regulations or RBC Phase II and interest rate fluctuations. In addition, it also depends on the Company's ability to adjust its product mix.
 3. Profit in Q2/2014 decreased mainly because of the interest rate decrease. It caused the Company to set aside additional life policy reserve. There is an unbalance in the accounting standard. For assets, the value recorded is based on the original cost, while that of liabilities is marked-to-market when the interest rate dramatically drops. If the accounting standard records marked-to-market value of both sides, it will considerably minimize the impact.
 4. For bancassurance, the Company sells credit protection products, but it is difficult to sell individual protection products such as whole life which is more suitable for agent channel. For agent channel, the Company has tried to develop it continually in order to enhance its competitiveness.
- Khun Anu Wongsarnkij
Shareholder
- After the political situation appears to have eased, and the new government takes office, is there any new project to boost the life insurance market?
- Khun Chone Sophonpanich
President
- The Company still follows OIC development plan. The Thai Life Assurance Association has continually coordinated collaboration in the industry in order to work jointly to improve the business.

During the meeting more shareholders registered to attend the meeting, making the total number of 141 attending shareholders and 488 proxies, totaling 629 persons. These attendees represented 1,047,317,827 shares or 83.3662% of the total shares sold.

No other matters were raised. The Chairman thanked all shareholders for joining the meeting and declared the meeting closed at 10.05 hrs.



(Mr. Choedchu Sophonpanich)
Chairman



(Mr. Sanor Thampipattanakul)
Company secretary

Articles of association of the Company related with Shareholders' Meeting

Chapter 5 : Shareholders' Meeting

45. The board of directors shall hold an Annual Ordinary General Meeting within 4 (four) months from the end of the Company' fiscal period. Other Meetings shall be called Extra-Ordinary Shareholders' Meeting.

The board of directors may call for an Extra Ordinary Shareholders' Meeting at any time it deems appropriate; or when there is a request by shareholders representing at least one-fifth of the total issued shares; or when at least 25 (twenty five) shareholders, holding not less than the aggregate number of one-tenth of the total issued Shares, request the board for a General Meeting. However, the reason for requesting a meeting must be specified in such written request. The board of directors shall hold a meeting within 1 (one) month from the date of request by the shareholders.

46. In calling for General Meetings, the board of directors shall issue a notice specifying the place, the date and the time of the meeting, the agenda and the nature of the business to be transacted together with the appropriate details. Such a notice must be given to the shareholders and the registrar not later than 7 (seven) days prior to the date of the meeting, and published in a newspaper for 3 (three) days consecutively at least 3 (three) days prior to the date of the meeting.

47. Any General Meeting shall require a quorum of at least 25 (twenty five) shareholders or their proxies (if any) attending the meeting or at least half of the shareholders holding at least one-third of the total issued shares.

In the case where one hour after the meeting time has lapsed, a quorum has not been constituted, and if the meeting has been called at the shareholders' request, the meeting shall be cancelled. If the meeting has not been called for at the shareholders' request, another meeting shall be fixed and the notice of the meeting shall be sent to the shareholders 7 (seven) days prior to the meeting. A quorum at the latter meeting is not required.

48. The chairman of the board shall be chairman of the General Meeting. If the chairman is not present at the meeting or is unable to perform duties, the vice chairman shall preside at the meeting. If there is no vice chairman or he/she is unable to perform duties, the shareholders attending the meeting shall elect one of the other shareholders to be the chairman at the meeting.

Every shareholder shall have one vote for each share of which he/she is the holder.

The voting shall take place openly, unless a secret ballot is requested by not less than 5 shareholders and it is approved at the meeting. The method of secret ballot shall be decided by the chairman of the meeting.

49. Resolutions of the shareholders shall consist of the following:
- 49.1 In normal circumstances, a simple majority vote of the shareholders attending. In the case of a tied vote, the chairman shall have the casting vote.
 - 49.2 In the following cases, three-fourth of the total votes represented by all the shareholders attending:
 - (a) Sale or transfer of part or the whole of any essential part of the business of the Company
 - (b) Purchase or receipt of transfer of any other Company's business to the Company
 - (c) Execution, amendment or termination involving lease of part or the whole of an essential part of the business of the Company; assignment of management of the Company by third party, merger with the purpose of sharing profit and loss
 - (d) Amendment of the Company's memorandum or articles of association
 - (e) Increase or decrease the capital of the Company or issuance of the debenture or convertible debenture, issuance of preferred stock or convertible preferred stock, issuance of other securities prescribed by law relating to the securities and exchange, issuance of warrant
 - (f) Amalgamation or winding up of the Company
50. Ordinary meetings shall usually be summoned for the purpose of :
- 50.1 Reviewing the report of the board of directors covering work done during the previous financial period
 - 50.2 Considering approval of the balance sheet and income statement
 - 50.3 Reviewing payment of dividend
 - 50.4 Electing new directors in place of those who must retire
 - 50.5 Appointing auditors and fix their remuneration
 - 50.6 Transacting other business

**Conditions, Rules and Procedures in Attending the Meeting,
Authorization and Voting**

1. Authorization

In case of any shareholder is unable to personally attend the Meeting, such shareholder can consider to authorize other person or independent director of the company as his proxy to attend the Meeting and vote in the Meeting on his behalf whereby the company must deliver either Power of Attorney Form "A", "B" or "C" as prescribed by Department of Business Development, Ministry of Commerce (Attachment 5).

In this regard, in case of the shareholder who is foreign investor, has appointed the custodian in Thailand to be the depository and oversee his shares, is able to select to use either Power of Attorney Form "A", "B" or "C", For other shareholders can use only either "A" of "B" form as the company shall deliver Power of Attorney Form "A", "B" or "C" together with this notice or may be loaded at website: www.bangkoklife.com

1. Authorization other person to be the proxy
 - 1.1 The Authorizer must authorize only one proxy to attend the Meeting and Vote but cannot separate number of shares to several proxies to separately vote.
 - 1.2 The Authorizer is required to complete details on Power of Attorney which must be completely and correctly signed by both Authorizer and proxy.
 - 1.3 The proxy must submit Power of Attorney to the company's officer at the Meeting place before the proxy shall attend the Meeting.
 - 1.4 The shareholder shall use either only Power of Attorney Form "A" or "B".
2. Authorization the independent director to be the proxy
The Authorizer is able to authorize independent director of the company as a proxy to attend and vote in the Meeting by specifying name and details of such independent director of the company as **Dr.Siri Ganjarende, Chairman of the Nominating and Remuneration Committee, Independent Director and Executive Director, 66 years of age, residing at House No. 44/2, Moo 6, Bang Waek Road, Bang Phai Sub-district, Bang Khae District, Bangkok Metropolis 10160.** The authorizer is required to complete all details and sign on Power of Attorney, then put in the envelop of business reply service, seal and send via post with not require to affix the stamp to:-

The Company Secretary
Bangkok Life Assurance PCL.
23/115-121- Royal City Avenue, Rama 9 Road,
Bangkapi Sub-district, Huay Kwang District,
Bangkok 10310

Before the Meeting date or to give to the person duly appointed by the Board before the commencement of the Meeting in order that the company can take related action as you required.

2. Registration and presentation of document before attending the Meeting

The company shall starts to examine the completeness and correctness of documents for the Meeting and open for registration since 12.00 a.m. onwards at conference room, 7th floor, of the head office of Bangkok Life Assurance PCL. , No. 23/115-121, Royal City Avenue, Rama 9 Road, Bangkok Sub-district, Huay Kwang District, Bangkok Metropolis, according to the location map attached herewith. (Attachment 6).

The participants must present the following documents for registration before the Meeting (as the case may be).

1. In case of ordinary person

- 1.1 In case of the shareholder personally attends the Meeting, please present document issued by government authority contained with photograph of the shareholder which is still valid, i.e. Identification Card, Driving License or Passport. In case of change of name or surname, related evidences are also required.
- 1.2 In case of the proxy authorized his proxy to attend the Meeting
 1. Power of Attorney only either form of attachment (Attachment 5), duly completely and correctly completed and signature of the Authorizer and proxy with 20 baht duty stamp affixed.
 2. Photocopy of documents issued by government authority containing details as mentioned in 1.1 above and signed to certify true copy by the Authorizer.
 3. Document issued by government authority of the proxy duly contained with details according to clause 1.1 above.

2. In case of shareholder who is juristic person

- 2.1 In case of the shareholder's authorized person shall personally attend the Meeting.
 1. Document issued by government authority of the Agent according to the details in clause 1.1 above.
 2. Photocopy of juristic person registration certificate of the shareholders duly signed to certify true cop by representative of juristic person which its contents to illustrated that the proxy is authorized to act on behalf of juristic person who is shareholder.
- 2.2 In case of the shareholder had assigned the proxy to attend the Meeting
 1. Power of Attorney (Attachment 5) either type, fully and correctly complete and signed by the Authorizer and proxy with 20 bath duty stamp affixed.
 2. Certificate of juristic person registration certificate duly certified true copy by the representative with statement that the juristic person representative who singed in Power of Attorney is authorized to act on behalf of juristic person who is the shareholder.
 3. Document issued by government authority of the proxy duly contained with details according to clause 1.1 above

3. The non-Thai shareholders or juristic person duly organized according to foreign law.

Document in clause 1 and clause 2 must be prepared and presented in case of being Non-Thai shareholder or participant of the Meeting or juristic person duly organized according to foreign law, as the case may be, as follows:-

- 3.1 Such juristic person certificate may be document issued by the government in the country where such juristic person is located or by officer of such juristic person. In this regard, the certificate must contain details about name of juristic person, name of person duly authorized to sign on behalf of the juristic person or condition or restriction of power in signing document and address of the head office.
- 3.2 Document in any language other than Thai must be attached with Thai translation duly signed to certify correct translation by the representative of such juristic person.

3. Voting and vote counting

The Chairman notifies voting and vote counting method for the Meeting before enter into the Meeting agenda.

3.1 Voting

- 3.1.1 Unless otherwise stipulated herein by law, vote counting is based on 1 share 1 vote. In case of equal votes, the Chairman shall have separate 1 final vote.
- 3.1.2 Voting could not be separated nor partial votes.
- 3.1.3 Voting in each agenda, the Chairman shall ask member in the Meeting to hand up that whether there is any object nor suspend vote.
- 3.1.4 Any shareholder who had authorized the proxy to attend the Meeting on his behalf and the Proxy shall vote according to the intention of the shareholder who register to attend the Meeting who disagrees or suspends vote to deduct from total number of share of the attendant entitled to join and vote in each agenda.

3.2 Vote counting

- 3.2.1 Vote counting in each agenda, the company shall count vote of shareholders in the Meeting and shareholders who appointed the proxy as recorded by the company in advance. While the proxy who registered to attend the Meeting votes to disagree and suspends vote were deducted from total number of shares of the person who attend and is entitled to vote in each agenda.
- 3.2.2 The Chairman shall inform the Meeting about result of vote in each agenda after voting in each agenda were completed by separating the vote to agreed, disagreed and suspension of vote and calculate as percentage.

**Profile of Independent Director Appointed to be Proxy of Shareholders
not available to be present in the Meeting**

Name – Surname Dr. Siri Ganjarerndee

Age 66 Years

Nationality Thai



Address: No. 44/2, Moo 6, Bang Waek Road, Bang Phai Sub-district,
Bang Khae District, Bangkok Metropolis 10160

Position in Company Chairman of Nominating and Remuneration Committee /
Independent Director / Executive Director / Investment Committee

Educational background

1975 Ph.D., Monetary Economics and Econometrics & Operations Research, Monash University,
Australia
1972 M.Ec., Economic Statistics and Monetary Economics, University of Sydney, Australia
1970 B.Ec. (Hons.), Economic Statistics, University of Sydney, Australia

Training of the Director Program

2007 Certificate of Executive Program, Capital Market Academy, Class 5/2007
2005 Certificate of Audit Committee Program (ACP), Class of 6/2005,
Thai Institute of Directors Association
2005 Certificate of Directors Accreditation Program (DAP), Class 4/2003,
Thai Institute of Directors Association
2003 Certificate of Directors Accreditation Program (DAP), Class of 4/2003,
Thai Institute of Directors Association
1995 Certificate of Advanced Management Program, Class 113/1995, Harvard Business School

Work Experiences in present

August 2013 - Present Member of the Investment Committee, Bangkok Life Assurance Public Company Limited
2010 - present Chairman of the Nominating and Remuneration Committee,
Bangkok Life Assurance Public Company Limited
2003 - present Executive Director, Bangkok Life Assurance Public Company Limited
1999 - present Independent Director, Bangkok Life Assurance Public Company Limited
2011 - present Chairman of the Risk Management Committee, Bank of Thailand
2010 - present Member of the Public Sector Development Sub-Commission in Public Finance and
Budgeting System Improvement, Bank of Thailand

2010 - present	Independent Director and Member of Nomination, Compensation and Corporate Governance Committee, Indorama Ventures Public Company Limited
2009 - present	Expert Director, Bank of Thailand
2009 - present	Member, Financial Institutions Policy Committee (FIPC), Bank of Thailand
2007 - present	Director, Member of the Audit Committee, Nominating Committee and Compensation Committee, Thoresen Thai Agencies Public Company Limited
2003 - present	Member of the subcommittee for agreement drafting and evaluating state enterprises, State Enterprise Policy Office, Ministry of Finance
2003 - present	Director, Member of the Audit Committee and Compensation Committee, Chairman of the Board of Investments, TRIS Corporation Ltd.
2000 - present	Independent Director and Chairman of the Audit Committee, Member of Nominating and Remuneration Committee, Post Publishing Public Company Limited
2000 - present	Vice President and Chairman of the Audit Committee, Thai Vegetable Oil Public Company Limited

Share Holding - None -

Meeting Attendance in 2013

- Board of Directors' Meeting 6/6
- Executive Board Meeting 11/11
- Nominating and Remuneration Committee 4/4
- Investment Committee 3/4

The interest in the agenda - None -

Proxy Form

Proxy Assignment

If shareholders are unable to attend the Extraordinary Shareholders' Meeting No. 2/2557, the shareholder may assign the Independent Director of the Company, profile as shown in Attachment 4, or an individual as the proxy to attend the meeting and cast vote by choosing one of the following three proxy forms;

1. Form A: General Proxy Form
2. Form B: Specific Proxy Form
3. Form C: Partial Proxy Form (for foreign shareholders who authorize the Custodian in Thailand)

Proxy form (A)
(General Proxy Form)

Duty stamp 20 Baht

Made at

Date..... MonthYear.....

(1) I/We.....NationalityResiding at No. Road.....
Sub district.....District Province Postal Code

(2) as a shareholder of **Bangkok Life Assurance Public Company Limited**
holding a total amount of shares, and is entitled to cast votes
Ordinary shareshares, and is entitled to cast votes
Preferred share..... shares, and is entitled to cast votes

(3) hereby appoint

(1) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

(2) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

(3) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

Only one of above is assigned as my/our proxy to attend and vote in the Extraordinary Shareholders' Meeting No. 2/2557 on Friday, December 12, 2014 at 1.30 p.m. at the auditorium on the 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No.23/115-121 Royal City Avenue, Rama 9 Road, Bangkok, Huay kwang, Bangkok or at any adjournment thereof to any other date, time and venue.

Any act (s) undertaken by the Proxy at such meeting shall be deemed as my/our own act (s) in every respect.

Signed Grantor
(.....)

Signed.....Proxy
(.....)

Signed.....Proxy
(.....)

Signed.....Proxy
(.....)

Remarks: A shareholder assigning a proxy can authorize only on proxy to attend the meeting and cast the votes on his/her/their behalf and all votes of a shareholder cannot be split for more than one proxy.

Proxy form (B)
(Specific Proxy Form)

Duty stamp 20 Baht

Made at

Date..... MonthYear.....

(1) I/We.....NationalityResiding at No. Road.....
Sub district.....District Province Postal Code

(2) as a shareholder of **Bangkok Life Assurance Public Company Limited**
holding a total amount of shares, and is entitled to cast votes
Ordinary shareshares, and is entitled to cast votes
Preferred share..... shares, and is entitled to cast votes

(3) hereby appoint

(1) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

(2) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

(3) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

Only one of above is assigned as my/our proxy to attend and vote in the Extraordinary Shareholders' Meeting No. 2/2557 on Friday, December 12, 2014 at 1.30 p.m. at the auditorium on the 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No.23/115-121 Royal City Avenue, Rama 9 Road, Bangkok, Huay kwang, Bangkok or at any adjournment thereof to any other date, time and venue.

(4) I/We, hereby authorize the Proxy to vote on my/our behalf in this meeting as follows:

Agenda 1 To certify the Minutes of the Extraordinary Shareholders' Meeting No. 1/2557

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda 2 To approve the allotment of shares to reserve for dividend payment and exercise ESOP warrant as well as to allot the remaining shares from dividend payment

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

(5) The Proxy's voting on any matters that are not pursuant to what is specified in this Proxy Form is considered invalid and would not be regarded as a shareholders voting.

(6) In case that I/we do not express my/our intention to vote on a particular matter, or do not express my/our intention clearly, or in case that the Meeting considers and resolves matters other than those specified above, as well as the case that there is any amendment made or provision of additional facts, the Proxy is entitled to consider and vote on my/our behalf as the Proxy deems appropriate in all respects.

Any act (s) undertaken by the Proxy at such meeting shall be deemed as my/our own act (s) in every respect.

Signed Grantor
(.....)

Signed.....Proxy
(.....)

Signed.....Proxy
(.....)

Remarks

1. A shareholder assigning a proxy can authorize only on proxy to attend the meeting and cast the votes on his/her/their behalf and all votes of a shareholder cannot be split for more than one proxy.
2. Should the provisions prescribed above are not sufficient to cover all the Proxy's intentions; the Proxy may use the attached Annex to the Proxy Form B.

Annex to the Form of Proxy (Form B)

Grant of proxy as a shareholder of Bangkok Life Assurance Public Company Limited. At the Extraordinary Shareholders' Meeting No. 2/2557 on Friday, December 12, 2014 at 09.00 a.m. at the auditorium on the 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No.23/115-121 Royal City Avenue, Rama 9 Road, Bangkok, Huaykwang, Bangkok or at any adjournment thereof to any other date, time and venue.

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Proxy form (C)

(for foreign shareholders who authorize the Custodian in Thailand)

Duty stamp
20 Baht

Made at

Date..... MonthYear.....

(1) I/We.....NationalityResiding at No. Road.....
Sub district.....District Province Postal Code

As the Custodian of (Please specify the fund name / Shareholder name)

As a shareholder of **Bangkok Life Assurance Public Company Limited,**

holding a total amount of shares, and is entitled to cast votes

Ordinary shareshares, and is entitled to cast votes

Preferred share..... shares, and is entitled to cast votes

(2) hereby appoint

(1) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

(2) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

(3) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

Only one of above is assigned as my/our proxy to attend and vote in the Extraordinary Shareholders' Meeting No. 2/2557 on Friday, December 12, 2014 at 1.30 p.m. at the auditorium on the 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No.23/115-121 Royal City Avenue, Rama 9 Road, Bangkok, Huay kwang, Bangkok or at any adjournment thereof to any other date, time and venue.

(3) The number of votes for which I/We authorize the Proxy to vote in this meeting is

To authorize the Proxy to cast the votes pursuant to the total number of shares

To authorize the Proxy to cast the votes less than the total number of shares

Ordinary Shareshares, and is entitled to cast.....votes

Preference Share.....shares, and is entitled to cast.....votes

Total votes

(4) I/We, hereby authorize the Proxy to vote on my/our behalf in this meeting as follows:

Agenda 1 To certify the Minutes of the Extraordinary Shareholders' Meeting

No. 1/2557

(a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects

(b) The Proxy may consider the matters and vote on my/our behalf as follows:

Approve

Not Approve

Abstain

Agenda 2 To approve the allotment of shares to reserve for dividend payment and exercise ESOP warrant as well as to allot the remaining shares from dividend payment

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

(5) The Proxy’s voting on any matters that are not pursuant to what is specified in this Proxy Form is considered invalid and would not be regarded as a shareholders voting.

(6) In case that I/we do not express my/our intention to vote on a particular matter, or do not express my/our intention clearly, or in case that the Meeting considers and resolves matters other than those specified above, as well as the case that there is any amendment made or provision of additional facts, the Proxy is entitled to consider and vote on my/our behalf as the Proxy deems appropriate in all respects.

Any act (s) undertaken by the Proxy at such meeting shall be deemed as my/our own act (s) in every respect.

Signed Grantor
(.....)

Signed.....Proxy
(.....)

Signed.....Proxy
(.....)

Remarks

1. Only foreign shareholders as registered in the registration book who authorize the Custodian in Thailand use the Proxy form C.
2. Evidences to be enclosed with the proxy form are :
 - (1) Letter of attorney form shareholder authorizes a custodian to sign the Proxy Form on behalf of the shareholder.
 - (2) Letter of certification to certify that the signer in the Proxy Form have a permit to act as a Custodian.
3. The shareholder assigning a proxy must authorize only one proxy to attend the meeting and cast the votes on his/her/their behalf and all votes of such shareholder cannot be split for more than one proxy.
4. Should the provisions prescribed above are not sufficient to cover all the Proxy’s intentions; the Proxy may use the attached Annex to the Proxy Form C.

Annex to the Form of Proxy (Form C)

Grant of proxy as a shareholder of Bangkok Life Assurance Public Company Limited. At the Extraordinary Shareholders' Meeting No. 2/2557 on Friday, December 12, 2014 at 1.30 p.m. at the auditorium on the 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No.23/115-121 Royal City Avenue, Rama 9 Road, Bangkapi, Huaykwang, Bangkok or at any adjournment thereof to any other date, time and venue.

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda.....Subject.....

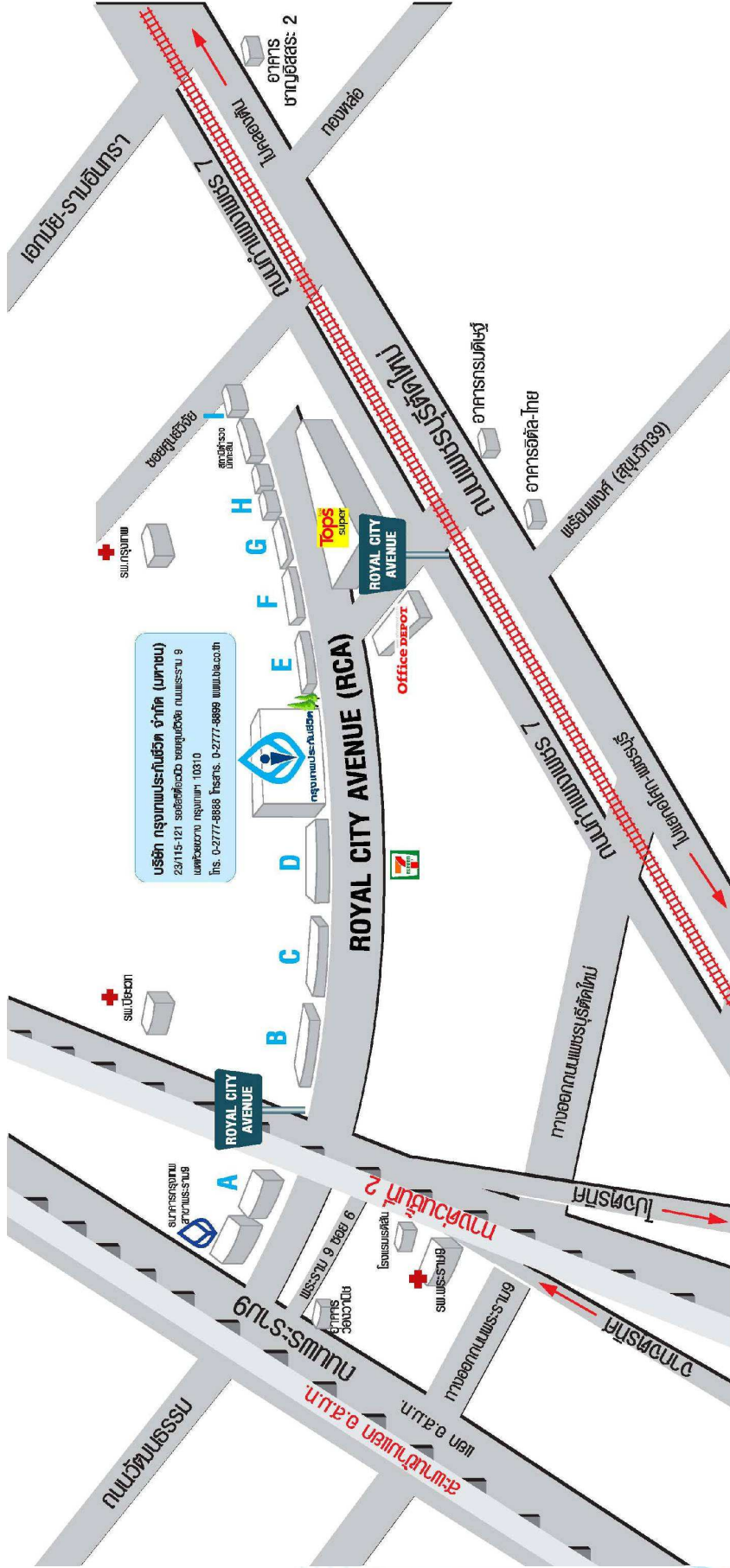
- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain



Map of the Annual General Meeting of Shareholders Venue



Traveling Route

1. By Bus

- Rama 9 Road Bus, Number 137, 168, 517, 551
- Petchaburi Road Bus, Number 11, 23, 60, 72, 93, 113, 206, 512

2. By MRT

- Get off at Petchaburi, Exit Asoke-Dindang

Note : for more information of traveling to Bangkok Life Assurance Plc. please dial 0 2777 8000

(Translation)

Invitation Letter

The Extraordinary Shareholders' Meeting







No. 2/2557

on Friday, December 12, 2014

1.30 P.M.

**At the auditorium on 7th floor, Head Office, Bangkok Life Assurance PCL.
23/115-121, Royal City Avenue, Rama 9 Road, Bangkok, Huaykwang, Bangkok**

CONTENTS

	page
Documents for the Extraordinary Shareholders' Meeting No. 2/2557	
 A Copy of the minutes of the Extraordinary Shareholders' Meeting No. 1/2557	5
 Articles of Association relating to the Shareholders' Meeting	12
 Conditions, Rules and Procedures in Attending the Meeting, Proxy and Voting	14
 List of Independent Director for proxy case	17
 Proxy form A, B and C	19
 Map of the Shareholders' Meeting venue	27

(Translation)

REF. BLA 47/2557

November 17, 2014

Subject: Notice of the Extraordinary Shareholders' Meeting No. 2/2557

To: Shareholders of the Company

Attachment: 1) A Copy of the minutes of the Extraordinary Shareholders' Meeting No. 1/2557
2) Articles of Association relating to the shareholders' meeting
3) Conditions, Rules and Procedures in Attending the Meeting, Proxy and Voting
4) List of Independent Directors for proxy case
5) Proxy Form, A, B and C
6) Map of the Shareholders' Meeting venue
7) The prepaid envelope

The Board of Directors of Bangkok Life Assurance Public Company Limited has resolved to summon the Extraordinary Shareholders' Meeting No. 2/2557 **on Friday, December 12, 2014, at 1.30 p.m., at the auditorium on the 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No. 23/115-121, Royal City Avenue, Rama 9 Road, Bangkok, Huaykwang, Bangkok, to consider matters according to the following agendas:-**

Agenda 1: To certify the Minutes of Extraordinary Shareholders' Meeting No. 1/2557

Objective and Rationale: The company held the Extraordinary Shareholders' Meeting No. 1/2557, on Thursday 25, September 2014 and the Minutes of the Meeting has been recorded and posted on the Company's website, according to the details appeared in Attachment 1.

The Board of Directors' opinion: The Minutes of Meeting had been properly recorded and proposed for the endorsement in the Shareholders' Meeting.

Voting: To approve this matter, a resolution must be passed by a majority of the shareholders who attended the meeting and are entitled to vote.

Agenda 2: To approve the allotment of shares to reserve for stock dividend payment and exercise ESOP warrant as well as to allot the remaining shares from dividend payment

Objective and Rationale: The Board of Directors' Meeting No. 6/2557 had resolved to propose the Extraordinary Shareholders' Meeting No. 2/2557 to approve the allotment of shares to reserve for dividend payment and exercise ESOP warrant as well as to allot the remaining shares from dividend payment.

The Board of Directors' opinion: To propose the Extraordinary Shareholders' Meeting No. 2/2557 to approve reducing shares reserved for warrant exercises by 40,800 shares and adding shares reserved for the stock dividend payment by 40,800 shares. In addition, the Board proposes to allot the remaining 2,775,075 shares from the stock dividend payment for approval. 2,775,000 shares will be offered through private placement at the price of not lower than 90% of the average closing price 7 business days prior to the offer date and the balance of 75 shares will be offered to Bangkok Life Assurance Public Company Limited Employee Provident Fund at par value.

Voting: To approve this matter, a resolution must be passed by not less than three-fourths of votes of shareholders who attended the meeting and are entitled to vote.

Record date for the right to attend the meeting is on November 17, 2014. The closing date of the register book for preparing list of the eligible shareholders under Section 225 of the Securities and Exchange Act is on November 18, 2014.

This is to cordially invite all shareholders to please attend the meeting according to the date, time and place as mentioned above. Should you be unable to attend the meeting, please appoint other person or independent director of the company as your proxy. The profile of independent director who can be appointed as the proxy is appeared in Attachment 4.

Enclosed please find the proxy form A, B and C as appeared in Attachment 5. Please select one type of the forms, fill up all details, sign and deliver to the company, together with all relevant supporting documents, prior to the meeting date. Prepaid envelope is attached herewith for your convenience (Please deliver the proxy form at least 1 day prior to the meeting date).

Yours sincerely,



(Mr.Sanor Thampipattanakul)
Company Secretary

Investor Relations Section

Tel: 0 2777 8681, 0 2777 8672

Fax: 0 2777 8680

Note : Bangkok Life Assurance Public Co., Ltd. has posted the invitation letter of the Extraordinary Shareholders' Meeting No. 2/2557 on the company's website, www.bangkoklife.com

(Translation)

**Minutes of the Extraordinary Shareholders' Meeting No. 1/2557
of Bangkok Life Assurance Public Co., Ltd.**

Date, Time & Place

The meeting was held on Thursday, September 25, 2014, at 09.00 a.m., at the 7th floor auditorium, Head Office No. 23/115-121 Royal City Avenue, Rama 9 Road, Bangkok, Huaykwang, Bangkok.

Directors in Attendance

- | | |
|---|---|
| 1. Khun Choedchu Sophonpanich | Chairman / Chairman of the Executive Board of Directors /
Chairman of the Investment Committee |
| 2. Khun Sunthorn Arunanondchai | Chairman of the Audit Committee / Independent Director |
| 3. Dr. Siri Ganjarerndee | Chairman of the Nomination and Remuneration Committee /
Independent Director / Executive Director / Member of the Investment
Committee |
| 4. Khun Praphant Asava-aree | Chairman of the Risk Management Committee / Independent Director /
Member of the Investment Committee |
| 5. Khun Komkai Tusaranont | Chairperson of the Good Corporate Governance Committee /
Independent Director / Member of the Audit Committee /
Member of the Risk Management Committee |
| 6. Khun Chai Sophonpanich | Director/ Member of the Nomination and Remuneration Committee |
| 7. Assoc.Prof. Damrong Thawesaengskulthai | Independent Director / Member of the Audit Committee /
Member of the Good Corporate Governance Committee |
| 8. Khun Ruchanee Nopmuang | Director / Member of the Nomination and Remuneration Committee |
| 9. Khun Savitri Ramayarupa | Director / Executive Director |
| 10. Khun Pojjanee Kongkalai | Director |
| 11. Khun Naoki Ban | Director |
| 12. Khun Kazuhide Toda | Director |
| 13. Khun Takeshi Fukuda | Director / Executive Director/Member of the Risk Management
Committee / Member of the Nomination and Remuneration
Committee / Member of the Good Corporate Governance Committee |
| 14. Khun Chone Sophonpanich | Director / Executive Director/Member of the Investment Committee /
President |

Director (s) in Absence

- | | |
|---------------------------|------------------------------|
| 1. Khun Prapaivan Limsong | Unable to attend the meeting |
|---------------------------|------------------------------|

Management in Attendance

- | | |
|----------------------------------|---|
| 1. Khun Ruangsak Panyabodegun | Senior Executive Vice President, Marketing Division |
| 2. Khun Sanor Thampipattanakul | Senior Executive Vice President, Investment Division
and Company Secretary |
| 3. Khun Suchinda Lertkiatmongkol | Senior Vice President, Information Technology Division |
| 4. Khun Jaruan Limkhunnadhammo | Senior Vice President, Finance and Accounting Division |
| 5. Khun Oranuch Samranrit | Vice President, Life Operations Division |

Observers

- | | |
|------------------------------|--|
| 1. Khun Lertsak Suthampond | Legal Adviser, Kanung & Partners Law Offices Co.,Ltd. |
| 2. Khun Sirin Tuntipitukchot | Right Protection Volunteer, Thai Investors Association |

The meeting started at 09:17 hrs.

The Company Secretary explained the voting procedure on each agenda by playing an audio clip with the details as follows:

Voting Procedure

1. The meeting shall consider all agendas, following the order of the agendas presented in the invitation to the meeting. After each agenda is presented, the shareholders will be asked to raise any questions they may have and to cast their vote after. In the event that the shareholders or proxies would like to ask questions or express their opinions, they must raise their hands and state their full name first. Proxies must also state name of the shareholder whom they represent.
2. Each shareholder is entitled to one vote per share. If votes on a matter are equal, the Chairman shall have a second or casting vote.
3. The shareholders cannot divide their vote or cast partial vote.
4. In the event that the shareholders disapprove of an agenda or would like to abstain from voting, please tick 'disapprove' or 'abstain', and the Company's staff will collect the ballots. The Company will deduct such disapproval and abstention from the total eligible votes and assume the rest of the votes as approval of such agenda. If no objection to the result is raised by any shareholder, it shall be deemed that the meeting approves of such agenda.
5. The vote result of each agenda will be displayed on the screen for acknowledgement.

Presiding over the meeting, Chairman Choedchu Sophonpanich welcomed all shareholders and summarized number of shareholders who attended the meeting and were entitled to vote as follows:

Shareholders present in person:	114 persons, equal to	251,195,613 shares
Proxies:	468 persons, equal to	754,399,820 shares
Total:	582 persons, equal to	1,005,595,433 shares

They accounted for 82.9256% of the total shares sold which constituted a quorum, according to the Articles of Association. The Chairman then declared the meeting open in order to consider the following agendas:

Agenda 1: To Approve the Minutes of the 2014 Annual General Meeting of Shareholders

The Chairman proposed the meeting to certify the minutes of the 2014 Annual General Meeting of Shareholders. A copy of which was sent to all shareholders in advance along with the invitation to the meeting.

The Chairman subsequently gave the shareholders an opportunity to ask questions and provide comments. Since no questions were raised, he then proposed the meeting to vote on the resolution to approve the minutes of the 2014 Annual General Meeting of Shareholders.

Khun Sirin Tuntipitukchot Right Protection Volunteer	Regarding the vote results presented in the minutes, for agendas which require a majority vote to approve, the Company should not include abstentions when calculating the proportion of total votes. This is in accordance with the Public Limited Companies Act B.E.2535 (1992). She requested the Company to comply with it from this meeting onwards.
Khun Choedchu Sophonpanich Chairman	During the meeting, those who would like to abstain from voting should inform the Company, otherwise the number of votes would not correspond with the number of meeting attendees. The Company would take the suggestion into consideration and follow the regulation accordingly.

Resolution: The meeting by the majority of the total votes casted by shareholders present and entitled to vote resolved to approve the minutes of the 2014 Annual General Meeting of Shareholders, based on the following:

- Approval	1,046,617,822	votes, equal to	100.0000%
- Disapproval	0	votes, equal to	0.0000%
- Abstention	0	votes, equal to	0.0000%
Total	1,046,617,822	votes, equal to	100.0000%

Agenda 2: To Approve Interim Dividend Payment by Stock and Cash Dividends

On behalf of the Board of Directors, the Chairman proposed the meeting to approve the interim dividend payment for the operating period of January 1, 2014 - June 30, 2014 at the rate of baht 0.45 per share. The payment would be made in the forms of cash dividend at the rate of baht 0.05 per share and stock dividend at the rate of 5 existing shares to 2 new shares, equal to baht 0.40 per share. It is equivalent to 485,059,200 shares in total at par value of baht 1. If there is a fraction of shares, the Company will pay for that portion in cash at the rate of baht 0.40 per share. The remaining shares after the stock dividend is paid will be sold to Bangkok Life Assurance Pcl. Employee Provident fund at par value. The dividends to be paid shall be taken from retained earnings which are taxed at 30% until they are used up. Then the remaining dividend payout shall be taken from retained earnings which are taxed at 25%. The record date for determining the shareholders who are entitled to receive the stock and cash dividend payment will be on October 10, 2014 and the book closing date will be on October 13, 2014. The dividend payment will be made on October 21, 2014.

The Chairman subsequently provided an opportunity for the shareholders to raise questions or give comments which are as follows:

Khun Tong-in Sang-ngam Proxy	Why does the Company have to seek approval from the shareholders' meeting in paying an interim dividend? Is this rate of dividend payment in compliance with the Articles of Association or not?
---------------------------------	--

Khun Chone Sophonpanich President	Because the dividend will be paid in the form of common stock, the Company has to seek approval from the shareholders' meeting. According to the Company's dividend payment policy for one-year period, the Company shall pay no less than 25% of net profit as dividend. This dividend payment is equal to 43% of net profit.
Khun Somkiat Promrat Shareholder	By what amount will this stock dividend payment cause the Company's stock price to drop? At what percentage?
Khun Chone Sophonpanich President	The stock price will change proportionately in relation to shares which increase. The shareholders' equity will remain the same after the cash dividend at the rate of baht 0.05 baht is paid. However, there are also other factors which can affect stock prices such as market expectations and situations and so on.
Khun Prawit Wirojwongchai Shareholder	What is the reason for paying stock dividend? Does the level of capital adequacy ratio depend on the Company's registered capital?
Khun Chone Sophonpanich President	The Company needs to maintain its capital adequacy ratio in an appropriate level in order to cope with changing circumstances in the future. In particular, the Office of Insurance Commission (OIC) is now considering imposing a stricter regulation, RBC Phase II. In addition, the ratio needs to be maintained for future interest rate fluctuations. Currently, the Company's capital adequacy ratio is lower than other leading life insurers in the industry. Shareholders' equity is also an important factor contributing to the level of capital adequacy ratio.
Khun Anu Wongsarnkij Shareholder	Why will there be remaining shares after the dividend is paid? Has the Company ever sold the remaining shares to Bangkok Life Assurance Pcl Employee Provident Fund?
Khun Chone Sophonpanich President	There will be remaining shares as some shareholders will not receive dividend for the entire number of shares they hold. The Company will add up all fractions of shares, which will probably not be in a large number. Then this portion of shares will be sold to Bangkok Life Assurance Pcl Employee Provident Fund at par value of baht 1.

Resolution: The meeting by the majority of the total votes casted by shareholders present and entitled to vote resolved to approve the interim dividend payment in stock and cash dividends, based on the following votes:

- Approval	1,041,318,627	votes, equal to	99.4829%
- Disapproval	5,412,400	votes, equal to	0.5171%
- Abstention	0	votes, equal to	0.0000%
Total	1,046,731,027	votes, equal to	100.0000%

Agenda 3: To Approve Increase of Registered Capital

The Chairman declared that in order to correspond with the resolution to pay the interim dividend by means of stock dividend and to have room for warrant exercises, the meeting was proposed to approve an increase of the Company's registered capital from formerly 1,220,000,000 baht to 1,708,000,000 baht by issuing 488,000,000 new shares at par value of baht 1 per share. 485,059,200 shares are for the interim dividend payment in the form of stock dividend; the other 2,940,800 shares are reserved for warrant exercises.

The Chairman subsequently provided an opportunity for the shareholders to raise questions or give comments which are presented as follows:

Khun Narumit Tangsuan, accompanying Thai Investors Association's representative	After this dividend payment, will the Company's capital adequacy ratio be in a sufficient level?
Khun Chone Sophonpanich President	The main factors which affect the capital adequacy ratio are interest rate and OIC regulations. The RCB Phase II which is going to be imposed has not been finalized. Once it is, the Company will be able to set target for its capital adequacy ratio.
Khun Anu Wongsarnkij Shareholder	How does the Company allocate ESOP warrant for employees?
Khun Chone Sophonpanich President	The Company allocates ESOP warrant for staff and management, considering key criteria which are employees' position, importance of their roles, and performance.

Resolution: The meeting, by more than three-fourths of shareholders present and entitled to vote resolved to approve the increase of registered capital based on following votes:

- Approval	1,041,346,427	votes, equal to	99.4829%
- Disapproval	5,412,400	votes, equal to	0.5171%
- Abstention	0	votes, equal to	0.0000%
Total	1,046,758,827	votes, equal to	100.0000%

Agenda 4: To Approve Amendment of Company's Memorandum

The Chairman declared that in order to correspond with the resolution to increase the Company's registered capital, the meeting was proposed to approve an amendment on the Company's memorandum, clause 4 as follows:

Present information:

Clause 4: Registered capital	1,220,000,000	baht	(one billion two hundred twenty million baht)
Divided into	1,220,000,000	shares	(one billion two hundred twenty million shares)
Par value per share	1	baht	(one baht)
Divided into:			
Ordinary shares	1,220,000,000	shares	(one billion two hundred twenty million shares)
Preferred shares	-	shares	(zero)

To be amended as follows:

Clause 4: Registered capital 1,708,000,000 baht (one billion seven hundred and eight million baht)
 Divided into 1,708,000,000 shares (one billion seven hundred and eight million shares)
 Par value per share 1 baht (one baht)
 Divided into:
 Ordinary shares 1,708,000,000 shares (one billion seven hundred and eight million shares)
 Preferred shares - shares (zero)

The Chairman subsequently gave the shareholders an opportunity to ask questions and provide comments. Since no questions were raised, he then proposed the meeting to vote on the resolution to approve the amendment of the Company's memorandum.

Resolution: The meeting, by more than three-fourths of shareholders present and entitled to vote resolved to approve the amendment of the Company's memorandum based on following votes:

- Approval	1,046,329,927	votes, equal to	99.9590%
- Disapproved	428,900	votes, equal to	0.0410%
- Abstained	0	votes, equal to	0.0000%
Total	1,046,758,827	votes, equal to	100.0000%

Agenda 5: Other Matters (if any)

The Chairman provided the shareholders an opportunity to raise questions and comments which are presented as follows:

- Khun Worapoj Chanyangyuen
Shareholder
1. Why does the Company set its reserve considerably lower than other companies?
 2. Does the Company have to increase its capital in the future?
 3. The Company's profit in Q2/2014 dropped considerably as a result of setting aside the reserve. How many more quarters will this situation impact the Company?
 4. During the first half of this year, the Company focused on selling endowment products through bancassurance channel which required the Company to set high reserve. Now the Company has a plan to focus more on long-term products which can help reducing the reserve level. However, this type of products is difficult to sell through bancassurance. Is the agent channel ready to compete with other companies which place their emphasis on protection products? Will bancassurance, the Company's main channel, be able to support protection products' sale?

- Khun Chone Sophonpanich
President
1. Life policy reserve is controlled by the regulator's and accounting standards. The Company cannot choose to set it in a high or low level. The information shown in the presentation slide is capital adequacy ratio. OIC requires the minimum level at 140%. The Company's capital adequacy ratio as of June 30, 2014 is 239% which is sufficient for future interest rate fluctuations even though it is lower than other leading companies.
 2. Currently the Company's registered capital is adequate to some degree. However, the Company intends to strengthen its capital level so as to handle changing circumstances in the future, especially changing OIC regulations or RBC Phase II and interest rate fluctuations. In addition, it also depends on the Company's ability to adjust its product mix.
 3. Profit in Q2/2014 decreased mainly because of the interest rate decrease. It caused the Company to set aside additional life policy reserve. There is an unbalance in the accounting standard. For assets, the value recorded is based on the original cost, while that of liabilities is marked-to-market when the interest rate dramatically drops. If the accounting standard records marked-to-market value of both sides, it will considerably minimize the impact.
 4. For bancassurance, the Company sells credit protection products, but it is difficult to sell individual protection products such as whole life which is more suitable for agent channel. For agent channel, the Company has tried to develop it continually in order to enhance its competitiveness.
- Khun Anu Wongsarnkij
Shareholder
- After the political situation appears to have eased, and the new government takes office, is there any new project to boost the life insurance market?
- Khun Chone Sophonpanich
President
- The Company still follows OIC development plan. The Thai Life Assurance Association has continually coordinated collaboration in the industry in order to work jointly to improve the business.

During the meeting more shareholders registered to attend the meeting, making the total number of 141 attending shareholders and 488 proxies, totaling 629 persons. These attendees represented 1,047,317,827 shares or 83.3662% of the total shares sold.

No other matters were raised. The Chairman thanked all shareholders for joining the meeting and declared the meeting closed at 10.05 hrs.



(Mr. Choedchu Sophonpanich)
Chairman



(Mr. Sanor Thampipattanakul)
Company secretary

Articles of association of the Company related with Shareholders' Meeting

Chapter 5 : Shareholders' Meeting

45. The board of directors shall hold an Annual Ordinary General Meeting within 4 (four) months from the end of the Company' fiscal period. Other Meetings shall be called Extra-Ordinary Shareholders' Meeting.

The board of directors may call for an Extra Ordinary Shareholders' Meeting at any time it deems appropriate; or when there is a request by shareholders representing at least one-fifth of the total issued shares; or when at least 25 (twenty five) shareholders, holding not less than the aggregate number of one-tenth of the total issued Shares, request the board for a General Meeting. However, the reason for requesting a meeting must be specified in such written request. The board of directors shall hold a meeting within 1 (one) month from the date of request by the shareholders.

46. In calling for General Meetings, the board of directors shall issue a notice specifying the place, the date and the time of the meeting, the agenda and the nature of the business to be transacted together with the appropriate details. Such a notice must be given to the shareholders and the registrar not later than 7 (seven) days prior to the date of the meeting, and published in a newspaper for 3 (three) days consecutively at least 3 (three) days prior to the date of the meeting.

47. Any General Meeting shall require a quorum of at least 25 (twenty five) shareholders or their proxies (if any) attending the meeting or at least half of the shareholders holding at least one-third of the total issued shares.

In the case where one hour after the meeting time has lapsed, a quorum has not been constituted, and if the meeting has been called at the shareholders' request, the meeting shall be cancelled. If the meeting has not been called for at the shareholders' request, another meeting shall be fixed and the notice of the meeting shall be sent to the shareholders 7 (seven) days prior to the meeting. A quorum at the latter meeting is not required.

48. The chairman of the board shall be chairman of the General Meeting. If the chairman is not present at the meeting or is unable to perform duties, the vice chairman shall preside at the meeting. If there is no vice chairman or he/she is unable to perform duties, the shareholders attending the meeting shall elect one of the other shareholders to be the chairman at the meeting.

Every shareholder shall have one vote for each share of which he/she is the holder.

The voting shall take place openly, unless a secret ballot is requested by not less than 5 shareholders and it is approved at the meeting. The method of secret ballot shall be decided by the chairman of the meeting.

49. Resolutions of the shareholders shall consist of the following:
- 49.1 In normal circumstances, a simple majority vote of the shareholders attending. In the case of a tied vote, the chairman shall have the casting vote.
 - 49.2 In the following cases, three-fourth of the total votes represented by all the shareholders attending:
 - (a) Sale or transfer of part or the whole of any essential part of the business of the Company
 - (b) Purchase or receipt of transfer of any other Company's business to the Company
 - (c) Execution, amendment or termination involving lease of part or the whole of an essential part of the business of the Company; assignment of management of the Company by third party, merger with the purpose of sharing profit and loss
 - (d) Amendment of the Company's memorandum or articles of association
 - (e) Increase or decrease the capital of the Company or issuance of the debenture or convertible debenture, issuance of preferred stock or convertible preferred stock, issuance of other securities prescribed by law relating to the securities and exchange, issuance of warrant
 - (f) Amalgamation or winding up of the Company
50. Ordinary meetings shall usually be summoned for the purpose of :
- 50.1 Reviewing the report of the board of directors covering work done during the previous financial period
 - 50.2 Considering approval of the balance sheet and income statement
 - 50.3 Reviewing payment of dividend
 - 50.4 Electing new directors in place of those who must retire
 - 50.5 Appointing auditors and fix their remuneration
 - 50.6 Transacting other business

**Conditions, Rules and Procedures in Attending the Meeting,
Authorization and Voting**

1. Authorization

In case of any shareholder is unable to personally attend the Meeting, such shareholder can consider to authorize other person or independent director of the company as his proxy to attend the Meeting and vote in the Meeting on his behalf whereby the company must deliver either Power of Attorney Form "A", "B" or "C" as prescribed by Department of Business Development, Ministry of Commerce (Attachment 5).

In this regard, in case of the shareholder who is foreign investor, has appointed the custodian in Thailand to be the depository and oversee his shares, is able to select to use either Power of Attorney Form "A", "B" or "C", For other shareholders can use only either "A" of "B" form as the company shall deliver Power of Attorney Form "A", "B" or "C" together with this notice or may be loaded at website: www.bangkoklife.com

1. Authorization other person to be the proxy
 - 1.1 The Authorizer must authorize only one proxy to attend the Meeting and Vote but cannot separate number of shares to several proxies to separately vote.
 - 1.2 The Authorizer is required to complete details on Power of Attorney which must be completely and correctly signed by both Authorizer and proxy.
 - 1.3 The proxy must submit Power of Attorney to the company's officer at the Meeting place before the proxy shall attend the Meeting.
 - 1.4 The shareholder shall use either only Power of Attorney Form "A" or "B".
2. Authorization the independent director to be the proxy
The Authorizer is able to authorize independent director of the company as a proxy to attend and vote in the Meeting by specifying name and details of such independent director of the company as **Dr.Siri Ganjarende, Chairman of the Nominating and Remuneration Committee, Independent Director and Executive Director, 66 years of age, residing at House No. 44/2, Moo 6, Bang Waek Road, Bang Phai Sub-district, Bang Khae District, Bangkok Metropolis 10160.** The authorizer is required to complete all details and sign on Power of Attorney, then put in the envelop of business reply service, seal and send via post with not require to affix the stamp to:-

The Company Secretary
Bangkok Life Assurance PCL.
23/115-121- Royal City Avenue, Rama 9 Road,
Bangkapi Sub-district, Huay Kwang District,
Bangkok 10310

Before the Meeting date or to give to the person duly appointed by the Board before the commencement of the Meeting in order that the company can take related action as you required.

2. Registration and presentation of document before attending the Meeting

The company shall starts to examine the completeness and correctness of documents for the Meeting and open for registration since 12.00 a.m. onwards at conference room, 7th floor, of the head office of Bangkok Life Assurance PCL. , No. 23/115-121, Royal City Avenue, Rama 9 Road, Bangkok Sub-district, Huay Kwang District, Bangkok Metropolis, according to the location map attached herewith. (Attachment 6).

The participants must present the following documents for registration before the Meeting (as the case may be).

1. In case of ordinary person

- 1.1 In case of the shareholder personally attends the Meeting, please present document issued by government authority contained with photograph of the shareholder which is still valid, i.e. Identification Card, Driving License or Passport. In case of change of name or surname, related evidences are also required.
- 1.2 In case of the proxy authorized his proxy to attend the Meeting
 1. Power of Attorney only either form of attachment (Attachment 5), duly completely and correctly completed and signature of the Authorizer and proxy with 20 baht duty stamp affixed.
 2. Photocopy of documents issued by government authority containing details as mentioned in 1.1 above and signed to certify true copy by the Authorizer.
 3. Document issued by government authority of the proxy duly contained with details according to clause 1.1 above.

2. In case of shareholder who is juristic person

- 2.1 In case of the shareholder's authorized person shall personally attend the Meeting.
 1. Document issued by government authority of the Agent according to the details in clause 1.1 above.
 2. Photocopy of juristic person registration certificate of the shareholders duly signed to certify true cop by representative of juristic person which its contents to illustrated that the proxy is authorized to act on behalf of juristic person who is shareholder.
- 2.2 In case of the shareholder had assigned the proxy to attend the Meeting
 1. Power of Attorney (Attachment 5) either type, fully and correctly complete and signed by the Authorizer and proxy with 20 bath duty stamp affixed.
 2. Certificate of juristic person registration certificate duly certified true copy by the representative with statement that the juristic person representative who singed in Power of Attorney is authorized to act on behalf of juristic person who is the shareholder.
 3. Document issued by government authority of the proxy duly contained with details according to clause 1.1 above

3. The non-Thai shareholders or juristic person duly organized according to foreign law.

Document in clause 1 and clause 2 must be prepared and presented in case of being Non-Thai shareholder or participant of the Meeting or juristic person duly organized according to foreign law, as the case may be, as follows:-

- 3.1 Such juristic person certificate may be document issued by the government in the country where such juristic person is located or by officer of such juristic person. In this regard, the certificate must contain details about name of juristic person, name of person duly authorized to sign on behalf of the juristic person or condition or restriction of power in signing document and address of the head office.
- 3.2 Document in any language other than Thai must be attached with Thai translation duly signed to certify correct translation by the representative of such juristic person.

3. Voting and vote counting

The Chairman notifies voting and vote counting method for the Meeting before enter into the Meeting agenda.

3.1 Voting

- 3.1.1 Unless otherwise stipulated herein by law, vote counting is based on 1 share 1 vote. In case of equal votes, the Chairman shall have separate 1 final vote.
- 3.1.2 Voting could not be separated nor partial votes.
- 3.1.3 Voting in each agenda, the Chairman shall ask member in the Meeting to hand up that whether there is any object nor suspend vote.
- 3.1.4 Any shareholder who had authorized the proxy to attend the Meeting on his behalf and the Proxy shall vote according to the intention of the shareholder who register to attend the Meeting who disagrees or suspends vote to deduct from total number of share of the attendant entitled to join and vote in each agenda.

3.2 Vote counting

- 3.2.1 Vote counting in each agenda, the company shall count vote of shareholders in the Meeting and shareholders who appointed the proxy as recorded by the company in advance. While the proxy who registered to attend the Meeting votes to disagree and suspends vote were deducted from total number of shares of the person who attend and is entitled to vote in each agenda.
- 3.2.2 The Chairman shall inform the Meeting about result of vote in each agenda after voting in each agenda were completed by separating the vote to agreed, disagreed and suspension of vote and calculate as percentage.

**Profile of Independent Director Appointed to be Proxy of Shareholders
not available to be present in the Meeting**

Name – Surname Dr. Siri Ganjarerndee

Age 66 Years

Nationality Thai



Address: No. 44/2, Moo 6, Bang Waek Road, Bang Phai Sub-district,
Bang Khae District, Bangkok Metropolis 10160

Position in Company Chairman of Nominating and Remuneration Committee /
Independent Director / Executive Director / Investment Committee

Educational background

1975 Ph.D., Monetary Economics and Econometrics & Operations Research, Monash University,
Australia
1972 M.Ec., Economic Statistics and Monetary Economics, University of Sydney, Australia
1970 B.Ec. (Hons.), Economic Statistics, University of Sydney, Australia

Training of the Director Program

2007 Certificate of Executive Program, Capital Market Academy, Class 5/2007
2005 Certificate of Audit Committee Program (ACP), Class of 6/2005,
Thai Institute of Directors Association
2005 Certificate of Directors Accreditation Program (DAP), Class 4/2003,
Thai Institute of Directors Association
2003 Certificate of Directors Accreditation Program (DAP), Class of 4/2003,
Thai Institute of Directors Association
1995 Certificate of Advanced Management Program, Class 113/1995, Harvard Business School

Work Experiences in present

August 2013 - Present Member of the Investment Committee, Bangkok Life Assurance Public Company Limited
2010 - present Chairman of the Nominating and Remuneration Committee,
Bangkok Life Assurance Public Company Limited
2003 - present Executive Director, Bangkok Life Assurance Public Company Limited
1999 - present Independent Director, Bangkok Life Assurance Public Company Limited
2011 - present Chairman of the Risk Management Committee, Bank of Thailand
2010 - present Member of the Public Sector Development Sub-Commission in Public Finance and
Budgeting System Improvement, Bank of Thailand

2010 - present	Independent Director and Member of Nomination, Compensation and Corporate Governance Committee, Indorama Ventures Public Company Limited
2009 - present	Expert Director, Bank of Thailand
2009 - present	Member, Financial Institutions Policy Committee (FIPC), Bank of Thailand
2007 - present	Director, Member of the Audit Committee, Nominating Committee and Compensation Committee, Thoresen Thai Agencies Public Company Limited
2003 - present	Member of the subcommittee for agreement drafting and evaluating state enterprises, State Enterprise Policy Office, Ministry of Finance
2003 - present	Director, Member of the Audit Committee and Compensation Committee, Chairman of the Board of Investments, TRIS Corporation Ltd.
2000 - present	Independent Director and Chairman of the Audit Committee, Member of Nominating and Remuneration Committee, Post Publishing Public Company Limited
2000 - present	Vice President and Chairman of the Audit Committee, Thai Vegetable Oil Public Company Limited

Share Holding - None -

Meeting Attendance in 2013

- Board of Directors' Meeting 6/6
- Executive Board Meeting 11/11
- Nominating and Remuneration Committee 4/4
- Investment Committee 3/4

The interest in the agenda - None -

Proxy Form

Proxy Assignment

If shareholders are unable to attend the Extraordinary Shareholders' Meeting No. 2/2557, the shareholder may assign the Independent Director of the Company, profile as shown in Attachment 4, or an individual as the proxy to attend the meeting and cast vote by choosing one of the following three proxy forms;

1. Form A: General Proxy Form
2. Form B: Specific Proxy Form
3. Form C: Partial Proxy Form (for foreign shareholders who authorize the Custodian in Thailand)

Proxy form (A)
(General Proxy Form)

Duty stamp 20 Baht

Made at

Date..... MonthYear.....

(1) I/We.....NationalityResiding at No. Road.....
Sub district.....District Province Postal Code

(2) as a shareholder of **Bangkok Life Assurance Public Company Limited**
holding a total amount of shares, and is entitled to cast votes
Ordinary shareshares, and is entitled to cast votes
Preferred share..... shares, and is entitled to cast votes

(3) hereby appoint

(1) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

(2) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

(3) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

Only one of above is assigned as my/our proxy to attend and vote in the Extraordinary Shareholders' Meeting No. 2/2557 on Friday, December 12, 2014 at 1.30 p.m. at the auditorium on the 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No.23/115-121 Royal City Avenue, Rama 9 Road, Bangkok, Huay kwang, Bangkok or at any adjournment thereof to any other date, time and venue.

Any act (s) undertaken by the Proxy at such meeting shall be deemed as my/our own act (s) in every respect.

Signed Grantor
(.....)

Signed.....Proxy
(.....)

Signed.....Proxy
(.....)

Signed.....Proxy
(.....)

Remarks: A shareholder assigning a proxy can authorize only on proxy to attend the meeting and cast the votes on his/her/their behalf and all votes of a shareholder cannot be split for more than one proxy.

Proxy form (B)
(Specific Proxy Form)

Duty stamp 20 Baht

Made at

Date..... MonthYear.....

(1) I/We.....NationalityResiding at No. Road.....
Sub district.....District Province Postal Code

(2) as a shareholder of **Bangkok Life Assurance Public Company Limited**
holding a total amount of shares, and is entitled to cast votes
Ordinary shareshares, and is entitled to cast votes
Preferred share..... shares, and is entitled to cast votes

(3) hereby appoint

(1) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

(2) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

(3) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

Only one of above is assigned as my/our proxy to attend and vote in the Extraordinary Shareholders' Meeting No. 2/2557 on Friday, December 12, 2014 at 1.30 p.m. at the auditorium on the 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No.23/115-121 Royal City Avenue, Rama 9 Road, Bangkok, Huay kwang, Bangkok or at any adjournment thereof to any other date, time and venue.

(4) I/We, hereby authorize the Proxy to vote on my/our behalf in this meeting as follows:

**Agenda 1 To certify the Minutes of the Extraordinary Shareholders' Meeting
No. 1/2557**

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda 2 To approve the allotment of shares to reserve for dividend payment and exercise ESOP warrant as well as to allot the remaining shares from dividend payment

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

(5) The Proxy's voting on any matters that are not pursuant to what is specified in this Proxy Form is considered invalid and would not be regarded as a shareholders voting.

(6) In case that I/we do not express my/our intention to vote on a particular matter, or do not express my/our intention clearly, or in case that the Meeting considers and resolves matters other than those specified above, as well as the case that there is any amendment made or provision of additional facts, the Proxy is entitled to consider and vote on my/our behalf as the Proxy deems appropriate in all respects.

Any act (s) undertaken by the Proxy at such meeting shall be deemed as my/our own act (s) in every respect.

Signed Grantor
(.....)

Signed.....Proxy
(.....)

Signed.....Proxy
(.....)

Remarks

1. A shareholder assigning a proxy can authorize only on proxy to attend the meeting and cast the votes on his/her/their behalf and all votes of a shareholder cannot be split for more than one proxy.
2. Should the provisions prescribed above are not sufficient to cover all the Proxy's intentions; the Proxy may use the attached Annex to the Proxy Form B.

Annex to the Form of Proxy (Form B)

Grant of proxy as a shareholder of Bangkok Life Assurance Public Company Limited. At the Extraordinary Shareholders' Meeting No. 2/2557 on Friday, December 12, 2014 at 09.00 a.m. at the auditorium on the 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No.23/115-121 Royal City Avenue, Rama 9 Road, Bangkok, Huaykwang, Bangkok or at any adjournment thereof to any other date, time and venue.

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Proxy form (C)

(for foreign shareholders who authorize the Custodian in Thailand)

Duty stamp
20 Baht

Made at

Date..... MonthYear.....

(1) I/We.....NationalityResiding at No. Road.....
Sub district.....District Province Postal Code

As the Custodian of (Please specify the fund name / Shareholder name)

As a shareholder of **Bangkok Life Assurance Public Company Limited,**

holding a total amount of shares, and is entitled to cast votes

Ordinary shareshares, and is entitled to cast votes

Preferred share..... shares, and is entitled to cast votes

(2) hereby appoint

(1) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

(2) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

(3) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

Only one of above is assigned as my/our proxy to attend and vote in the Extraordinary Shareholders' Meeting No. 2/2557 on Friday, December 12, 2014 at 1.30 p.m. at the auditorium on the 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No.23/115-121 Royal City Avenue, Rama 9 Road, Bangkok, Huay kwang, Bangkok or at any adjournment thereof to any other date, time and venue.

(3) The number of votes for which I/We authorize the Proxy to vote in this meeting is

To authorize the Proxy to cast the votes pursuant to the total number of shares

To authorize the Proxy to cast the votes less than the total number of shares

Ordinary Shareshares, and is entitled to cast.....votes

Preference Share.....shares, and is entitled to cast.....votes

Total votes

(4) I/We, hereby authorize the Proxy to vote on my/our behalf in this meeting as follows:

Agenda 1 To certify the Minutes of the Extraordinary Shareholders' Meeting

No. 1/2557

(a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects

(b) The Proxy may consider the matters and vote on my/our behalf as follows:

Approve

Not Approve

Abstain

Agenda 2 To approve the allotment of shares to reserve for dividend payment and exercise ESOP warrant as well as to allot the remaining shares from dividend payment

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

(5) The Proxy’s voting on any matters that are not pursuant to what is specified in this Proxy Form is considered invalid and would not be regarded as a shareholders voting.

(6) In case that I/we do not express my/our intention to vote on a particular matter, or do not express my/our intention clearly, or in case that the Meeting considers and resolves matters other than those specified above, as well as the case that there is any amendment made or provision of additional facts, the Proxy is entitled to consider and vote on my/our behalf as the Proxy deems appropriate in all respects.

Any act (s) undertaken by the Proxy at such meeting shall be deemed as my/our own act (s) in every respect.

Signed Grantor
(.....)

Signed.....Proxy
(.....)

Signed.....Proxy
(.....)

Remarks

1. Only foreign shareholders as registered in the registration book who authorize the Custodian in Thailand use the Proxy form C.
2. Evidences to be enclosed with the proxy form are :
 - (1) Letter of attorney form shareholder authorizes a custodian to sign the Proxy Form on behalf of the shareholder.
 - (2) Letter of certification to certify that the signer in the Proxy Form have a permit to act as a Custodian.
3. The shareholder assigning a proxy must authorize only one proxy to attend the meeting and cast the votes on his/her/their behalf and all votes of such shareholder cannot be split for more than one proxy.
4. Should the provisions prescribed above are not sufficient to cover all the Proxy’s intentions; the Proxy may use the attached Annex to the Proxy Form C.

Annex to the Form of Proxy (Form C)

Grant of proxy as a shareholder of Bangkok Life Assurance Public Company Limited. At the Extraordinary Shareholders' Meeting No. 2/2557 on Friday, December 12, 2014 at 1.30 p.m. at the auditorium on the 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No.23/115-121 Royal City Avenue, Rama 9 Road, Bangkapi, Huaykwang, Bangkok or at any adjournment thereof to any other date, time and venue.

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda.....Subject.....

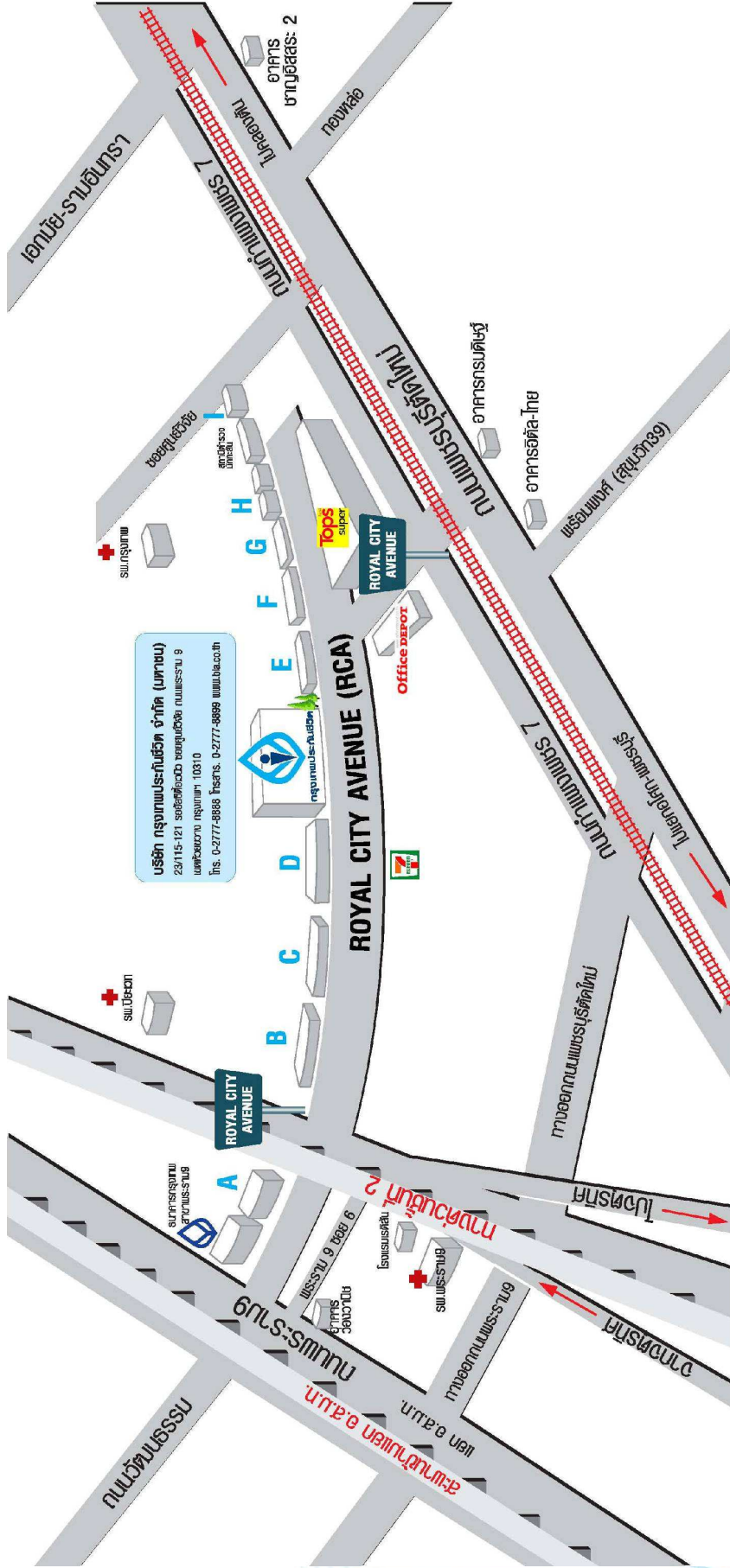
- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain



Map of the Annual General Meeting of Shareholders Venue



Traveling Route

1. By Bus

- Rama 9 Road Bus, Number 137, 168, 517, 551
- Petchaburi Road Bus, Number 11, 23, 60, 72, 93, 113, 206, 512

2. By MRT

- Get off at Petchaburi, Exit Asoke-Dindang

Note : for more information of traveling to Bangkok Life Assurance Plc. please dial 0 2777 8000

(Translation)

Invitation Letter

The Extraordinary Shareholders' Meeting







No. 2/2557

on Friday, December 12, 2014

1.30 P.M.

**At the auditorium on 7th floor, Head Office, Bangkok Life Assurance PCL.
23/115-121, Royal City Avenue, Rama 9 Road, Bangkok, Huaykwang, Bangkok**

CONTENTS

	page
Documents for the Extraordinary Shareholders' Meeting No. 2/2557	
 A Copy of the minutes of the Extraordinary Shareholders' Meeting No. 1/2557	5
 Articles of Association relating to the Shareholders' Meeting	12
 Conditions, Rules and Procedures in Attending the Meeting, Proxy and Voting	14
 List of Independent Director for proxy case	17
 Proxy form A, B and C	19
 Map of the Shareholders' Meeting venue	27

(Translation)

REF. BLA 47/2557

November 17, 2014

Subject: Notice of the Extraordinary Shareholders' Meeting No. 2/2557

To: Shareholders of the Company

Attachment: 1) A Copy of the minutes of the Extraordinary Shareholders' Meeting No. 1/2557
2) Articles of Association relating to the shareholders' meeting
3) Conditions, Rules and Procedures in Attending the Meeting, Proxy and Voting
4) List of Independent Directors for proxy case
5) Proxy Form, A, B and C
6) Map of the Shareholders' Meeting venue
7) The prepaid envelope

The Board of Directors of Bangkok Life Assurance Public Company Limited has resolved to summon the Extraordinary Shareholders' Meeting No. 2/2557 **on Friday, December 12, 2014, at 1.30 p.m., at the auditorium on the 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No. 23/115-121, Royal City Avenue, Rama 9 Road, Bangkok, Huaykwang, Bangkok, to consider matters according to the following agendas:-**

Agenda 1: To certify the Minutes of Extraordinary Shareholders' Meeting No. 1/2557

Objective and Rationale: The company held the Extraordinary Shareholders' Meeting No. 1/2557, on Thursday 25, September 2014 and the Minutes of the Meeting has been recorded and posted on the Company's website, according to the details appeared in Attachment 1.

The Board of Directors' opinion: The Minutes of Meeting had been properly recorded and proposed for the endorsement in the Shareholders' Meeting.

Voting: To approve this matter, a resolution must be passed by a majority of the shareholders who attended the meeting and are entitled to vote.

Agenda 2: To approve the allotment of shares to reserve for stock dividend payment and exercise ESOP warrant as well as to allot the remaining shares from dividend payment

Objective and Rationale: The Board of Directors' Meeting No. 6/2557 had resolved to propose the Extraordinary Shareholders' Meeting No. 2/2557 to approve the allotment of shares to reserve for dividend payment and exercise ESOP warrant as well as to allot the remaining shares from dividend payment.

The Board of Directors' opinion: To propose the Extraordinary Shareholders' Meeting No. 2/2557 to approve reducing shares reserved for warrant exercises by 40,800 shares and adding shares reserved for the stock dividend payment by 40,800 shares. In addition, the Board proposes to allot the remaining 2,775,075 shares from the stock dividend payment for approval. 2,775,000 shares will be offered through private placement at the price of not lower than 90% of the average closing price 7 business days prior to the offer date and the balance of 75 shares will be offered to Bangkok Life Assurance Public Company Limited Employee Provident Fund at par value.

Voting: To approve this matter, a resolution must be passed by not less than three-fourths of votes of shareholders who attended the meeting and are entitled to vote.

Record date for the right to attend the meeting is on November 17, 2014. The closing date of the register book for preparing list of the eligible shareholders under Section 225 of the Securities and Exchange Act is on November 18, 2014.

This is to cordially invite all shareholders to please attend the meeting according to the date, time and place as mentioned above. Should you be unable to attend the meeting, please appoint other person or independent director of the company as your proxy. The profile of independent director who can be appointed as the proxy is appeared in Attachment 4.

Enclosed please find the proxy form A, B and C as appeared in Attachment 5. Please select one type of the forms, fill up all details, sign and deliver to the company, together with all relevant supporting documents, prior to the meeting date. Prepaid envelope is attached herewith for your convenience (Please deliver the proxy form at least 1 day prior to the meeting date).

Yours sincerely,



(Mr.Sanor Thampipattanakul)
Company Secretary

Investor Relations Section

Tel: 0 2777 8681, 0 2777 8672

Fax: 0 2777 8680

Note : Bangkok Life Assurance Public Co., Ltd. has posted the invitation letter of the Extraordinary Shareholders' Meeting No. 2/2557 on the company's website, www.bangkoklife.com

(Translation)

**Minutes of the Extraordinary Shareholders' Meeting No. 1/2557
of Bangkok Life Assurance Public Co., Ltd.**

Date, Time & Place

The meeting was held on Thursday, September 25, 2014, at 09.00 a.m., at the 7th floor auditorium, Head Office No. 23/115-121 Royal City Avenue, Rama 9 Road, Bangkok, Huaykwang, Bangkok.

Directors in Attendance

- | | |
|---|---|
| 1. Khun Choedchu Sophonpanich | Chairman / Chairman of the Executive Board of Directors /
Chairman of the Investment Committee |
| 2. Khun Sunthorn Arunanondchai | Chairman of the Audit Committee / Independent Director |
| 3. Dr. Siri Ganjarerndee | Chairman of the Nomination and Remuneration Committee /
Independent Director / Executive Director / Member of the Investment
Committee |
| 4. Khun Praphant Asava-aree | Chairman of the Risk Management Committee / Independent Director /
Member of the Investment Committee |
| 5. Khun Komkai Tusaranont | Chairperson of the Good Corporate Governance Committee /
Independent Director / Member of the Audit Committee /
Member of the Risk Management Committee |
| 6. Khun Chai Sophonpanich | Director/ Member of the Nomination and Remuneration Committee |
| 7. Assoc.Prof. Damrong Thawesaengskulthai | Independent Director / Member of the Audit Committee /
Member of the Good Corporate Governance Committee |
| 8. Khun Ruchanee Nopmuang | Director / Member of the Nomination and Remuneration Committee |
| 9. Khun Savitri Ramayarupa | Director / Executive Director |
| 10. Khun Pojjanee Kongkalai | Director |
| 11. Khun Naoki Ban | Director |
| 12. Khun Kazuhide Toda | Director |
| 13. Khun Takeshi Fukuda | Director / Executive Director/Member of the Risk Management
Committee / Member of the Nomination and Remuneration
Committee / Member of the Good Corporate Governance Committee |
| 14. Khun Chone Sophonpanich | Director / Executive Director/Member of the Investment Committee /
President |

Director (s) in Absence

- | | |
|---------------------------|------------------------------|
| 1. Khun Prapaivan Limsong | Unable to attend the meeting |
|---------------------------|------------------------------|

Management in Attendance

- | | |
|----------------------------------|---|
| 1. Khun Ruangsak Panyabodegun | Senior Executive Vice President, Marketing Division |
| 2. Khun Sanor Thampipattanakul | Senior Executive Vice President, Investment Division
and Company Secretary |
| 3. Khun Suchinda Lertkiatmongkol | Senior Vice President, Information Technology Division |
| 4. Khun Jaruan Limkhunnadhammo | Senior Vice President, Finance and Accounting Division |
| 5. Khun Oranuch Samranrit | Vice President, Life Operations Division |

Observers

- | | |
|------------------------------|--|
| 1. Khun Lertsak Suthampond | Legal Adviser, Kanung & Partners Law Offices Co.,Ltd. |
| 2. Khun Sirin Tuntipitukchot | Right Protection Volunteer, Thai Investors Association |

The meeting started at 09:17 hrs.

The Company Secretary explained the voting procedure on each agenda by playing an audio clip with the details as follows:

Voting Procedure

1. The meeting shall consider all agendas, following the order of the agendas presented in the invitation to the meeting. After each agenda is presented, the shareholders will be asked to raise any questions they may have and to cast their vote after. In the event that the shareholders or proxies would like to ask questions or express their opinions, they must raise their hands and state their full name first. Proxies must also state name of the shareholder whom they represent.
2. Each shareholder is entitled to one vote per share. If votes on a matter are equal, the Chairman shall have a second or casting vote.
3. The shareholders cannot divide their vote or cast partial vote.
4. In the event that the shareholders disapprove of an agenda or would like to abstain from voting, please tick 'disapprove' or 'abstain', and the Company's staff will collect the ballots. The Company will deduct such disapproval and abstention from the total eligible votes and assume the rest of the votes as approval of such agenda. If no objection to the result is raised by any shareholder, it shall be deemed that the meeting approves of such agenda.
5. The vote result of each agenda will be displayed on the screen for acknowledgement.

Presiding over the meeting, Chairman Choedchu Sophonpanich welcomed all shareholders and summarized number of shareholders who attended the meeting and were entitled to vote as follows:

Shareholders present in person:	114 persons, equal to	251,195,613 shares
Proxies:	468 persons, equal to	754,399,820 shares
Total:	582 persons, equal to	1,005,595,433 shares

They accounted for 82.9256% of the total shares sold which constituted a quorum, according to the Articles of Association. The Chairman then declared the meeting open in order to consider the following agendas:

Agenda 1: To Approve the Minutes of the 2014 Annual General Meeting of Shareholders

The Chairman proposed the meeting to certify the minutes of the 2014 Annual General Meeting of Shareholders. A copy of which was sent to all shareholders in advance along with the invitation to the meeting.

The Chairman subsequently gave the shareholders an opportunity to ask questions and provide comments. Since no questions were raised, he then proposed the meeting to vote on the resolution to approve the minutes of the 2014 Annual General Meeting of Shareholders.

Khun Sirin Tuntipitukchot Right Protection Volunteer	Regarding the vote results presented in the minutes, for agendas which require a majority vote to approve, the Company should not include abstentions when calculating the proportion of total votes. This is in accordance with the Public Limited Companies Act B.E.2535 (1992). She requested the Company to comply with it from this meeting onwards.
Khun Choedchu Sophonpanich Chairman	During the meeting, those who would like to abstain from voting should inform the Company, otherwise the number of votes would not correspond with the number of meeting attendees. The Company would take the suggestion into consideration and follow the regulation accordingly.

Resolution: The meeting by the majority of the total votes casted by shareholders present and entitled to vote resolved to approve the minutes of the 2014 Annual General Meeting of Shareholders, based on the following:

- Approval	1,046,617,822	votes, equal to	100.0000%
- Disapproval	0	votes, equal to	0.0000%
- Abstention	0	votes, equal to	0.0000%
Total	1,046,617,822	votes, equal to	100.0000%

Agenda 2: To Approve Interim Dividend Payment by Stock and Cash Dividends

On behalf of the Board of Directors, the Chairman proposed the meeting to approve the interim dividend payment for the operating period of January 1, 2014 - June 30, 2014 at the rate of baht 0.45 per share. The payment would be made in the forms of cash dividend at the rate of baht 0.05 per share and stock dividend at the rate of 5 existing shares to 2 new shares, equal to baht 0.40 per share. It is equivalent to 485,059,200 shares in total at par value of baht 1. If there is a fraction of shares, the Company will pay for that portion in cash at the rate of baht 0.40 per share. The remaining shares after the stock dividend is paid will be sold to Bangkok Life Assurance Pcl. Employee Provident fund at par value. The dividends to be paid shall be taken from retained earnings which are taxed at 30% until they are used up. Then the remaining dividend payout shall be taken from retained earnings which are taxed at 25%. The record date for determining the shareholders who are entitled to receive the stock and cash dividend payment will be on October 10, 2014 and the book closing date will be on October 13, 2014. The dividend payment will be made on October 21, 2014.

The Chairman subsequently provided an opportunity for the shareholders to raise questions or give comments which are as follows:

Khun Tong-in Sang-ngam Proxy	Why does the Company have to seek approval from the shareholders' meeting in paying an interim dividend? Is this rate of dividend payment in compliance with the Articles of Association or not?
---------------------------------	--

<p>Khun Chone Sophonpanich President</p>	<p>Because the dividend will be paid in the form of common stock, the Company has to seek approval from the shareholders' meeting. According to the Company's dividend payment policy for one-year period, the Company shall pay no less than 25% of net profit as dividend. This dividend payment is equal to 43% of net profit.</p>
<p>Khun Somkiat Promrat Shareholder</p>	<p>By what amount will this stock dividend payment cause the Company's stock price to drop? At what percentage?</p>
<p>Khun Chone Sophonpanich President</p>	<p>The stock price will change proportionately in relation to shares which increase. The shareholders' equity will remain the same after the cash dividend at the rate of baht 0.05 baht is paid. However, there are also other factors which can affect stock prices such as market expectations and situations and so on.</p>
<p>Khun Prawit Wirojwongchai Shareholder</p>	<p>What is the reason for paying stock dividend? Does the level of capital adequacy ratio depend on the Company's registered capital?</p>
<p>Khun Chone Sophonpanich President</p>	<p>The Company needs to maintain its capital adequacy ratio in an appropriate level in order to cope with changing circumstances in the future. In particular, the Office of Insurance Commission (OIC) is now considering imposing a stricter regulation, RBC Phase II. In addition, the ratio needs to be maintained for future interest rate fluctuations. Currently, the Company's capital adequacy ratio is lower than other leading life insurers in the industry. Shareholders' equity is also an important factor contributing to the level of capital adequacy ratio.</p>
<p>Khun Anu Wongsarnkij Shareholder</p>	<p>Why will there be remaining shares after the dividend is paid? Has the Company ever sold the remaining shares to Bangkok Life Assurance Pcl Employee Provident Fund?</p>
<p>Khun Chone Sophonpanich President</p>	<p>There will be remaining shares as some shareholders will not receive dividend for the entire number of shares they hold. The Company will add up all fractions of shares, which will probably not be in a large number. Then this portion of shares will be sold to Bangkok Life Assurance Pcl Employee Provident Fund at par value of baht 1.</p>

Resolution: The meeting by the majority of the total votes casted by shareholders present and entitled to vote resolved to approve the interim dividend payment in stock and cash dividends, based on the following votes:

- Approval	1,041,318,627	votes, equal to	99.4829%
- Disapproval	5,412,400	votes, equal to	0.5171%
- Abstention	0	votes, equal to	0.0000%
Total	1,046,731,027	votes, equal to	100.0000%

Agenda 3: To Approve Increase of Registered Capital

The Chairman declared that in order to correspond with the resolution to pay the interim dividend by means of stock dividend and to have room for warrant exercises, the meeting was proposed to approve an increase of the Company's registered capital from formerly 1,220,000,000 baht to 1,708,000,000 baht by issuing 488,000,000 new shares at par value of baht 1 per share. 485,059,200 shares are for the interim dividend payment in the form of stock dividend; the other 2,940,800 shares are reserved for warrant exercises.

The Chairman subsequently provided an opportunity for the shareholders to raise questions or give comments which are presented as follows:

Khun Narumit Tangsuan, accompanying Thai Investors Association's representative	After this dividend payment, will the Company's capital adequacy ratio be in a sufficient level?
Khun Chone Sophonpanich President	The main factors which affect the capital adequacy ratio are interest rate and OIC regulations. The RCB Phase II which is going to be imposed has not been finalized. Once it is, the Company will be able to set target for its capital adequacy ratio.
Khun Anu Wongsarnkij Shareholder	How does the Company allocate ESOP warrant for employees?
Khun Chone Sophonpanich President	The Company allocates ESOP warrant for staff and management, considering key criteria which are employees' position, importance of their roles, and performance.

Resolution: The meeting, by more than three-fourths of shareholders present and entitled to vote resolved to approve the increase of registered capital based on following votes:

- Approval	1,041,346,427	votes, equal to	99.4829%
- Disapproval	5,412,400	votes, equal to	0.5171%
- Abstention	0	votes, equal to	0.0000%
Total	1,046,758,827	votes, equal to	100.0000%

Agenda 4: To Approve Amendment of Company's Memorandum

The Chairman declared that in order to correspond with the resolution to increase the Company's registered capital, the meeting was proposed to approve an amendment on the Company's memorandum, clause 4 as follows:

Present information:

Clause 4: Registered capital	1,220,000,000	baht	(one billion two hundred twenty million baht)
Divided into	1,220,000,000	shares	(one billion two hundred twenty million shares)
Par value per share	1	baht	(one baht)
Divided into:			
Ordinary shares	1,220,000,000	shares	(one billion two hundred twenty million shares)
Preferred shares	-	shares	(zero)

To be amended as follows:

Clause 4: Registered capital 1,708,000,000 baht (one billion seven hundred and eight million baht)
 Divided into 1,708,000,000 shares (one billion seven hundred and eight million shares)
 Par value per share 1 baht (one baht)
 Divided into:
 Ordinary shares 1,708,000,000 shares (one billion seven hundred and eight million shares)
 Preferred shares - shares (zero)

The Chairman subsequently gave the shareholders an opportunity to ask questions and provide comments. Since no questions were raised, he then proposed the meeting to vote on the resolution to approve the amendment of the Company's memorandum.

Resolution: The meeting, by more than three-fourths of shareholders present and entitled to vote resolved to approve the amendment of the Company's memorandum based on following votes:

- Approval	1,046,329,927	votes, equal to	99.9590%
- Disapproved	428,900	votes, equal to	0.0410%
- Abstained	0	votes, equal to	0.0000%
Total	1,046,758,827	votes, equal to	100.0000%

Agenda 5: Other Matters (if any)

The Chairman provided the shareholders an opportunity to raise questions and comments which are presented as follows:

- Khun Worapoj Chanyangyuen
Shareholder
1. Why does the Company set its reserve considerably lower than other companies?
 2. Does the Company have to increase its capital in the future?
 3. The Company's profit in Q2/2014 dropped considerably as a result of setting aside the reserve. How many more quarters will this situation impact the Company?
 4. During the first half of this year, the Company focused on selling endowment products through bancassurance channel which required the Company to set high reserve. Now the Company has a plan to focus more on long-term products which can help reducing the reserve level. However, this type of products is difficult to sell through bancassurance. Is the agent channel ready to compete with other companies which place their emphasis on protection products? Will bancassurance, the Company's main channel, be able to support protection products' sale?

- Khun Chone Sophonpanich
President
1. Life policy reserve is controlled by the regulator's and accounting standards. The Company cannot choose to set it in a high or low level. The information shown in the presentation slide is capital adequacy ratio. OIC requires the minimum level at 140%. The Company's capital adequacy ratio as of June 30, 2014 is 239% which is sufficient for future interest rate fluctuations even though it is lower than other leading companies.
 2. Currently the Company's registered capital is adequate to some degree. However, the Company intends to strengthen its capital level so as to handle changing circumstances in the future, especially changing OIC regulations or RBC Phase II and interest rate fluctuations. In addition, it also depends on the Company's ability to adjust its product mix.
 3. Profit in Q2/2014 decreased mainly because of the interest rate decrease. It caused the Company to set aside additional life policy reserve. There is an unbalance in the accounting standard. For assets, the value recorded is based on the original cost, while that of liabilities is marked-to-market when the interest rate dramatically drops. If the accounting standard records marked-to-market value of both sides, it will considerably minimize the impact.
 4. For bancassurance, the Company sells credit protection products, but it is difficult to sell individual protection products such as whole life which is more suitable for agent channel. For agent channel, the Company has tried to develop it continually in order to enhance its competitiveness.
- Khun Anu Wongsarnkij
Shareholder
- After the political situation appears to have eased, and the new government takes office, is there any new project to boost the life insurance market?
- Khun Chone Sophonpanich
President
- The Company still follows OIC development plan. The Thai Life Assurance Association has continually coordinated collaboration in the industry in order to work jointly to improve the business.

During the meeting more shareholders registered to attend the meeting, making the total number of 141 attending shareholders and 488 proxies, totaling 629 persons. These attendees represented 1,047,317,827 shares or 83.3662% of the total shares sold.

No other matters were raised. The Chairman thanked all shareholders for joining the meeting and declared the meeting closed at 10.05 hrs.



(Mr. Choedchu Sophonpanich)
Chairman



(Mr. Sanor Thampipattanakul)
Company secretary

Articles of association of the Company related with Shareholders' Meeting

Chapter 5 : Shareholders' Meeting

45. The board of directors shall hold an Annual Ordinary General Meeting within 4 (four) months from the end of the Company' fiscal period. Other Meetings shall be called Extra-Ordinary Shareholders' Meeting.

The board of directors may call for an Extra Ordinary Shareholders' Meeting at any time it deems appropriate; or when there is a request by shareholders representing at least one-fifth of the total issued shares; or when at least 25 (twenty five) shareholders, holding not less than the aggregate number of one-tenth of the total issued Shares, request the board for a General Meeting. However, the reason for requesting a meeting must be specified in such written request. The board of directors shall hold a meeting within 1 (one) month from the date of request by the shareholders.

46. In calling for General Meetings, the board of directors shall issue a notice specifying the place, the date and the time of the meeting, the agenda and the nature of the business to be transacted together with the appropriate details. Such a notice must be given to the shareholders and the registrar not later than 7 (seven) days prior to the date of the meeting, and published in a newspaper for 3 (three) days consecutively at least 3 (three) days prior to the date of the meeting.

47. Any General Meeting shall require a quorum of at least 25 (twenty five) shareholders or their proxies (if any) attending the meeting or at least half of the shareholders holding at least one-third of the total issued shares.

In the case where one hour after the meeting time has lapsed, a quorum has not been constituted, and if the meeting has been called at the shareholders' request, the meeting shall be cancelled. If the meeting has not been called for at the shareholders' request, another meeting shall be fixed and the notice of the meeting shall be sent to the shareholders 7 (seven) days prior to the meeting. A quorum at the latter meeting is not required.

48. The chairman of the board shall be chairman of the General Meeting. If the chairman is not present at the meeting or is unable to perform duties, the vice chairman shall preside at the meeting. If there is no vice chairman or he/she is unable to perform duties, the shareholders attending the meeting shall elect one of the other shareholders to be the chairman at the meeting.

Every shareholder shall have one vote for each share of which he/she is the holder.

The voting shall take place openly, unless a secret ballot is requested by not less than 5 shareholders and it is approved at the meeting. The method of secret ballot shall be decided by the chairman of the meeting.

49. Resolutions of the shareholders shall consist of the following:
- 49.1 In normal circumstances, a simple majority vote of the shareholders attending. In the case of a tied vote, the chairman shall have the casting vote.
 - 49.2 In the following cases, three-fourth of the total votes represented by all the shareholders attending:
 - (a) Sale or transfer of part or the whole of any essential part of the business of the Company
 - (b) Purchase or receipt of transfer of any other Company's business to the Company
 - (c) Execution, amendment or termination involving lease of part or the whole of an essential part of the business of the Company; assignment of management of the Company by third party, merger with the purpose of sharing profit and loss
 - (d) Amendment of the Company's memorandum or articles of association
 - (e) Increase or decrease the capital of the Company or issuance of the debenture or convertible debenture, issuance of preferred stock or convertible preferred stock, issuance of other securities prescribed by law relating to the securities and exchange, issuance of warrant
 - (f) Amalgamation or winding up of the Company
50. Ordinary meetings shall usually be summoned for the purpose of :
- 50.1 Reviewing the report of the board of directors covering work done during the previous financial period
 - 50.2 Considering approval of the balance sheet and income statement
 - 50.3 Reviewing payment of dividend
 - 50.4 Electing new directors in place of those who must retire
 - 50.5 Appointing auditors and fix their remuneration
 - 50.6 Transacting other business

**Conditions, Rules and Procedures in Attending the Meeting,
Authorization and Voting**

1. Authorization

In case of any shareholder is unable to personally attend the Meeting, such shareholder can consider to authorize other person or independent director of the company as his proxy to attend the Meeting and vote in the Meeting on his behalf whereby the company must deliver either Power of Attorney Form "A", "B" or "C" as prescribed by Department of Business Development, Ministry of Commerce (Attachment 5).

In this regard, in case of the shareholder who is foreign investor, has appointed the custodian in Thailand to be the depository and oversee his shares, is able to select to use either Power of Attorney Form "A", "B" or "C", For other shareholders can use only either "A" of "B" form as the company shall deliver Power of Attorney Form "A", "B" or "C" together with this notice or may be loaded at website: www.bangkoklife.com

1. Authorization other person to be the proxy
 - 1.1 The Authorizer must authorize only one proxy to attend the Meeting and Vote but cannot separate number of shares to several proxies to separately vote.
 - 1.2 The Authorizer is required to complete details on Power of Attorney which must be completely and correctly signed by both Authorizer and proxy.
 - 1.3 The proxy must submit Power of Attorney to the company's officer at the Meeting place before the proxy shall attend the Meeting.
 - 1.4 The shareholder shall use either only Power of Attorney Form "A" or "B".
2. Authorization the independent director to be the proxy

The Authorizer is able to authorize independent director of the company as a proxy to attend and vote in the Meeting by specifying name and details of such independent director of the company as **Dr.Siri Ganjarendee, Chairman of the Nominating and Remuneration Committee, Independent Director and Executive Director, 66 years of age, residing at House No. 44/2, Moo 6, Bang Waek Road, Bang Phai Sub-district, Bang Khae District, Bangkok Metropolis 10160.** The authorizer is required to complete all details and sign on Power of Attorney, then put in the envelop of business reply service, seal and send via post with not require to affix the stamp to:-

The Company Secretary
Bangkok Life Assurance PCL.
23/115-121- Royal City Avenue, Rama 9 Road,
Bangkapi Sub-district, Huay Kwang District,
Bangkok 10310

Before the Meeting date or to give to the person duly appointed by the Board before the commencement of the Meeting in order that the company can take related action as you required.

2. Registration and presentation of document before attending the Meeting

The company shall starts to examine the completeness and correctness of documents for the Meeting and open for registration since 12.00 a.m. onwards at conference room, 7th floor, of the head office of Bangkok Life Assurance PCL. , No. 23/115-121, Royal City Avenue, Rama 9 Road, Bangkok Sub-district, Huay Kwang District, Bangkok Metropolis, according to the location map attached herewith. (Attachment 6).

The participants must present the following documents for registration before the Meeting (as the case may be).

1. In case of ordinary person

- 1.1 In case of the shareholder personally attends the Meeting, please present document issued by government authority contained with photograph of the shareholder which is still valid, i.e. Identification Card, Driving License or Passport. In case of change of name or surname, related evidences are also required.
- 1.2 In case of the proxy authorized his proxy to attend the Meeting
 1. Power of Attorney only either form of attachment (Attachment 5), duly completely and correctly completed and signature of the Authorizer and proxy with 20 baht duty stamp affixed.
 2. Photocopy of documents issued by government authority containing details as mentioned in 1.1 above and signed to certify true copy by the Authorizer.
 3. Document issued by government authority of the proxy duly contained with details according to clause 1.1 above.

2. In case of shareholder who is juristic person

- 2.1 In case of the shareholder's authorized person shall personally attend the Meeting.
 1. Document issued by government authority of the Agent according to the details in clause 1.1 above.
 2. Photocopy of juristic person registration certificate of the shareholders duly signed to certify true cop by representative of juristic person which its contents to illustrated that the proxy is authorized to act on behalf of juristic person who is shareholder.
- 2.2 In case of the shareholder had assigned the proxy to attend the Meeting
 1. Power of Attorney (Attachment 5) either type, fully and correctly complete and signed by the Authorizer and proxy with 20 bath duty stamp affixed.
 2. Certificate of juristic person registration certificate duly certified true copy by the representative with statement that the juristic person representative who singed in Power of Attorney is authorized to act on behalf of juristic person who is the shareholder.
 3. Document issued by government authority of the proxy duly contained with details according to clause 1.1 above

3. The non-Thai shareholders or juristic person duly organized according to foreign law.

Document in clause 1 and clause 2 must be prepared and presented in case of being Non-Thai shareholder or participant of the Meeting or juristic person duly organized according to foreign law, as the case may be, as follows:-

- 3.1 Such juristic person certificate may be document issued by the government in the country where such juristic person is located or by officer of such juristic person. In this regard, the certificate must contain details about name of juristic person, name of person duly authorized to sign on behalf of the juristic person or condition or restriction of power in signing document and address of the head office.
- 3.2 Document in any language other than Thai must be attached with Thai translation duly signed to certify correct translation by the representative of such juristic person.

3. Voting and vote counting

The Chairman notifies voting and vote counting method for the Meeting before enter into the Meeting agenda.

3.1 Voting

- 3.1.1 Unless otherwise stipulated herein by law, vote counting is based on 1 share 1 vote. In case of equal votes, the Chairman shall have separate 1 final vote.
- 3.1.2 Voting could not be separated nor partial votes.
- 3.1.3 Voting in each agenda, the Chairman shall ask member in the Meeting to hand up that whether there is any object nor suspend vote.
- 3.1.4 Any shareholder who had authorized the proxy to attend the Meeting on his behalf and the Proxy shall vote according to the intention of the shareholder who register to attend the Meeting who disagrees or suspends vote to deduct from total number of share of the attendant entitled to join and vote in each agenda.

3.2 Vote counting

- 3.2.1 Vote counting in each agenda, the company shall count vote of shareholders in the Meeting and shareholders who appointed the proxy as recorded by the company in advance. While the proxy who registered to attend the Meeting votes to disagree and suspends vote were deducted from total number of shares of the person who attend and is entitled to vote in each agenda.
- 3.2.2 The Chairman shall inform the Meeting about result of vote in each agenda after voting in each agenda were completed by separating the vote to agreed, disagreed and suspension of vote and calculate as percentage.

**Profile of Independent Director Appointed to be Proxy of Shareholders
not available to be present in the Meeting**

Name – Surname Dr. Siri Ganjarerndee

Age 66 Years

Nationality Thai



Address: No. 44/2, Moo 6, Bang Waek Road, Bang Phai Sub-district,
Bang Khae District, Bangkok Metropolis 10160

Position in Company Chairman of Nominating and Remuneration Committee /
Independent Director / Executive Director / Investment Committee

Educational background

1975 Ph.D., Monetary Economics and Econometrics & Operations Research, Monash University,
Australia
1972 M.Ec., Economic Statistics and Monetary Economics, University of Sydney, Australia
1970 B.Ec. (Hons.), Economic Statistics, University of Sydney, Australia

Training of the Director Program

2007 Certificate of Executive Program, Capital Market Academy, Class 5/2007
2005 Certificate of Audit Committee Program (ACP), Class of 6/2005,
Thai Institute of Directors Association
2005 Certificate of Directors Accreditation Program (DAP), Class 4/2003,
Thai Institute of Directors Association
2003 Certificate of Directors Accreditation Program (DAP), Class of 4/2003,
Thai Institute of Directors Association
1995 Certificate of Advanced Management Program, Class 113/1995, Harvard Business School

Work Experiences in present

August 2013 - Present Member of the Investment Committee, Bangkok Life Assurance Public Company Limited
2010 - present Chairman of the Nominating and Remuneration Committee,
Bangkok Life Assurance Public Company Limited
2003 - present Executive Director, Bangkok Life Assurance Public Company Limited
1999 - present Independent Director, Bangkok Life Assurance Public Company Limited
2011 - present Chairman of the Risk Management Committee, Bank of Thailand
2010 - present Member of the Public Sector Development Sub-Commission in Public Finance and
Budgeting System Improvement, Bank of Thailand

2010 - present	Independent Director and Member of Nomination, Compensation and Corporate Governance Committee, Indorama Ventures Public Company Limited
2009 - present	Expert Director, Bank of Thailand
2009 - present	Member, Financial Institutions Policy Committee (FIPC), Bank of Thailand
2007 - present	Director, Member of the Audit Committee, Nominating Committee and Compensation Committee, Thoresen Thai Agencies Public Company Limited
2003 - present	Member of the subcommittee for agreement drafting and evaluating state enterprises, State Enterprise Policy Office, Ministry of Finance
2003 - present	Director, Member of the Audit Committee and Compensation Committee, Chairman of the Board of Investments, TRIS Corporation Ltd.
2000 - present	Independent Director and Chairman of the Audit Committee, Member of Nominating and Remuneration Committee, Post Publishing Public Company Limited
2000 - present	Vice President and Chairman of the Audit Committee, Thai Vegetable Oil Public Company Limited

Share Holding - None -

Meeting Attendance in 2013

- Board of Directors' Meeting 6/6
- Executive Board Meeting 11/11
- Nominating and Remuneration Committee 4/4
- Investment Committee 3/4

The interest in the agenda - None -

Proxy Form

Proxy Assignment

If shareholders are unable to attend the Extraordinary Shareholders' Meeting No. 2/2557, the shareholder may assign the Independent Director of the Company, profile as shown in Attachment 4, or an individual as the proxy to attend the meeting and cast vote by choosing one of the following three proxy forms;

1. Form A: General Proxy Form
2. Form B: Specific Proxy Form
3. Form C: Partial Proxy Form (for foreign shareholders who authorize the Custodian in Thailand)

Proxy form (A)
(General Proxy Form)

Duty stamp 20 Baht

Made at

Date..... MonthYear.....

(1) I/We.....NationalityResiding at No. Road.....
Sub district.....District Province Postal Code

(2) as a shareholder of **Bangkok Life Assurance Public Company Limited**
holding a total amount of shares, and is entitled to cast votes
Ordinary shareshares, and is entitled to cast votes
Preferred share..... shares, and is entitled to cast votes

(3) hereby appoint

(1) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

(2) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

(3) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

Only one of above is assigned as my/our proxy to attend and vote in the Extraordinary Shareholders' Meeting No. 2/2557 on Friday, December 12, 2014 at 1.30 p.m. at the auditorium on the 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No.23/115-121 Royal City Avenue, Rama 9 Road, Bangkok, Huay kwang, Bangkok or at any adjournment thereof to any other date, time and venue.

Any act (s) undertaken by the Proxy at such meeting shall be deemed as my/our own act (s) in every respect.

Signed Grantor
(.....)

Signed.....Proxy
(.....)

Signed.....Proxy
(.....)

Signed.....Proxy
(.....)

Remarks: A shareholder assigning a proxy can authorize only on proxy to attend the meeting and cast the votes on his/her/their behalf and all votes of a shareholder cannot be split for more than one proxy.

Proxy form (B)
(Specific Proxy Form)

Duty stamp 20 Baht

Made at

Date..... MonthYear.....

(1) I/We.....NationalityResiding at No. Road.....
Sub district.....District Province Postal Code

(2) as a shareholder of **Bangkok Life Assurance Public Company Limited**
holding a total amount of shares, and is entitled to cast votes
Ordinary shareshares, and is entitled to cast votes
Preferred share..... shares, and is entitled to cast votes

(3) hereby appoint

(1) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

(2) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

(3) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

Only one of above is assigned as my/our proxy to attend and vote in the Extraordinary Shareholders' Meeting No. 2/2557 on Friday, December 12, 2014 at 1.30 p.m. at the auditorium on the 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No.23/115-121 Royal City Avenue, Rama 9 Road, Bangkok, Huay kwang, Bangkok or at any adjournment thereof to any other date, time and venue.

(4) I/We, hereby authorize the Proxy to vote on my/our behalf in this meeting as follows:

Agenda 1 To certify the Minutes of the Extraordinary Shareholders' Meeting No. 1/2557

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda 2 To approve the allotment of shares to reserve for dividend payment and exercise ESOP warrant as well as to allot the remaining shares from dividend payment

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

(5) The Proxy's voting on any matters that are not pursuant to what is specified in this Proxy Form is considered invalid and would not be regarded as a shareholders voting.

(6) In case that I/we do not express my/our intention to vote on a particular matter, or do not express my/our intention clearly, or in case that the Meeting considers and resolves matters other than those specified above, as well as the case that there is any amendment made or provision of additional facts, the Proxy is entitled to consider and vote on my/our behalf as the Proxy deems appropriate in all respects.

Any act (s) undertaken by the Proxy at such meeting shall be deemed as my/our own act (s) in every respect.

Signed Grantor
(.....)

Signed.....Proxy
(.....)

Signed.....Proxy
(.....)

Remarks

1. A shareholder assigning a proxy can authorize only on proxy to attend the meeting and cast the votes on his/her/their behalf and all votes of a shareholder cannot be split for more than one proxy.
2. Should the provisions prescribed above are not sufficient to cover all the Proxy's intentions; the Proxy may use the attached Annex to the Proxy Form B.

Annex to the Form of Proxy (Form B)

Grant of proxy as a shareholder of Bangkok Life Assurance Public Company Limited. At the Extraordinary Shareholders' Meeting No. 2/2557 on Friday, December 12, 2014 at 09.00 a.m. at the auditorium on the 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No.23/115-121 Royal City Avenue, Rama 9 Road, Bangkok, Huaykwang, Bangkok or at any adjournment thereof to any other date, time and venue.

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Proxy form (C)

(for foreign shareholders who authorize the Custodian in Thailand)

Duty stamp
20 Baht

Made at

Date..... MonthYear.....

(1) I/We.....NationalityResiding at No. Road.....
Sub district.....District Province Postal Code

As the Custodian of (Please specify the fund name / Shareholder name)

As a shareholder of **Bangkok Life Assurance Public Company Limited,**

holding a total amount of shares, and is entitled to cast votes

Ordinary shareshares, and is entitled to cast votes

Preferred share..... shares, and is entitled to cast votes

(2) hereby appoint

(1) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

(2) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

(3) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

Only one of above is assigned as my/our proxy to attend and vote in the Extraordinary Shareholders' Meeting No. 2/2557 on Friday, December 12, 2014 at 1.30 p.m. at the auditorium on the 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No.23/115-121 Royal City Avenue, Rama 9 Road, Bangkok, Huay kwang, Bangkok or at any adjournment thereof to any other date, time and venue.

(3) The number of votes for which I/We authorize the Proxy to vote in this meeting is

To authorize the Proxy to cast the votes pursuant to the total number of shares

To authorize the Proxy to cast the votes less than the total number of shares

Ordinary Shareshares, and is entitled to cast.....votes

Preference Share.....shares, and is entitled to cast.....votes

Total votes

(4) I/We, hereby authorize the Proxy to vote on my/our behalf in this meeting as follows:

Agenda 1 To certify the Minutes of the Extraordinary Shareholders' Meeting

No. 1/2557

(a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects

(b) The Proxy may consider the matters and vote on my/our behalf as follows:

Approve

Not Approve

Abstain

Agenda 2 To approve the allotment of shares to reserve for dividend payment and exercise ESOP warrant as well as to allot the remaining shares from dividend payment

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

(5) The Proxy’s voting on any matters that are not pursuant to what is specified in this Proxy Form is considered invalid and would not be regarded as a shareholders voting.

(6) In case that I/we do not express my/our intention to vote on a particular matter, or do not express my/our intention clearly, or in case that the Meeting considers and resolves matters other than those specified above, as well as the case that there is any amendment made or provision of additional facts, the Proxy is entitled to consider and vote on my/our behalf as the Proxy deems appropriate in all respects.

Any act (s) undertaken by the Proxy at such meeting shall be deemed as my/our own act (s) in every respect.

Signed Grantor
(.....)

Signed.....Proxy
(.....)

Signed.....Proxy
(.....)

Remarks

1. Only foreign shareholders as registered in the registration book who authorize the Custodian in Thailand use the Proxy form C.
2. Evidences to be enclosed with the proxy form are :
 - (1) Letter of attorney form shareholder authorizes a custodian to sign the Proxy Form on behalf of the shareholder.
 - (2) Letter of certification to certify that the signer in the Proxy Form have a permit to act as a Custodian.
3. The shareholder assigning a proxy must authorize only one proxy to attend the meeting and cast the votes on his/her/their behalf and all votes of such shareholder cannot be split for more than one proxy.
4. Should the provisions prescribed above are not sufficient to cover all the Proxy’s intentions; the Proxy may use the attached Annex to the Proxy Form C.

Annex to the Form of Proxy (Form C)

Grant of proxy as a shareholder of Bangkok Life Assurance Public Company Limited. At the Extraordinary Shareholders' Meeting No. 2/2557 on Friday, December 12, 2014 at 1.30 p.m. at the auditorium on the 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No.23/115-121 Royal City Avenue, Rama 9 Road, Bangkapi, Huaykwang, Bangkok or at any adjournment thereof to any other date, time and venue.

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda.....Subject.....

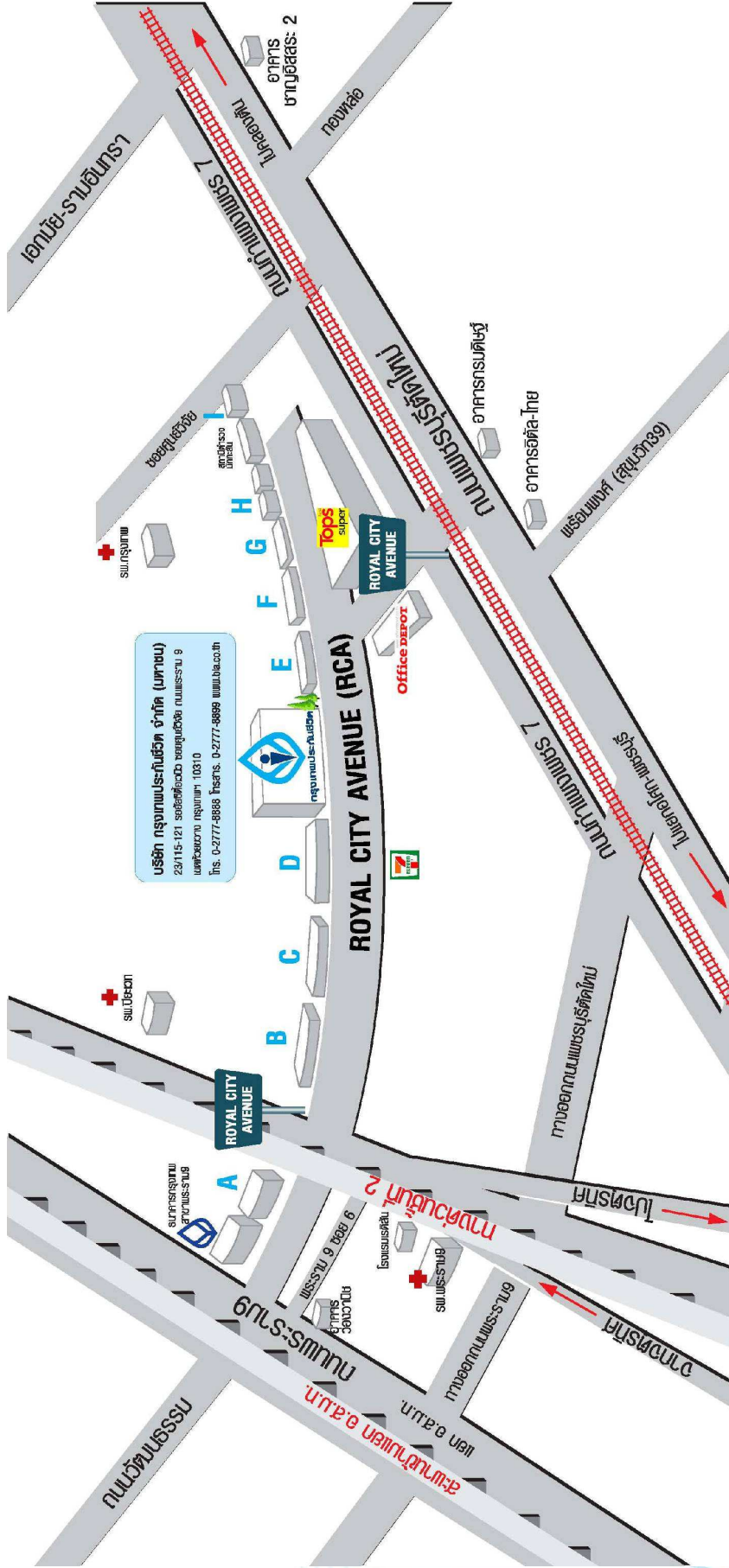
- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain



Map of the Annual General Meeting of Shareholders Venue



Traveling Route

1. By Bus

- Rama 9 Road Bus, Number 137, 168, 517, 551
- Petchaburi Road Bus, Number 11, 23, 60, 72, 93, 113, 206, 512

2. By MRT

- Get off at Petchaburi, Exit Asoke-Dindang

Note : for more information of traveling to Bangkok Life Assurance Plc. please dial 0 2777 8000

(Translation)

Invitation Letter

The Extraordinary Shareholders' Meeting







No. 2/2557

on Friday, December 12, 2014

1.30 P.M.

**At the auditorium on 7th floor, Head Office, Bangkok Life Assurance PCL.
23/115-121, Royal City Avenue, Rama 9 Road, Bangkok, Huaykwang, Bangkok**

CONTENTS

	page
Documents for the Extraordinary Shareholders' Meeting No. 2/2557	
 A Copy of the minutes of the Extraordinary Shareholders' Meeting No. 1/2557	5
 Articles of Association relating to the Shareholders' Meeting	12
 Conditions, Rules and Procedures in Attending the Meeting, Proxy and Voting	14
 List of Independent Director for proxy case	17
 Proxy form A, B and C	19
 Map of the Shareholders' Meeting venue	27

(Translation)

REF. BLA 47/2557

November 17, 2014

Subject: Notice of the Extraordinary Shareholders' Meeting No. 2/2557

To: Shareholders of the Company

Attachment: 1) A Copy of the minutes of the Extraordinary Shareholders' Meeting No. 1/2557
2) Articles of Association relating to the shareholders' meeting
3) Conditions, Rules and Procedures in Attending the Meeting, Proxy and Voting
4) List of Independent Directors for proxy case
5) Proxy Form, A, B and C
6) Map of the Shareholders' Meeting venue
7) The prepaid envelope

The Board of Directors of Bangkok Life Assurance Public Company Limited has resolved to summon the Extraordinary Shareholders' Meeting No. 2/2557 **on Friday, December 12, 2014, at 1.30 p.m., at the auditorium on the 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No. 23/115-121, Royal City Avenue, Rama 9 Road, Bangkok, Huaykwang, Bangkok, to consider matters according to the following agendas:-**

Agenda 1: To certify the Minutes of Extraordinary Shareholders' Meeting No. 1/2557

Objective and Rationale: The company held the Extraordinary Shareholders' Meeting No. 1/2557, on Thursday 25, September 2014 and the Minutes of the Meeting has been recorded and posted on the Company's website, according to the details appeared in Attachment 1.

The Board of Directors' opinion: The Minutes of Meeting had been properly recorded and proposed for the endorsement in the Shareholders' Meeting.

Voting: To approve this matter, a resolution must be passed by a majority of the shareholders who attended the meeting and are entitled to vote.

Agenda 2: To approve the allotment of shares to reserve for stock dividend payment and exercise ESOP warrant as well as to allot the remaining shares from dividend payment

Objective and Rationale: The Board of Directors' Meeting No. 6/2557 had resolved to propose the Extraordinary Shareholders' Meeting No. 2/2557 to approve the allotment of shares to reserve for dividend payment and exercise ESOP warrant as well as to allot the remaining shares from dividend payment.

The Board of Directors' opinion: To propose the Extraordinary Shareholders' Meeting No. 2/2557 to approve reducing shares reserved for warrant exercises by 40,800 shares and adding shares reserved for the stock dividend payment by 40,800 shares. In addition, the Board proposes to allot the remaining 2,775,075 shares from the stock dividend payment for approval. 2,775,000 shares will be offered through private placement at the price of not lower than 90% of the average closing price 7 business days prior to the offer date and the balance of 75 shares will be offered to Bangkok Life Assurance Public Company Limited Employee Provident Fund at par value.

Voting: To approve this matter, a resolution must be passed by not less than three-fourths of votes of shareholders who attended the meeting and are entitled to vote.

Record date for the right to attend the meeting is on November 17, 2014. The closing date of the register book for preparing list of the eligible shareholders under Section 225 of the Securities and Exchange Act is on November 18, 2014.

This is to cordially invite all shareholders to please attend the meeting according to the date, time and place as mentioned above. Should you be unable to attend the meeting, please appoint other person or independent director of the company as your proxy. The profile of independent director who can be appointed as the proxy is appeared in Attachment 4.

Enclosed please find the proxy form A, B and C as appeared in Attachment 5. Please select one type of the forms, fill up all details, sign and deliver to the company, together with all relevant supporting documents, prior to the meeting date. Prepaid envelope is attached herewith for your convenience (Please deliver the proxy form at least 1 day prior to the meeting date).

Yours sincerely,



(Mr.Sanor Thampipattanakul)
Company Secretary

Investor Relations Section

Tel: 0 2777 8681, 0 2777 8672

Fax: 0 2777 8680

Note : Bangkok Life Assurance Public Co., Ltd. has posted the invitation letter of the Extraordinary Shareholders' Meeting No. 2/2557 on the company's website, www.bangkoklife.com

(Translation)

**Minutes of the Extraordinary Shareholders' Meeting No. 1/2557
of Bangkok Life Assurance Public Co., Ltd.**

Date, Time & Place

The meeting was held on Thursday, September 25, 2014, at 09.00 a.m., at the 7th floor auditorium, Head Office No. 23/115-121 Royal City Avenue, Rama 9 Road, Bangkok, Huaykwang, Bangkok.

Directors in Attendance

- | | |
|---|---|
| 1. Khun Choedchu Sophonpanich | Chairman / Chairman of the Executive Board of Directors /
Chairman of the Investment Committee |
| 2. Khun Sunthorn Arunanondchai | Chairman of the Audit Committee / Independent Director |
| 3. Dr. Siri Ganjarerndee | Chairman of the Nomination and Remuneration Committee /
Independent Director / Executive Director / Member of the Investment
Committee |
| 4. Khun Praphant Asava-aree | Chairman of the Risk Management Committee / Independent Director /
Member of the Investment Committee |
| 5. Khun Komkai Tusaranont | Chairperson of the Good Corporate Governance Committee /
Independent Director / Member of the Audit Committee /
Member of the Risk Management Committee |
| 6. Khun Chai Sophonpanich | Director/ Member of the Nomination and Remuneration Committee |
| 7. Assoc.Prof. Damrong Thawesaengskulthai | Independent Director / Member of the Audit Committee /
Member of the Good Corporate Governance Committee |
| 8. Khun Ruchanee Nopmuang | Director / Member of the Nomination and Remuneration Committee |
| 9. Khun Savitri Ramayarupa | Director / Executive Director |
| 10. Khun Pojjanee Kongkalai | Director |
| 11. Khun Naoki Ban | Director |
| 12. Khun Kazuhide Toda | Director |
| 13. Khun Takeshi Fukuda | Director / Executive Director/Member of the Risk Management
Committee / Member of the Nomination and Remuneration
Committee / Member of the Good Corporate Governance Committee |
| 14. Khun Chone Sophonpanich | Director / Executive Director/Member of the Investment Committee /
President |

Director (s) in Absence

- | | |
|---------------------------|------------------------------|
| 1. Khun Prapaivan Limsong | Unable to attend the meeting |
|---------------------------|------------------------------|

Management in Attendance

- | | |
|----------------------------------|---|
| 1. Khun Ruangsak Panyabodegun | Senior Executive Vice President, Marketing Division |
| 2. Khun Sanor Thampipattanakul | Senior Executive Vice President, Investment Division
and Company Secretary |
| 3. Khun Suchinda Lertkiatmongkol | Senior Vice President, Information Technology Division |
| 4. Khun Jaruan Limkhunnadhammo | Senior Vice President, Finance and Accounting Division |
| 5. Khun Oranuch Samranrit | Vice President, Life Operations Division |

Observers

- | | |
|------------------------------|--|
| 1. Khun Lertsak Suthampond | Legal Adviser, Kanung & Partners Law Offices Co.,Ltd. |
| 2. Khun Sirin Tuntipitukchot | Right Protection Volunteer, Thai Investors Association |

The meeting started at 09:17 hrs.

The Company Secretary explained the voting procedure on each agenda by playing an audio clip with the details as follows:

Voting Procedure

1. The meeting shall consider all agendas, following the order of the agendas presented in the invitation to the meeting. After each agenda is presented, the shareholders will be asked to raise any questions they may have and to cast their vote after. In the event that the shareholders or proxies would like to ask questions or express their opinions, they must raise their hands and state their full name first. Proxies must also state name of the shareholder whom they represent.
2. Each shareholder is entitled to one vote per share. If votes on a matter are equal, the Chairman shall have a second or casting vote.
3. The shareholders cannot divide their vote or cast partial vote.
4. In the event that the shareholders disapprove of an agenda or would like to abstain from voting, please tick 'disapprove' or 'abstain', and the Company's staff will collect the ballots. The Company will deduct such disapproval and abstention from the total eligible votes and assume the rest of the votes as approval of such agenda. If no objection to the result is raised by any shareholder, it shall be deemed that the meeting approves of such agenda.
5. The vote result of each agenda will be displayed on the screen for acknowledgement.

Presiding over the meeting, Chairman Choedchu Sophonpanich welcomed all shareholders and summarized number of shareholders who attended the meeting and were entitled to vote as follows:

Shareholders present in person:	114 persons, equal to	251,195,613 shares
Proxies:	468 persons, equal to	754,399,820 shares
Total:	582 persons, equal to	1,005,595,433 shares

They accounted for 82.9256% of the total shares sold which constituted a quorum, according to the Articles of Association. The Chairman then declared the meeting open in order to consider the following agendas:

Agenda 1: To Approve the Minutes of the 2014 Annual General Meeting of Shareholders

The Chairman proposed the meeting to certify the minutes of the 2014 Annual General Meeting of Shareholders. A copy of which was sent to all shareholders in advance along with the invitation to the meeting.

The Chairman subsequently gave the shareholders an opportunity to ask questions and provide comments. Since no questions were raised, he then proposed the meeting to vote on the resolution to approve the minutes of the 2014 Annual General Meeting of Shareholders.

Khun Sirin Tuntipitukchot Right Protection Volunteer	Regarding the vote results presented in the minutes, for agendas which require a majority vote to approve, the Company should not include abstentions when calculating the proportion of total votes. This is in accordance with the Public Limited Companies Act B.E.2535 (1992). She requested the Company to comply with it from this meeting onwards.
Khun Choedchu Sophonpanich Chairman	During the meeting, those who would like to abstain from voting should inform the Company, otherwise the number of votes would not correspond with the number of meeting attendees. The Company would take the suggestion into consideration and follow the regulation accordingly.

Resolution: The meeting by the majority of the total votes casted by shareholders present and entitled to vote resolved to approve the minutes of the 2014 Annual General Meeting of Shareholders, based on the following:

- Approval	1,046,617,822	votes, equal to	100.0000%
- Disapproval	0	votes, equal to	0.0000%
- Abstention	0	votes, equal to	0.0000%
Total	1,046,617,822	votes, equal to	100.0000%

Agenda 2: To Approve Interim Dividend Payment by Stock and Cash Dividends

On behalf of the Board of Directors, the Chairman proposed the meeting to approve the interim dividend payment for the operating period of January 1, 2014 - June 30, 2014 at the rate of baht 0.45 per share. The payment would be made in the forms of cash dividend at the rate of baht 0.05 per share and stock dividend at the rate of 5 existing shares to 2 new shares, equal to baht 0.40 per share. It is equivalent to 485,059,200 shares in total at par value of baht 1. If there is a fraction of shares, the Company will pay for that portion in cash at the rate of baht 0.40 per share. The remaining shares after the stock dividend is paid will be sold to Bangkok Life Assurance Pcl. Employee Provident fund at par value. The dividends to be paid shall be taken from retained earnings which are taxed at 30% until they are used up. Then the remaining dividend payout shall be taken from retained earnings which are taxed at 25%. The record date for determining the shareholders who are entitled to receive the stock and cash dividend payment will be on October 10, 2014 and the book closing date will be on October 13, 2014. The dividend payment will be made on October 21, 2014.

The Chairman subsequently provided an opportunity for the shareholders to raise questions or give comments which are as follows:

Khun Tong-in Sang-ngam Proxy	Why does the Company have to seek approval from the shareholders' meeting in paying an interim dividend? Is this rate of dividend payment in compliance with the Articles of Association or not?
---------------------------------	--

<p>Khun Chone Sophonpanich President</p>	<p>Because the dividend will be paid in the form of common stock, the Company has to seek approval from the shareholders' meeting. According to the Company's dividend payment policy for one-year period, the Company shall pay no less than 25% of net profit as dividend. This dividend payment is equal to 43% of net profit.</p>
<p>Khun Somkiat Promrat Shareholder</p>	<p>By what amount will this stock dividend payment cause the Company's stock price to drop? At what percentage?</p>
<p>Khun Chone Sophonpanich President</p>	<p>The stock price will change proportionately in relation to shares which increase. The shareholders' equity will remain the same after the cash dividend at the rate of baht 0.05 baht is paid. However, there are also other factors which can affect stock prices such as market expectations and situations and so on.</p>
<p>Khun Prawit Wirojwongchai Shareholder</p>	<p>What is the reason for paying stock dividend? Does the level of capital adequacy ratio depend on the Company's registered capital?</p>
<p>Khun Chone Sophonpanich President</p>	<p>The Company needs to maintain its capital adequacy ratio in an appropriate level in order to cope with changing circumstances in the future. In particular, the Office of Insurance Commission (OIC) is now considering imposing a stricter regulation, RBC Phase II. In addition, the ratio needs to be maintained for future interest rate fluctuations. Currently, the Company's capital adequacy ratio is lower than other leading life insurers in the industry. Shareholders' equity is also an important factor contributing to the level of capital adequacy ratio.</p>
<p>Khun Anu Wongsarnkij Shareholder</p>	<p>Why will there be remaining shares after the dividend is paid? Has the Company ever sold the remaining shares to Bangkok Life Assurance Pcl Employee Provident Fund?</p>
<p>Khun Chone Sophonpanich President</p>	<p>There will be remaining shares as some shareholders will not receive dividend for the entire number of shares they hold. The Company will add up all fractions of shares, which will probably not be in a large number. Then this portion of shares will be sold to Bangkok Life Assurance Pcl Employee Provident Fund at par value of baht 1.</p>

Resolution: The meeting by the majority of the total votes casted by shareholders present and entitled to vote resolved to approve the interim dividend payment in stock and cash dividends, based on the following votes:

- Approval	1,041,318,627	votes, equal to	99.4829%
- Disapproval	5,412,400	votes, equal to	0.5171%
- Abstention	0	votes, equal to	0.0000%
Total	1,046,731,027	votes, equal to	100.0000%

Agenda 3: To Approve Increase of Registered Capital

The Chairman declared that in order to correspond with the resolution to pay the interim dividend by means of stock dividend and to have room for warrant exercises, the meeting was proposed to approve an increase of the Company's registered capital from formerly 1,220,000,000 baht to 1,708,000,000 baht by issuing 488,000,000 new shares at par value of baht 1 per share. 485,059,200 shares are for the interim dividend payment in the form of stock dividend; the other 2,940,800 shares are reserved for warrant exercises.

The Chairman subsequently provided an opportunity for the shareholders to raise questions or give comments which are presented as follows:

Khun Narumit Tangsuan, accompanying Thai Investors Association's representative	After this dividend payment, will the Company's capital adequacy ratio be in a sufficient level?
Khun Chone Sophonpanich President	The main factors which affect the capital adequacy ratio are interest rate and OIC regulations. The RCB Phase II which is going to be imposed has not been finalized. Once it is, the Company will be able to set target for its capital adequacy ratio.
Khun Anu Wongsarnkij Shareholder	How does the Company allocate ESOP warrant for employees?
Khun Chone Sophonpanich President	The Company allocates ESOP warrant for staff and management, considering key criteria which are employees' position, importance of their roles, and performance.

Resolution: The meeting, by more than three-fourths of shareholders present and entitled to vote resolved to approve the increase of registered capital based on following votes:

- Approval	1,041,346,427	votes, equal to	99.4829%
- Disapproval	5,412,400	votes, equal to	0.5171%
- Abstention	0	votes, equal to	0.0000%
Total	1,046,758,827	votes, equal to	100.0000%

Agenda 4: To Approve Amendment of Company's Memorandum

The Chairman declared that in order to correspond with the resolution to increase the Company's registered capital, the meeting was proposed to approve an amendment on the Company's memorandum, clause 4 as follows:

Present information:

Clause 4: Registered capital	1,220,000,000	baht	(one billion two hundred twenty million baht)
Divided into	1,220,000,000	shares	(one billion two hundred twenty million shares)
Par value per share	1	baht	(one baht)
Divided into:			
Ordinary shares	1,220,000,000	shares	(one billion two hundred twenty million shares)
Preferred shares	-	shares	(zero)

To be amended as follows:

Clause 4: Registered capital 1,708,000,000 baht (one billion seven hundred and eight million baht)
 Divided into 1,708,000,000 shares (one billion seven hundred and eight million shares)
 Par value per share 1 baht (one baht)
 Divided into:
 Ordinary shares 1,708,000,000 shares (one billion seven hundred and eight million shares)
 Preferred shares - shares (zero)

The Chairman subsequently gave the shareholders an opportunity to ask questions and provide comments. Since no questions were raised, he then proposed the meeting to vote on the resolution to approve the amendment of the Company's memorandum.

Resolution: The meeting, by more than three-fourths of shareholders present and entitled to vote resolved to approve the amendment of the Company's memorandum based on following votes:

- Approval	1,046,329,927	votes, equal to	99.9590%
- Disapproved	428,900	votes, equal to	0.0410%
- Abstained	0	votes, equal to	0.0000%
Total	1,046,758,827	votes, equal to	100.0000%

Agenda 5: Other Matters (if any)

The Chairman provided the shareholders an opportunity to raise questions and comments which are presented as follows:

- Khun Worapoj Chanyangyuen
Shareholder
1. Why does the Company set its reserve considerably lower than other companies?
 2. Does the Company have to increase its capital in the future?
 3. The Company's profit in Q2/2014 dropped considerably as a result of setting aside the reserve. How many more quarters will this situation impact the Company?
 4. During the first half of this year, the Company focused on selling endowment products through bancassurance channel which required the Company to set high reserve. Now the Company has a plan to focus more on long-term products which can help reducing the reserve level. However, this type of products is difficult to sell through bancassurance. Is the agent channel ready to compete with other companies which place their emphasis on protection products? Will bancassurance, the Company's main channel, be able to support protection products' sale?

- Khun Chone Sophonpanich
President
1. Life policy reserve is controlled by the regulator's and accounting standards. The Company cannot choose to set it in a high or low level. The information shown in the presentation slide is capital adequacy ratio. OIC requires the minimum level at 140%. The Company's capital adequacy ratio as of June 30, 2014 is 239% which is sufficient for future interest rate fluctuations even though it is lower than other leading companies.
 2. Currently the Company's registered capital is adequate to some degree. However, the Company intends to strengthen its capital level so as to handle changing circumstances in the future, especially changing OIC regulations or RBC Phase II and interest rate fluctuations. In addition, it also depends on the Company's ability to adjust its product mix.
 3. Profit in Q2/2014 decreased mainly because of the interest rate decrease. It caused the Company to set aside additional life policy reserve. There is an unbalance in the accounting standard. For assets, the value recorded is based on the original cost, while that of liabilities is marked-to-market when the interest rate dramatically drops. If the accounting standard records marked-to-market value of both sides, it will considerably minimize the impact.
 4. For bancassurance, the Company sells credit protection products, but it is difficult to sell individual protection products such as whole life which is more suitable for agent channel. For agent channel, the Company has tried to develop it continually in order to enhance its competitiveness.
- Khun Anu Wongsarnkij
Shareholder
- After the political situation appears to have eased, and the new government takes office, is there any new project to boost the life insurance market?
- Khun Chone Sophonpanich
President
- The Company still follows OIC development plan. The Thai Life Assurance Association has continually coordinated collaboration in the industry in order to work jointly to improve the business.

During the meeting more shareholders registered to attend the meeting, making the total number of 141 attending shareholders and 488 proxies, totaling 629 persons. These attendees represented 1,047,317,827 shares or 83.3662% of the total shares sold.

No other matters were raised. The Chairman thanked all shareholders for joining the meeting and declared the meeting closed at 10.05 hrs.



(Mr. Choedchu Sophonpanich)
Chairman



(Mr. Sanor Thampipattanakul)
Company secretary

Articles of association of the Company related with Shareholders' Meeting

Chapter 5 : Shareholders' Meeting

45. The board of directors shall hold an Annual Ordinary General Meeting within 4 (four) months from the end of the Company' fiscal period. Other Meetings shall be called Extra-Ordinary Shareholders' Meeting.

The board of directors may call for an Extra Ordinary Shareholders' Meeting at any time it deems appropriate; or when there is a request by shareholders representing at least one-fifth of the total issued shares; or when at least 25 (twenty five) shareholders, holding not less than the aggregate number of one-tenth of the total issued Shares, request the board for a General Meeting. However, the reason for requesting a meeting must be specified in such written request. The board of directors shall hold a meeting within 1 (one) month from the date of request by the shareholders.

46. In calling for General Meetings, the board of directors shall issue a notice specifying the place, the date and the time of the meeting, the agenda and the nature of the business to be transacted together with the appropriate details. Such a notice must be given to the shareholders and the registrar not later than 7 (seven) days prior to the date of the meeting, and published in a newspaper for 3 (three) days consecutively at least 3 (three) days prior to the date of the meeting.

47. Any General Meeting shall require a quorum of at least 25 (twenty five) shareholders or their proxies (if any) attending the meeting or at least half of the shareholders holding at least one-third of the total issued shares.

In the case where one hour after the meeting time has lapsed, a quorum has not been constituted, and if the meeting has been called at the shareholders' request, the meeting shall be cancelled. If the meeting has not been called for at the shareholders' request, another meeting shall be fixed and the notice of the meeting shall be sent to the shareholders 7 (seven) days prior to the meeting. A quorum at the latter meeting is not required.

48. The chairman of the board shall be chairman of the General Meeting. If the chairman is not present at the meeting or is unable to perform duties, the vice chairman shall preside at the meeting. If there is no vice chairman or he/she is unable to perform duties, the shareholders attending the meeting shall elect one of the other shareholders to be the chairman at the meeting.

Every shareholder shall have one vote for each share of which he/she is the holder.

The voting shall take place openly, unless a secret ballot is requested by not less than 5 shareholders and it is approved at the meeting. The method of secret ballot shall be decided by the chairman of the meeting.

49. Resolutions of the shareholders shall consist of the following:
- 49.1 In normal circumstances, a simple majority vote of the shareholders attending. In the case of a tied vote, the chairman shall have the casting vote.
 - 49.2 In the following cases, three-fourth of the total votes represented by all the shareholders attending:
 - (a) Sale or transfer of part or the whole of any essential part of the business of the Company
 - (b) Purchase or receipt of transfer of any other Company's business to the Company
 - (c) Execution, amendment or termination involving lease of part or the whole of an essential part of the business of the Company; assignment of management of the Company by third party, merger with the purpose of sharing profit and loss
 - (d) Amendment of the Company's memorandum or articles of association
 - (e) Increase or decrease the capital of the Company or issuance of the debenture or convertible debenture, issuance of preferred stock or convertible preferred stock, issuance of other securities prescribed by law relating to the securities and exchange, issuance of warrant
 - (f) Amalgamation or winding up of the Company
50. Ordinary meetings shall usually be summoned for the purpose of :
- 50.1 Reviewing the report of the board of directors covering work done during the previous financial period
 - 50.2 Considering approval of the balance sheet and income statement
 - 50.3 Reviewing payment of dividend
 - 50.4 Electing new directors in place of those who must retire
 - 50.5 Appointing auditors and fix their remuneration
 - 50.6 Transacting other business

**Conditions, Rules and Procedures in Attending the Meeting,
Authorization and Voting**

1. Authorization

In case of any shareholder is unable to personally attend the Meeting, such shareholder can consider to authorize other person or independent director of the company as his proxy to attend the Meeting and vote in the Meeting on his behalf whereby the company must deliver either Power of Attorney Form "A", "B" or "C" as prescribed by Department of Business Development, Ministry of Commerce (Attachment 5).

In this regard, in case of the shareholder who is foreign investor, has appointed the custodian in Thailand to be the depository and oversee his shares, is able to select to use either Power of Attorney Form "A", "B" or "C", For other shareholders can use only either "A" of "B" form as the company shall deliver Power of Attorney Form "A", "B" or "C" together with this notice or may be loaded at website: www.bangkoklife.com

1. Authorization other person to be the proxy
 - 1.1 The Authorizer must authorize only one proxy to attend the Meeting and Vote but cannot separate number of shares to several proxies to separately vote.
 - 1.2 The Authorizer is required to complete details on Power of Attorney which must be completely and correctly signed by both Authorizer and proxy.
 - 1.3 The proxy must submit Power of Attorney to the company's officer at the Meeting place before the proxy shall attend the Meeting.
 - 1.4 The shareholder shall use either only Power of Attorney Form "A" or "B".
2. Authorization the independent director to be the proxy

The Authorizer is able to authorize independent director of the company as a proxy to attend and vote in the Meeting by specifying name and details of such independent director of the company as **Dr.Siri Ganjarende, Chairman of the Nominating and Remuneration Committee, Independent Director and Executive Director, 66 years of age, residing at House No. 44/2, Moo 6, Bang Waek Road, Bang Phai Sub-district, Bang Khae District, Bangkok Metropolis 10160.** The authorizer is required to complete all details and sign on Power of Attorney, then put in the envelop of business reply service, seal and send via post with not require to affix the stamp to:-

The Company Secretary
Bangkok Life Assurance PCL.
23/115-121- Royal City Avenue, Rama 9 Road,
Bangkapi Sub-district, Huay Kwang District,
Bangkok 10310

Before the Meeting date or to give to the person duly appointed by the Board before the commencement of the Meeting in order that the company can take related action as you required.

2. Registration and presentation of document before attending the Meeting

The company shall starts to examine the completeness and correctness of documents for the Meeting and open for registration since 12.00 a.m. onwards at conference room, 7th floor, of the head office of Bangkok Life Assurance PCL. , No. 23/115-121, Royal City Avenue, Rama 9 Road, Bangkok Sub-district, Huay Kwang District, Bangkok Metropolis, according to the location map attached herewith. (Attachment 6).

The participants must present the following documents for registration before the Meeting (as the case may be).

1. In case of ordinary person

- 1.1 In case of the shareholder personally attends the Meeting, please present document issued by government authority contained with photograph of the shareholder which is still valid, i.e. Identification Card, Driving License or Passport. In case of change of name or surname, related evidences are also required.
- 1.2 In case of the proxy authorized his proxy to attend the Meeting
 1. Power of Attorney only either form of attachment (Attachment 5), duly completely and correctly completed and signature of the Authorizer and proxy with 20 baht duty stamp affixed.
 2. Photocopy of documents issued by government authority containing details as mentioned in 1.1 above and signed to certify true copy by the Authorizer.
 3. Document issued by government authority of the proxy duly contained with details according to clause 1.1 above.

2. In case of shareholder who is juristic person

- 2.1 In case of the shareholder's authorized person shall personally attend the Meeting.
 1. Document issued by government authority of the Agent according to the details in clause 1.1 above.
 2. Photocopy of juristic person registration certificate of the shareholders duly signed to certify true cop by representative of juristic person which its contents to illustrated that the proxy is authorized to act on behalf of juristic person who is shareholder.
- 2.2 In case of the shareholder had assigned the proxy to attend the Meeting
 1. Power of Attorney (Attachment 5) either type, fully and correctly complete and signed by the Authorizer and proxy with 20 bath duty stamp affixed.
 2. Certificate of juristic person registration certificate duly certified true copy by the representative with statement that the juristic person representative who singed in Power of Attorney is authorized to act on behalf of juristic person who is the shareholder.
 3. Document issued by government authority of the proxy duly contained with details according to clause 1.1 above

3. The non-Thai shareholders or juristic person duly organized according to foreign law.

Document in clause 1 and clause 2 must be prepared and presented in case of being Non-Thai shareholder or participant of the Meeting or juristic person duly organized according to foreign law, as the case may be, as follows:-

- 3.1 Such juristic person certificate may be document issued by the government in the country where such juristic person is located or by officer of such juristic person. In this regard, the certificate must contain details about name of juristic person, name of person duly authorized to sign on behalf of the juristic person or condition or restriction of power in signing document and address of the head office.
- 3.2 Document in any language other than Thai must be attached with Thai translation duly signed to certify correct translation by the representative of such juristic person.

3. Voting and vote counting

The Chairman notifies voting and vote counting method for the Meeting before enter into the Meeting agenda.

3.1 Voting

- 3.1.1 Unless otherwise stipulated herein by law, vote counting is based on 1 share 1 vote. In case of equal votes, the Chairman shall have separate 1 final vote.
- 3.1.2 Voting could not be separated nor partial votes.
- 3.1.3 Voting in each agenda, the Chairman shall ask member in the Meeting to hand up that whether there is any object nor suspend vote.
- 3.1.4 Any shareholder who had authorized the proxy to attend the Meeting on his behalf and the Proxy shall vote according to the intention of the shareholder who register to attend the Meeting who disagrees or suspends vote to deduct from total number of share of the attendant entitled to join and vote in each agenda.

3.2 Vote counting

- 3.2.1 Vote counting in each agenda, the company shall count vote of shareholders in the Meeting and shareholders who appointed the proxy as recorded by the company in advance. While the proxy who registered to attend the Meeting votes to disagree and suspends vote were deducted from total number of shares of the person who attend and is entitled to vote in each agenda.
- 3.2.2 The Chairman shall inform the Meeting about result of vote in each agenda after voting in each agenda were completed by separating the vote to agreed, disagreed and suspension of vote and calculate as percentage.

**Profile of Independent Director Appointed to be Proxy of Shareholders
not available to be present in the Meeting**

Name – Surname Dr. Siri Ganjarerndee

Age 66 Years

Nationality Thai



Address: No. 44/2, Moo 6, Bang Waek Road, Bang Phai Sub-district,
Bang Khae District, Bangkok Metropolis 10160

Position in Company Chairman of Nominating and Remuneration Committee /
Independent Director / Executive Director / Investment Committee

Educational background

1975 Ph.D., Monetary Economics and Econometrics & Operations Research, Monash University,
Australia
1972 M.Ec., Economic Statistics and Monetary Economics, University of Sydney, Australia
1970 B.Ec. (Hons.), Economic Statistics, University of Sydney, Australia

Training of the Director Program

2007 Certificate of Executive Program, Capital Market Academy, Class 5/2007
2005 Certificate of Audit Committee Program (ACP), Class of 6/2005,
Thai Institute of Directors Association
2005 Certificate of Directors Accreditation Program (DAP), Class 4/2003,
Thai Institute of Directors Association
2003 Certificate of Directors Accreditation Program (DAP), Class of 4/2003,
Thai Institute of Directors Association
1995 Certificate of Advanced Management Program, Class 113/1995, Harvard Business School

Work Experiences in present

August 2013 - Present Member of the Investment Committee, Bangkok Life Assurance Public Company Limited
2010 - present Chairman of the Nominating and Remuneration Committee,
Bangkok Life Assurance Public Company Limited
2003 - present Executive Director, Bangkok Life Assurance Public Company Limited
1999 - present Independent Director, Bangkok Life Assurance Public Company Limited
2011 - present Chairman of the Risk Management Committee, Bank of Thailand
2010 - present Member of the Public Sector Development Sub-Commission in Public Finance and
Budgeting System Improvement, Bank of Thailand

2010 - present	Independent Director and Member of Nomination, Compensation and Corporate Governance Committee, Indorama Ventures Public Company Limited
2009 - present	Expert Director, Bank of Thailand
2009 - present	Member, Financial Institutions Policy Committee (FIPC), Bank of Thailand
2007 - present	Director, Member of the Audit Committee, Nominating Committee and Compensation Committee, Thoresen Thai Agencies Public Company Limited
2003 - present	Member of the subcommittee for agreement drafting and evaluating state enterprises, State Enterprise Policy Office, Ministry of Finance
2003 - present	Director, Member of the Audit Committee and Compensation Committee, Chairman of the Board of Investments, TRIS Corporation Ltd.
2000 - present	Independent Director and Chairman of the Audit Committee, Member of Nominating and Remuneration Committee, Post Publishing Public Company Limited
2000 - present	Vice President and Chairman of the Audit Committee, Thai Vegetable Oil Public Company Limited

Share Holding - None -

Meeting Attendance in 2013

- Board of Directors' Meeting 6/6
- Executive Board Meeting 11/11
- Nominating and Remuneration Committee 4/4
- Investment Committee 3/4

The interest in the agenda - None -

Proxy Form

Proxy Assignment

If shareholders are unable to attend the Extraordinary Shareholders' Meeting No. 2/2557, the shareholder may assign the Independent Director of the Company, profile as shown in Attachment 4, or an individual as the proxy to attend the meeting and cast vote by choosing one of the following three proxy forms;

1. Form A: General Proxy Form
2. Form B: Specific Proxy Form
3. Form C: Partial Proxy Form (for foreign shareholders who authorize the Custodian in Thailand)

Proxy form (A)
(General Proxy Form)

Duty stamp 20 Baht

Made at

Date..... MonthYear.....

(1) I/We.....NationalityResiding at No. Road.....
Sub district.....District Province Postal Code

(2) as a shareholder of **Bangkok Life Assurance Public Company Limited**
holding a total amount of shares, and is entitled to cast votes
Ordinary shareshares, and is entitled to cast votes
Preferred share..... shares, and is entitled to cast votes

(3) hereby appoint

(1) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

(2) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

(3) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

Only one of above is assigned as my/our proxy to attend and vote in the Extraordinary Shareholders' Meeting No. 2/2557 on Friday, December 12, 2014 at 1.30 p.m. at the auditorium on the 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No.23/115-121 Royal City Avenue, Rama 9 Road, Bangkok, Huay kwang, Bangkok or at any adjournment thereof to any other date, time and venue.

Any act (s) undertaken by the Proxy at such meeting shall be deemed as my/our own act (s) in every respect.

Signed Grantor
(.....)

Signed.....Proxy
(.....)

Signed.....Proxy
(.....)

Signed.....Proxy
(.....)

Remarks: A shareholder assigning a proxy can authorize only on proxy to attend the meeting and cast the votes on his/her/their behalf and all votes of a shareholder cannot be split for more than one proxy.

Proxy form (B)
(Specific Proxy Form)

Duty stamp 20 Baht

Made at

Date..... MonthYear.....

(1) I/We.....NationalityResiding at No. Road.....
Sub district.....District Province Postal Code

(2) as a shareholder of **Bangkok Life Assurance Public Company Limited**
holding a total amount of shares, and is entitled to cast votes
Ordinary shareshares, and is entitled to cast votes
Preferred share..... shares, and is entitled to cast votes

(3) hereby appoint

(1) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

(2) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

(3) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

Only one of above is assigned as my/our proxy to attend and vote in the Extraordinary Shareholders' Meeting No. 2/2557 on Friday, December 12, 2014 at 1.30 p.m. at the auditorium on the 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No.23/115-121 Royal City Avenue, Rama 9 Road, Bangkok, Huay kwang, Bangkok or at any adjournment thereof to any other date, time and venue.

(4) I/We, hereby authorize the Proxy to vote on my/our behalf in this meeting as follows:

Agenda 1 To certify the Minutes of the Extraordinary Shareholders' Meeting No. 1/2557

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda 2 To approve the allotment of shares to reserve for dividend payment and exercise ESOP warrant as well as to allot the remaining shares from dividend payment

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

(5) The Proxy's voting on any matters that are not pursuant to what is specified in this Proxy Form is considered invalid and would not be regarded as a shareholders voting.

(6) In case that I/we do not express my/our intention to vote on a particular matter, or do not express my/our intention clearly, or in case that the Meeting considers and resolves matters other than those specified above, as well as the case that there is any amendment made or provision of additional facts, the Proxy is entitled to consider and vote on my/our behalf as the Proxy deems appropriate in all respects.

Any act (s) undertaken by the Proxy at such meeting shall be deemed as my/our own act (s) in every respect.

Signed Grantor
(.....)

Signed.....Proxy
(.....)

Signed.....Proxy
(.....)

Remarks

1. A shareholder assigning a proxy can authorize only on proxy to attend the meeting and cast the votes on his/her/their behalf and all votes of a shareholder cannot be split for more than one proxy.
2. Should the provisions prescribed above are not sufficient to cover all the Proxy's intentions; the Proxy may use the attached Annex to the Proxy Form B.

Annex to the Form of Proxy (Form B)

Grant of proxy as a shareholder of Bangkok Life Assurance Public Company Limited. At the Extraordinary Shareholders' Meeting No. 2/2557 on Friday, December 12, 2014 at 09.00 a.m. at the auditorium on the 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No.23/115-121 Royal City Avenue, Rama 9 Road, Bangkok, Huaykwang, Bangkok or at any adjournment thereof to any other date, time and venue.

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Proxy form (C)

(for foreign shareholders who authorize the Custodian in Thailand)

Duty stamp
20 Baht

Made at

Date..... MonthYear.....

(1) I/We.....NationalityResiding at No. Road.....
Sub district.....District Province Postal Code

As the Custodian of (Please specify the fund name / Shareholder name)

As a shareholder of **Bangkok Life Assurance Public Company Limited,**

holding a total amount of shares, and is entitled to cast votes

Ordinary shareshares, and is entitled to cast votes

Preferred share..... shares, and is entitled to cast votes

(2) hereby appoint

(1) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

(2) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

(3) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

Only one of above is assigned as my/our proxy to attend and vote in the Extraordinary Shareholders' Meeting No. 2/2557 on Friday, December 12, 2014 at 1.30 p.m. at the auditorium on the 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No.23/115-121 Royal City Avenue, Rama 9 Road, Bangkok, Huay kwang, Bangkok or at any adjournment thereof to any other date, time and venue.

(3) The number of votes for which I/We authorize the Proxy to vote in this meeting is

To authorize the Proxy to cast the votes pursuant to the total number of shares

To authorize the Proxy to cast the votes less than the total number of shares

Ordinary Shareshares, and is entitled to cast.....votes

Preference Share.....shares, and is entitled to cast.....votes

Total votes

(4) I/We, hereby authorize the Proxy to vote on my/our behalf in this meeting as follows:

Agenda 1 To certify the Minutes of the Extraordinary Shareholders' Meeting

No. 1/2557

(a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects

(b) The Proxy may consider the matters and vote on my/our behalf as follows:

Approve

Not Approve

Abstain

Agenda 2 To approve the allotment of shares to reserve for dividend payment and exercise ESOP warrant as well as to allot the remaining shares from dividend payment

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

(5) The Proxy’s voting on any matters that are not pursuant to what is specified in this Proxy Form is considered invalid and would not be regarded as a shareholders voting.

(6) In case that I/we do not express my/our intention to vote on a particular matter, or do not express my/our intention clearly, or in case that the Meeting considers and resolves matters other than those specified above, as well as the case that there is any amendment made or provision of additional facts, the Proxy is entitled to consider and vote on my/our behalf as the Proxy deems appropriate in all respects.

Any act (s) undertaken by the Proxy at such meeting shall be deemed as my/our own act (s) in every respect.

Signed Grantor
(.....)

Signed.....Proxy
(.....)

Signed.....Proxy
(.....)

Remarks

1. Only foreign shareholders as registered in the registration book who authorize the Custodian in Thailand use the Proxy form C.
2. Evidences to be enclosed with the proxy form are :
 - (1) Letter of attorney form shareholder authorizes a custodian to sign the Proxy Form on behalf of the shareholder.
 - (2) Letter of certification to certify that the signer in the Proxy Form have a permit to act as a Custodian.
3. The shareholder assigning a proxy must authorize only one proxy to attend the meeting and cast the votes on his/her/their behalf and all votes of such shareholder cannot be split for more than one proxy.
4. Should the provisions prescribed above are not sufficient to cover all the Proxy’s intentions; the Proxy may use the attached Annex to the Proxy Form C.

Annex to the Form of Proxy (Form C)

Grant of proxy as a shareholder of Bangkok Life Assurance Public Company Limited. At the Extraordinary Shareholders' Meeting No. 2/2557 on Friday, December 12, 2014 at 1.30 p.m. at the auditorium on the 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No.23/115-121 Royal City Avenue, Rama 9 Road, Bangkapi, Huaykwang, Bangkok or at any adjournment thereof to any other date, time and venue.

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda.....Subject.....

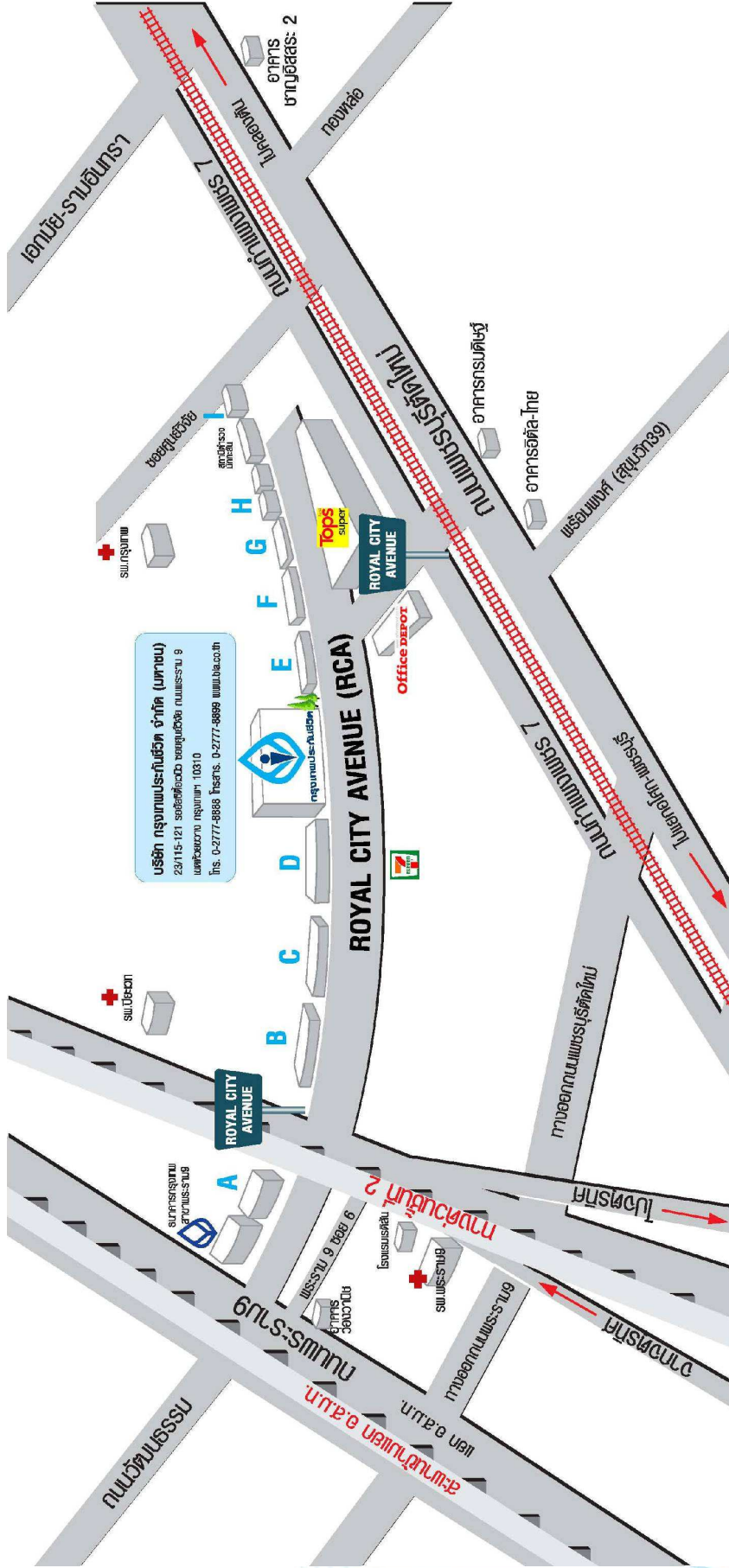
- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain



Map of the Annual General Meeting of Shareholders Venue



Traveling Route

1. By Bus

- Rama 9 Road Bus, Number 137, 168, 517, 551
- Petchaburi Road Bus, Number 11, 23, 60, 72, 93, 113, 206, 512

2. By MRT

- Get off at Petchaburi, Exit Asoke-Dindang

Note : for more information of traveling to Bangkok Life Assurance Plc. please dial 0 2777 8000

(Translation)

Invitation Letter

The Extraordinary Shareholders' Meeting







No. 2/2557

on Friday, December 12, 2014

1.30 P.M.

**At the auditorium on 7th floor, Head Office, Bangkok Life Assurance PCL.
23/115-121, Royal City Avenue, Rama 9 Road, Bangkok, Huaykwang, Bangkok**

CONTENTS

	page
Documents for the Extraordinary Shareholders' Meeting No. 2/2557	
 A Copy of the minutes of the Extraordinary Shareholders' Meeting No. 1/2557	5
 Articles of Association relating to the Shareholders' Meeting	12
 Conditions, Rules and Procedures in Attending the Meeting, Proxy and Voting	14
 List of Independent Director for proxy case	17
 Proxy form A, B and C	19
 Map of the Shareholders' Meeting venue	27

(Translation)

REF. BLA 47/2557

November 17, 2014

Subject: Notice of the Extraordinary Shareholders' Meeting No. 2/2557

To: Shareholders of the Company

Attachment: 1) A Copy of the minutes of the Extraordinary Shareholders' Meeting No. 1/2557
2) Articles of Association relating to the shareholders' meeting
3) Conditions, Rules and Procedures in Attending the Meeting, Proxy and Voting
4) List of Independent Directors for proxy case
5) Proxy Form, A, B and C
6) Map of the Shareholders' Meeting venue
7) The prepaid envelope

The Board of Directors of Bangkok Life Assurance Public Company Limited has resolved to summon the Extraordinary Shareholders' Meeting No. 2/2557 **on Friday, December 12, 2014, at 1.30 p.m., at the auditorium on the 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No. 23/115-121, Royal City Avenue, Rama 9 Road, Bangkok, Huaykwang, Bangkok, to consider matters according to the following agendas:-**

Agenda 1: To certify the Minutes of Extraordinary Shareholders' Meeting No. 1/2557

Objective and Rationale: The company held the Extraordinary Shareholders' Meeting No. 1/2557, on Thursday 25, September 2014 and the Minutes of the Meeting has been recorded and posted on the Company's website, according to the details appeared in Attachment 1.

The Board of Directors' opinion: The Minutes of Meeting had been properly recorded and proposed for the endorsement in the Shareholders' Meeting.

Voting: To approve this matter, a resolution must be passed by a majority of the shareholders who attended the meeting and are entitled to vote.

Agenda 2: To approve the allotment of shares to reserve for stock dividend payment and exercise ESOP warrant as well as to allot the remaining shares from dividend payment

Objective and Rationale: The Board of Directors' Meeting No. 6/2557 had resolved to propose the Extraordinary Shareholders' Meeting No. 2/2557 to approve the allotment of shares to reserve for dividend payment and exercise ESOP warrant as well as to allot the remaining shares from dividend payment.

The Board of Directors' opinion: To propose the Extraordinary Shareholders' Meeting No. 2/2557 to approve reducing shares reserved for warrant exercises by 40,800 shares and adding shares reserved for the stock dividend payment by 40,800 shares. In addition, the Board proposes to allot the remaining 2,775,075 shares from the stock dividend payment for approval. 2,775,000 shares will be offered through private placement at the price of not lower than 90% of the average closing price 7 business days prior to the offer date and the balance of 75 shares will be offered to Bangkok Life Assurance Public Company Limited Employee Provident Fund at par value.

Voting: To approve this matter, a resolution must be passed by not less than three-fourths of votes of shareholders who attended the meeting and are entitled to vote.

Record date for the right to attend the meeting is on November 17, 2014. The closing date of the register book for preparing list of the eligible shareholders under Section 225 of the Securities and Exchange Act is on November 18, 2014.

This is to cordially invite all shareholders to please attend the meeting according to the date, time and place as mentioned above. Should you be unable to attend the meeting, please appoint other person or independent director of the company as your proxy. The profile of independent director who can be appointed as the proxy is appeared in Attachment 4.

Enclosed please find the proxy form A, B and C as appeared in Attachment 5. Please select one type of the forms, fill up all details, sign and deliver to the company, together with all relevant supporting documents, prior to the meeting date. Prepaid envelope is attached herewith for your convenience (Please deliver the proxy form at least 1 day prior to the meeting date).

Yours sincerely,



(Mr.Sanor Thampipattanakul)
Company Secretary

Investor Relations Section

Tel: 0 2777 8681, 0 2777 8672

Fax: 0 2777 8680

Note : Bangkok Life Assurance Public Co., Ltd. has posted the invitation letter of the Extraordinary Shareholders' Meeting No. 2/2557 on the company's website, www.bangkoklife.com

(Translation)

**Minutes of the Extraordinary Shareholders' Meeting No. 1/2557
of Bangkok Life Assurance Public Co., Ltd.**

Date, Time & Place

The meeting was held on Thursday, September 25, 2014, at 09.00 a.m., at the 7th floor auditorium, Head Office No. 23/115-121 Royal City Avenue, Rama 9 Road, Bangkok, Huaykwang, Bangkok.

Directors in Attendance

- | | |
|---|---|
| 1. Khun Choedchu Sophonpanich | Chairman / Chairman of the Executive Board of Directors /
Chairman of the Investment Committee |
| 2. Khun Sunthorn Arunanondchai | Chairman of the Audit Committee / Independent Director |
| 3. Dr. Siri Ganjarerndee | Chairman of the Nomination and Remuneration Committee /
Independent Director / Executive Director / Member of the Investment
Committee |
| 4. Khun Praphant Asava-aree | Chairman of the Risk Management Committee / Independent Director /
Member of the Investment Committee |
| 5. Khun Komkai Tusaranont | Chairperson of the Good Corporate Governance Committee /
Independent Director / Member of the Audit Committee /
Member of the Risk Management Committee |
| 6. Khun Chai Sophonpanich | Director/ Member of the Nomination and Remuneration Committee |
| 7. Assoc.Prof. Damrong Thawesaengskulthai | Independent Director / Member of the Audit Committee /
Member of the Good Corporate Governance Committee |
| 8. Khun Ruchanee Nopmuang | Director / Member of the Nomination and Remuneration Committee |
| 9. Khun Savitri Ramayarupa | Director / Executive Director |
| 10. Khun Pojjanee Kongkalai | Director |
| 11. Khun Naoki Ban | Director |
| 12. Khun Kazuhide Toda | Director |
| 13. Khun Takeshi Fukuda | Director / Executive Director/Member of the Risk Management
Committee / Member of the Nomination and Remuneration
Committee / Member of the Good Corporate Governance Committee |
| 14. Khun Chone Sophonpanich | Director / Executive Director/Member of the Investment Committee /
President |

Director (s) in Absence

- | | |
|---------------------------|------------------------------|
| 1. Khun Prapaivan Limsong | Unable to attend the meeting |
|---------------------------|------------------------------|

Management in Attendance

- | | |
|----------------------------------|---|
| 1. Khun Ruangsak Panyabodegun | Senior Executive Vice President, Marketing Division |
| 2. Khun Sanor Thampipattanakul | Senior Executive Vice President, Investment Division
and Company Secretary |
| 3. Khun Suchinda Lertkiatmongkol | Senior Vice President, Information Technology Division |
| 4. Khun Jaruan Limkhunnadhammo | Senior Vice President, Finance and Accounting Division |
| 5. Khun Oranuch Samranrit | Vice President, Life Operations Division |

Observers

- | | |
|------------------------------|--|
| 1. Khun Lertsak Suthampond | Legal Adviser, Kanung & Partners Law Offices Co.,Ltd. |
| 2. Khun Sirin Tuntipitukchot | Right Protection Volunteer, Thai Investors Association |

The meeting started at 09:17 hrs.

The Company Secretary explained the voting procedure on each agenda by playing an audio clip with the details as follows:

Voting Procedure

1. The meeting shall consider all agendas, following the order of the agendas presented in the invitation to the meeting. After each agenda is presented, the shareholders will be asked to raise any questions they may have and to cast their vote after. In the event that the shareholders or proxies would like to ask questions or express their opinions, they must raise their hands and state their full name first. Proxies must also state name of the shareholder whom they represent.
2. Each shareholder is entitled to one vote per share. If votes on a matter are equal, the Chairman shall have a second or casting vote.
3. The shareholders cannot divide their vote or cast partial vote.
4. In the event that the shareholders disapprove of an agenda or would like to abstain from voting, please tick 'disapprove' or 'abstain', and the Company's staff will collect the ballots. The Company will deduct such disapproval and abstention from the total eligible votes and assume the rest of the votes as approval of such agenda. If no objection to the result is raised by any shareholder, it shall be deemed that the meeting approves of such agenda.
5. The vote result of each agenda will be displayed on the screen for acknowledgement.

Presiding over the meeting, Chairman Choedchu Sophonpanich welcomed all shareholders and summarized number of shareholders who attended the meeting and were entitled to vote as follows:

Shareholders present in person:	114 persons, equal to	251,195,613 shares
Proxies:	468 persons, equal to	754,399,820 shares
Total:	582 persons, equal to	1,005,595,433 shares

They accounted for 82.9256% of the total shares sold which constituted a quorum, according to the Articles of Association. The Chairman then declared the meeting open in order to consider the following agendas:

Agenda 1: To Approve the Minutes of the 2014 Annual General Meeting of Shareholders

The Chairman proposed the meeting to certify the minutes of the 2014 Annual General Meeting of Shareholders. A copy of which was sent to all shareholders in advance along with the invitation to the meeting.

The Chairman subsequently gave the shareholders an opportunity to ask questions and provide comments. Since no questions were raised, he then proposed the meeting to vote on the resolution to approve the minutes of the 2014 Annual General Meeting of Shareholders.

Khun Sirin Tuntipitukchot Right Protection Volunteer	Regarding the vote results presented in the minutes, for agendas which require a majority vote to approve, the Company should not include abstentions when calculating the proportion of total votes. This is in accordance with the Public Limited Companies Act B.E.2535 (1992). She requested the Company to comply with it from this meeting onwards.
Khun Choedchu Sophonpanich Chairman	During the meeting, those who would like to abstain from voting should inform the Company, otherwise the number of votes would not correspond with the number of meeting attendees. The Company would take the suggestion into consideration and follow the regulation accordingly.

Resolution: The meeting by the majority of the total votes casted by shareholders present and entitled to vote resolved to approve the minutes of the 2014 Annual General Meeting of Shareholders, based on the following:

- Approval	1,046,617,822	votes, equal to	100.0000%
- Disapproval	0	votes, equal to	0.0000%
- Abstention	0	votes, equal to	0.0000%
Total	1,046,617,822	votes, equal to	100.0000%

Agenda 2: To Approve Interim Dividend Payment by Stock and Cash Dividends

On behalf of the Board of Directors, the Chairman proposed the meeting to approve the interim dividend payment for the operating period of January 1, 2014 - June 30, 2014 at the rate of baht 0.45 per share. The payment would be made in the forms of cash dividend at the rate of baht 0.05 per share and stock dividend at the rate of 5 existing shares to 2 new shares, equal to baht 0.40 per share. It is equivalent to 485,059,200 shares in total at par value of baht 1. If there is a fraction of shares, the Company will pay for that portion in cash at the rate of baht 0.40 per share. The remaining shares after the stock dividend is paid will be sold to Bangkok Life Assurance Pcl. Employee Provident fund at par value. The dividends to be paid shall be taken from retained earnings which are taxed at 30% until they are used up. Then the remaining dividend payout shall be taken from retained earnings which are taxed at 25%. The record date for determining the shareholders who are entitled to receive the stock and cash dividend payment will be on October 10, 2014 and the book closing date will be on October 13, 2014. The dividend payment will be made on October 21, 2014.

The Chairman subsequently provided an opportunity for the shareholders to raise questions or give comments which are as follows:

Khun Tong-in Sang-ngam Proxy	Why does the Company have to seek approval from the shareholders' meeting in paying an interim dividend? Is this rate of dividend payment in compliance with the Articles of Association or not?
---------------------------------	--

<p>Khun Chone Sophonpanich President</p>	<p>Because the dividend will be paid in the form of common stock, the Company has to seek approval from the shareholders' meeting. According to the Company's dividend payment policy for one-year period, the Company shall pay no less than 25% of net profit as dividend. This dividend payment is equal to 43% of net profit.</p>
<p>Khun Somkiat Promrat Shareholder</p>	<p>By what amount will this stock dividend payment cause the Company's stock price to drop? At what percentage?</p>
<p>Khun Chone Sophonpanich President</p>	<p>The stock price will change proportionately in relation to shares which increase. The shareholders' equity will remain the same after the cash dividend at the rate of baht 0.05 baht is paid. However, there are also other factors which can affect stock prices such as market expectations and situations and so on.</p>
<p>Khun Prawit Wirojwongchai Shareholder</p>	<p>What is the reason for paying stock dividend? Does the level of capital adequacy ratio depend on the Company's registered capital?</p>
<p>Khun Chone Sophonpanich President</p>	<p>The Company needs to maintain its capital adequacy ratio in an appropriate level in order to cope with changing circumstances in the future. In particular, the Office of Insurance Commission (OIC) is now considering imposing a stricter regulation, RBC Phase II. In addition, the ratio needs to be maintained for future interest rate fluctuations. Currently, the Company's capital adequacy ratio is lower than other leading life insurers in the industry. Shareholders' equity is also an important factor contributing to the level of capital adequacy ratio.</p>
<p>Khun Anu Wongsarnkij Shareholder</p>	<p>Why will there be remaining shares after the dividend is paid? Has the Company ever sold the remaining shares to Bangkok Life Assurance Pcl Employee Provident Fund?</p>
<p>Khun Chone Sophonpanich President</p>	<p>There will be remaining shares as some shareholders will not receive dividend for the entire number of shares they hold. The Company will add up all fractions of shares, which will probably not be in a large number. Then this portion of shares will be sold to Bangkok Life Assurance Pcl Employee Provident Fund at par value of baht 1.</p>

Resolution: The meeting by the majority of the total votes casted by shareholders present and entitled to vote resolved to approve the interim dividend payment in stock and cash dividends, based on the following votes:

- Approval	1,041,318,627	votes, equal to	99.4829%
- Disapproval	5,412,400	votes, equal to	0.5171%
- Abstention	0	votes, equal to	0.0000%
Total	1,046,731,027	votes, equal to	100.0000%

Agenda 3: To Approve Increase of Registered Capital

The Chairman declared that in order to correspond with the resolution to pay the interim dividend by means of stock dividend and to have room for warrant exercises, the meeting was proposed to approve an increase of the Company's registered capital from formerly 1,220,000,000 baht to 1,708,000,000 baht by issuing 488,000,000 new shares at par value of baht 1 per share. 485,059,200 shares are for the interim dividend payment in the form of stock dividend; the other 2,940,800 shares are reserved for warrant exercises.

The Chairman subsequently provided an opportunity for the shareholders to raise questions or give comments which are presented as follows:

Khun Narumit Tangsuan, accompanying Thai Investors Association's representative	After this dividend payment, will the Company's capital adequacy ratio be in a sufficient level?
Khun Chone Sophonpanich President	The main factors which affect the capital adequacy ratio are interest rate and OIC regulations. The RCB Phase II which is going to be imposed has not been finalized. Once it is, the Company will be able to set target for its capital adequacy ratio.
Khun Anu Wongsarnkij Shareholder	How does the Company allocate ESOP warrant for employees?
Khun Chone Sophonpanich President	The Company allocates ESOP warrant for staff and management, considering key criteria which are employees' position, importance of their roles, and performance.

Resolution: The meeting, by more than three-fourths of shareholders present and entitled to vote resolved to approve the increase of registered capital based on following votes:

- Approval	1,041,346,427	votes, equal to	99.4829%
- Disapproval	5,412,400	votes, equal to	0.5171%
- Abstention	0	votes, equal to	0.0000%
Total	1,046,758,827	votes, equal to	100.0000%

Agenda 4: To Approve Amendment of Company's Memorandum

The Chairman declared that in order to correspond with the resolution to increase the Company's registered capital, the meeting was proposed to approve an amendment on the Company's memorandum, clause 4 as follows:

Present information:

Clause 4: Registered capital	1,220,000,000	baht	(one billion two hundred twenty million baht)
Divided into	1,220,000,000	shares	(one billion two hundred twenty million shares)
Par value per share	1	baht	(one baht)
Divided into:			
Ordinary shares	1,220,000,000	shares	(one billion two hundred twenty million shares)
Preferred shares	-	shares	(zero)

To be amended as follows:

Clause 4: Registered capital 1,708,000,000 baht (one billion seven hundred and eight million baht)
 Divided into 1,708,000,000 shares (one billion seven hundred and eight million shares)
 Par value per share 1 baht (one baht)
 Divided into:
 Ordinary shares 1,708,000,000 shares (one billion seven hundred and eight million shares)
 Preferred shares - shares (zero)

The Chairman subsequently gave the shareholders an opportunity to ask questions and provide comments. Since no questions were raised, he then proposed the meeting to vote on the resolution to approve the amendment of the Company's memorandum.

Resolution: The meeting, by more than three-fourths of shareholders present and entitled to vote resolved to approve the amendment of the Company's memorandum based on following votes:

- Approval	1,046,329,927	votes, equal to	99.9590%
- Disapproved	428,900	votes, equal to	0.0410%
- Abstained	0	votes, equal to	0.0000%
Total	1,046,758,827	votes, equal to	100.0000%

Agenda 5: Other Matters (if any)

The Chairman provided the shareholders an opportunity to raise questions and comments which are presented as follows:

- Khun Worapoj Chanyangyuen
Shareholder
1. Why does the Company set its reserve considerably lower than other companies?
 2. Does the Company have to increase its capital in the future?
 3. The Company's profit in Q2/2014 dropped considerably as a result of setting aside the reserve. How many more quarters will this situation impact the Company?
 4. During the first half of this year, the Company focused on selling endowment products through bancassurance channel which required the Company to set high reserve. Now the Company has a plan to focus more on long-term products which can help reducing the reserve level. However, this type of products is difficult to sell through bancassurance. Is the agent channel ready to compete with other companies which place their emphasis on protection products? Will bancassurance, the Company's main channel, be able to support protection products' sale?

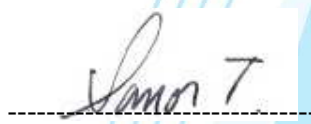
- Khun Chone Sophonpanich
President
1. Life policy reserve is controlled by the regulator's and accounting standards. The Company cannot choose to set it in a high or low level. The information shown in the presentation slide is capital adequacy ratio. OIC requires the minimum level at 140%. The Company's capital adequacy ratio as of June 30, 2014 is 239% which is sufficient for future interest rate fluctuations even though it is lower than other leading companies.
 2. Currently the Company's registered capital is adequate to some degree. However, the Company intends to strengthen its capital level so as to handle changing circumstances in the future, especially changing OIC regulations or RBC Phase II and interest rate fluctuations. In addition, it also depends on the Company's ability to adjust its product mix.
 3. Profit in Q2/2014 decreased mainly because of the interest rate decrease. It caused the Company to set aside additional life policy reserve. There is an unbalance in the accounting standard. For assets, the value recorded is based on the original cost, while that of liabilities is marked-to-market when the interest rate dramatically drops. If the accounting standard records marked-to-market value of both sides, it will considerably minimize the impact.
 4. For bancassurance, the Company sells credit protection products, but it is difficult to sell individual protection products such as whole life which is more suitable for agent channel. For agent channel, the Company has tried to develop it continually in order to enhance its competitiveness.
- Khun Anu Wongsarnkij
Shareholder
- After the political situation appears to have eased, and the new government takes office, is there any new project to boost the life insurance market?
- Khun Chone Sophonpanich
President
- The Company still follows OIC development plan. The Thai Life Assurance Association has continually coordinated collaboration in the industry in order to work jointly to improve the business.

During the meeting more shareholders registered to attend the meeting, making the total number of 141 attending shareholders and 488 proxies, totaling 629 persons. These attendees represented 1,047,317,827 shares or 83.3662% of the total shares sold.

No other matters were raised. The Chairman thanked all shareholders for joining the meeting and declared the meeting closed at 10.05 hrs.



(Mr. Choedchu Sophonpanich)
Chairman



(Mr. Sanor Thampipattanakul)
Company secretary

Articles of association of the Company related with Shareholders' Meeting

Chapter 5 : Shareholders' Meeting

45. The board of directors shall hold an Annual Ordinary General Meeting within 4 (four) months from the end of the Company' fiscal period. Other Meetings shall be called Extra-Ordinary Shareholders' Meeting.

The board of directors may call for an Extra Ordinary Shareholders' Meeting at any time it deems appropriate; or when there is a request by shareholders representing at least one-fifth of the total issued shares; or when at least 25 (twenty five) shareholders, holding not less than the aggregate number of one-tenth of the total issued Shares, request the board for a General Meeting. However, the reason for requesting a meeting must be specified in such written request. The board of directors shall hold a meeting within 1 (one) month from the date of request by the shareholders.

46. In calling for General Meetings, the board of directors shall issue a notice specifying the place, the date and the time of the meeting, the agenda and the nature of the business to be transacted together with the appropriate details. Such a notice must be given to the shareholders and the registrar not later than 7 (seven) days prior to the date of the meeting, and published in a newspaper for 3 (three) days consecutively at least 3 (three) days prior to the date of the meeting.

47. Any General Meeting shall require a quorum of at least 25 (twenty five) shareholders or their proxies (if any) attending the meeting or at least half of the shareholders holding at least one-third of the total issued shares.

In the case where one hour after the meeting time has lapsed, a quorum has not been constituted, and if the meeting has been called at the shareholders' request, the meeting shall be cancelled. If the meeting has not been called for at the shareholders' request, another meeting shall be fixed and the notice of the meeting shall be sent to the shareholders 7 (seven) days prior to the meeting. A quorum at the latter meeting is not required.

48. The chairman of the board shall be chairman of the General Meeting. If the chairman is not present at the meeting or is unable to perform duties, the vice chairman shall preside at the meeting. If there is no vice chairman or he/she is unable to perform duties, the shareholders attending the meeting shall elect one of the other shareholders to be the chairman at the meeting.

Every shareholder shall have one vote for each share of which he/she is the holder.

The voting shall take place openly, unless a secret ballot is requested by not less than 5 shareholders and it is approved at the meeting. The method of secret ballot shall be decided by the chairman of the meeting.

49. Resolutions of the shareholders shall consist of the following:
- 49.1 In normal circumstances, a simple majority vote of the shareholders attending. In the case of a tied vote, the chairman shall have the casting vote.
 - 49.2 In the following cases, three-fourth of the total votes represented by all the shareholders attending:
 - (a) Sale or transfer of part or the whole of any essential part of the business of the Company
 - (b) Purchase or receipt of transfer of any other Company's business to the Company
 - (c) Execution, amendment or termination involving lease of part or the whole of an essential part of the business of the Company; assignment of management of the Company by third party, merger with the purpose of sharing profit and loss
 - (d) Amendment of the Company's memorandum or articles of association
 - (e) Increase or decrease the capital of the Company or issuance of the debenture or convertible debenture, issuance of preferred stock or convertible preferred stock, issuance of other securities prescribed by law relating to the securities and exchange, issuance of warrant
 - (f) Amalgamation or winding up of the Company
50. Ordinary meetings shall usually be summoned for the purpose of :
- 50.1 Reviewing the report of the board of directors covering work done during the previous financial period
 - 50.2 Considering approval of the balance sheet and income statement
 - 50.3 Reviewing payment of dividend
 - 50.4 Electing new directors in place of those who must retire
 - 50.5 Appointing auditors and fix their remuneration
 - 50.6 Transacting other business

**Conditions, Rules and Procedures in Attending the Meeting,
Authorization and Voting**

1. Authorization

In case of any shareholder is unable to personally attend the Meeting, such shareholder can consider to authorize other person or independent director of the company as his proxy to attend the Meeting and vote in the Meeting on his behalf whereby the company must deliver either Power of Attorney Form "A", "B" or "C" as prescribed by Department of Business Development, Ministry of Commerce (Attachment 5).

In this regard, in case of the shareholder who is foreign investor, has appointed the custodian in Thailand to be the depository and oversee his shares, is able to select to use either Power of Attorney Form "A", "B" or "C", For other shareholders can use only either "A" of "B" form as the company shall deliver Power of Attorney Form "A", "B" or "C" together with this notice or may be loaded at website: www.bangkoklife.com

1. Authorization other person to be the proxy
 - 1.1 The Authorizer must authorize only one proxy to attend the Meeting and Vote but cannot separate number of shares to several proxies to separately vote.
 - 1.2 The Authorizer is required to complete details on Power of Attorney which must be completely and correctly signed by both Authorizer and proxy.
 - 1.3 The proxy must submit Power of Attorney to the company's officer at the Meeting place before the proxy shall attend the Meeting.
 - 1.4 The shareholder shall use either only Power of Attorney Form "A" or "B".
2. Authorization the independent director to be the proxy

The Authorizer is able to authorize independent director of the company as a proxy to attend and vote in the Meeting by specifying name and details of such independent director of the company as **Dr.Siri Ganjarende, Chairman of the Nominating and Remuneration Committee, Independent Director and Executive Director, 66 years of age, residing at House No. 44/2, Moo 6, Bang Waek Road, Bang Phai Sub-district, Bang Khae District, Bangkok Metropolis 10160.** The authorizer is required to complete all details and sign on Power of Attorney, then put in the envelop of business reply service, seal and send via post with not require to affix the stamp to:-

The Company Secretary
Bangkok Life Assurance PCL.
23/115-121- Royal City Avenue, Rama 9 Road,
Bangkapi Sub-district, Huay Kwang District,
Bangkok 10310

Before the Meeting date or to give to the person duly appointed by the Board before the commencement of the Meeting in order that the company can take related action as you required.

2. Registration and presentation of document before attending the Meeting

The company shall starts to examine the completeness and correctness of documents for the Meeting and open for registration since 12.00 a.m. onwards at conference room, 7th floor, of the head office of Bangkok Life Assurance PCL. , No. 23/115-121, Royal City Avenue, Rama 9 Road, Bangkok Sub-district, Huay Kwang District, Bangkok Metropolis, according to the location map attached herewith. (Attachment 6).

The participants must present the following documents for registration before the Meeting (as the case may be).

1. In case of ordinary person

- 1.1 In case of the shareholder personally attends the Meeting, please present document issued by government authority contained with photograph of the shareholder which is still valid, i.e. Identification Card, Driving License or Passport. In case of change of name or surname, related evidences are also required.
- 1.2 In case of the proxy authorized his proxy to attend the Meeting
 1. Power of Attorney only either form of attachment (Attachment 5), duly completely and correctly completed and signature of the Authorizer and proxy with 20 baht duty stamp affixed.
 2. Photocopy of documents issued by government authority containing details as mentioned in 1.1 above and signed to certify true copy by the Authorizer.
 3. Document issued by government authority of the proxy duly contained with details according to clause 1.1 above.

2. In case of shareholder who is juristic person

- 2.1 In case of the shareholder's authorized person shall personally attend the Meeting.
 1. Document issued by government authority of the Agent according to the details in clause 1.1 above.
 2. Photocopy of juristic person registration certificate of the shareholders duly signed to certify true cop by representative of juristic person which its contents to illustrated that the proxy is authorized to act on behalf of juristic person who is shareholder.
- 2.2 In case of the shareholder had assigned the proxy to attend the Meeting
 1. Power of Attorney (Attachment 5) either type, fully and correctly complete and signed by the Authorizer and proxy with 20 bath duty stamp affixed.
 2. Certificate of juristic person registration certificate duly certified true copy by the representative with statement that the juristic person representative who singed in Power of Attorney is authorized to act on behalf of juristic person who is the shareholder.
 3. Document issued by government authority of the proxy duly contained with details according to clause 1.1 above

3. The non-Thai shareholders or juristic person duly organized according to foreign law.

Document in clause 1 and clause 2 must be prepared and presented in case of being Non-Thai shareholder or participant of the Meeting or juristic person duly organized according to foreign law, as the case may be, as follows:-

- 3.1 Such juristic person certificate may be document issued by the government in the country where such juristic person is located or by officer of such juristic person. In this regard, the certificate must contain details about name of juristic person, name of person duly authorized to sign on behalf of the juristic person or condition or restriction of power in signing document and address of the head office.
- 3.2 Document in any language other than Thai must be attached with Thai translation duly signed to certify correct translation by the representative of such juristic person.

3. Voting and vote counting

The Chairman notifies voting and vote counting method for the Meeting before enter into the Meeting agenda.

3.1 Voting

- 3.1.1 Unless otherwise stipulated herein by law, vote counting is based on 1 share 1 vote. In case of equal votes, the Chairman shall have separate 1 final vote.
- 3.1.2 Voting could not be separated nor partial votes.
- 3.1.3 Voting in each agenda, the Chairman shall ask member in the Meeting to hand up that whether there is any object nor suspend vote.
- 3.1.4 Any shareholder who had authorized the proxy to attend the Meeting on his behalf and the Proxy shall vote according to the intention of the shareholder who register to attend the Meeting who disagrees or suspends vote to deduct from total number of share of the attendant entitled to join and vote in each agenda.

3.2 Vote counting

- 3.2.1 Vote counting in each agenda, the company shall count vote of shareholders in the Meeting and shareholders who appointed the proxy as recorded by the company in advance. While the proxy who registered to attend the Meeting votes to disagree and suspends vote were deducted from total number of shares of the person who attend and is entitled to vote in each agenda.
- 3.2.2 The Chairman shall inform the Meeting about result of vote in each agenda after voting in each agenda were completed by separating the vote to agreed, disagreed and suspension of vote and calculate as percentage.

**Profile of Independent Director Appointed to be Proxy of Shareholders
not available to be present in the Meeting**

Name – Surname Dr. Siri Ganjarerndee

Age 66 Years

Nationality Thai



Address: No. 44/2, Moo 6, Bang Waek Road, Bang Phai Sub-district,
Bang Khae District, Bangkok Metropolis 10160

Position in Company Chairman of Nominating and Remuneration Committee /
Independent Director / Executive Director / Investment Committee

Educational background

1975 Ph.D., Monetary Economics and Econometrics & Operations Research, Monash University,
Australia
1972 M.Ec., Economic Statistics and Monetary Economics, University of Sydney, Australia
1970 B.Ec. (Hons.), Economic Statistics, University of Sydney, Australia

Training of the Director Program

2007 Certificate of Executive Program, Capital Market Academy, Class 5/2007
2005 Certificate of Audit Committee Program (ACP), Class of 6/2005,
Thai Institute of Directors Association
2005 Certificate of Directors Accreditation Program (DAP), Class 4/2003,
Thai Institute of Directors Association
2003 Certificate of Directors Accreditation Program (DAP), Class of 4/2003,
Thai Institute of Directors Association
1995 Certificate of Advanced Management Program, Class 113/1995, Harvard Business School

Work Experiences in present

August 2013 - Present Member of the Investment Committee, Bangkok Life Assurance Public Company Limited
2010 - present Chairman of the Nominating and Remuneration Committee,
Bangkok Life Assurance Public Company Limited
2003 - present Executive Director, Bangkok Life Assurance Public Company Limited
1999 - present Independent Director, Bangkok Life Assurance Public Company Limited
2011 - present Chairman of the Risk Management Committee, Bank of Thailand
2010 - present Member of the Public Sector Development Sub-Commission in Public Finance and
Budgeting System Improvement, Bank of Thailand

2010 - present	Independent Director and Member of Nomination, Compensation and Corporate Governance Committee, Indorama Ventures Public Company Limited
2009 - present	Expert Director, Bank of Thailand
2009 - present	Member, Financial Institutions Policy Committee (FIPC), Bank of Thailand
2007 - present	Director, Member of the Audit Committee, Nominating Committee and Compensation Committee, Thoresen Thai Agencies Public Company Limited
2003 - present	Member of the subcommittee for agreement drafting and evaluating state enterprises, State Enterprise Policy Office, Ministry of Finance
2003 - present	Director, Member of the Audit Committee and Compensation Committee, Chairman of the Board of Investments, TRIS Corporation Ltd.
2000 - present	Independent Director and Chairman of the Audit Committee, Member of Nominating and Remuneration Committee, Post Publishing Public Company Limited
2000 - present	Vice President and Chairman of the Audit Committee, Thai Vegetable Oil Public Company Limited

Share Holding - None -

Meeting Attendance in 2013

- Board of Directors' Meeting 6/6
- Executive Board Meeting 11/11
- Nominating and Remuneration Committee 4/4
- Investment Committee 3/4

The interest in the agenda - None -

Proxy Form

Proxy Assignment

If shareholders are unable to attend the Extraordinary Shareholders' Meeting No. 2/2557, the shareholder may assign the Independent Director of the Company, profile as shown in Attachment 4, or an individual as the proxy to attend the meeting and cast vote by choosing one of the following three proxy forms;

1. Form A: General Proxy Form
2. Form B: Specific Proxy Form
3. Form C: Partial Proxy Form (for foreign shareholders who authorize the Custodian in Thailand)

Proxy form (A)
(General Proxy Form)

Duty stamp 20 Baht

Made at

Date..... MonthYear.....

(1) I/We.....NationalityResiding at No. Road.....
Sub district.....District Province Postal Code

(2) as a shareholder of **Bangkok Life Assurance Public Company Limited**
holding a total amount of shares, and is entitled to cast votes
Ordinary shareshares, and is entitled to cast votes
Preferred share..... shares, and is entitled to cast votes

(3) hereby appoint

(1) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

(2) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

(3) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

Only one of above is assigned as my/our proxy to attend and vote in the Extraordinary Shareholders' Meeting No. 2/2557 on Friday, December 12, 2014 at 1.30 p.m. at the auditorium on the 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No.23/115-121 Royal City Avenue, Rama 9 Road, Bangkok, Huay kwang, Bangkok or at any adjournment thereof to any other date, time and venue.

Any act (s) undertaken by the Proxy at such meeting shall be deemed as my/our own act (s) in every respect.

Signed Grantor
(.....)

Signed.....Proxy
(.....)

Signed.....Proxy
(.....)

Signed.....Proxy
(.....)

Remarks: A shareholder assigning a proxy can authorize only on proxy to attend the meeting and cast the votes on his/her/their behalf and all votes of a shareholder cannot be split for more than one proxy.

Proxy form (B)
(Specific Proxy Form)

Duty stamp 20 Baht

Made at

Date..... MonthYear.....

(1) I/We.....NationalityResiding at No. Road.....
Sub district.....District Province Postal Code

(2) as a shareholder of **Bangkok Life Assurance Public Company Limited**
holding a total amount of shares, and is entitled to cast votes
Ordinary shareshares, and is entitled to cast votes
Preferred share..... shares, and is entitled to cast votes

(3) hereby appoint

(1) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

(2) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

(3) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

Only one of above is assigned as my/our proxy to attend and vote in the Extraordinary Shareholders' Meeting No. 2/2557 on Friday, December 12, 2014 at 1.30 p.m. at the auditorium on the 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No.23/115-121 Royal City Avenue, Rama 9 Road, Bangkok, Huay kwang, Bangkok or at any adjournment thereof to any other date, time and venue.

(4) I/We, hereby authorize the Proxy to vote on my/our behalf in this meeting as follows:

**Agenda 1 To certify the Minutes of the Extraordinary Shareholders' Meeting
No. 1/2557**

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda 2 To approve the allotment of shares to reserve for dividend payment and exercise ESOP warrant as well as to allot the remaining shares from dividend payment

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

(5) The Proxy's voting on any matters that are not pursuant to what is specified in this Proxy Form is considered invalid and would not be regarded as a shareholders voting.

(6) In case that I/we do not express my/our intention to vote on a particular matter, or do not express my/our intention clearly, or in case that the Meeting considers and resolves matters other than those specified above, as well as the case that there is any amendment made or provision of additional facts, the Proxy is entitled to consider and vote on my/our behalf as the Proxy deems appropriate in all respects.

Any act (s) undertaken by the Proxy at such meeting shall be deemed as my/our own act (s) in every respect.

Signed Grantor
(.....)

Signed.....Proxy
(.....)

Signed.....Proxy
(.....)

Remarks

1. A shareholder assigning a proxy can authorize only on proxy to attend the meeting and cast the votes on his/her/their behalf and all votes of a shareholder cannot be split for more than one proxy.
2. Should the provisions prescribed above are not sufficient to cover all the Proxy's intentions; the Proxy may use the attached Annex to the Proxy Form B.

Annex to the Form of Proxy (Form B)

Grant of proxy as a shareholder of Bangkok Life Assurance Public Company Limited. At the Extraordinary Shareholders' Meeting No. 2/2557 on Friday, December 12, 2014 at 09.00 a.m. at the auditorium on the 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No.23/115-121 Royal City Avenue, Rama 9 Road, Bangkok, Huaykwang, Bangkok or at any adjournment thereof to any other date, time and venue.

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Proxy form (C)

(for foreign shareholders who authorize the Custodian in Thailand)

Duty stamp
20 Baht

Made at

Date..... MonthYear.....

(1) I/We.....NationalityResiding at No. Road.....
Sub district.....District Province Postal Code

As the Custodian of (Please specify the fund name / Shareholder name)

As a shareholder of **Bangkok Life Assurance Public Company Limited,**

holding a total amount of shares, and is entitled to cast votes

Ordinary shareshares, and is entitled to cast votes

Preferred share..... shares, and is entitled to cast votes

(2) hereby appoint

(1) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

(2) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

(3) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

Only one of above is assigned as my/our proxy to attend and vote in the Extraordinary Shareholders' Meeting No. 2/2557 on Friday, December 12, 2014 at 1.30 p.m. at the auditorium on the 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No.23/115-121 Royal City Avenue, Rama 9 Road, Bangkok, Huay kwang, Bangkok or at any adjournment thereof to any other date, time and venue.

(3) The number of votes for which I/We authorize the Proxy to vote in this meeting is

To authorize the Proxy to cast the votes pursuant to the total number of shares

To authorize the Proxy to cast the votes less than the total number of shares

Ordinary Shareshares, and is entitled to cast.....votes

Preference Share.....shares, and is entitled to cast.....votes

Total votes

(4) I/We, hereby authorize the Proxy to vote on my/our behalf in this meeting as follows:

Agenda 1 To certify the Minutes of the Extraordinary Shareholders' Meeting

No. 1/2557

(a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects

(b) The Proxy may consider the matters and vote on my/our behalf as follows:

Approve

Not Approve

Abstain

Agenda 2 To approve the allotment of shares to reserve for dividend payment and exercise ESOP warrant as well as to allot the remaining shares from dividend payment

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

(5) The Proxy’s voting on any matters that are not pursuant to what is specified in this Proxy Form is considered invalid and would not be regarded as a shareholders voting.

(6) In case that I/we do not express my/our intention to vote on a particular matter, or do not express my/our intention clearly, or in case that the Meeting considers and resolves matters other than those specified above, as well as the case that there is any amendment made or provision of additional facts, the Proxy is entitled to consider and vote on my/our behalf as the Proxy deems appropriate in all respects.

Any act (s) undertaken by the Proxy at such meeting shall be deemed as my/our own act (s) in every respect.

Signed Grantor
(.....)

Signed.....Proxy
(.....)

Signed.....Proxy
(.....)

Remarks

1. Only foreign shareholders as registered in the registration book who authorize the Custodian in Thailand use the Proxy form C.
2. Evidences to be enclosed with the proxy form are :
 - (1) Letter of attorney form shareholder authorizes a custodian to sign the Proxy Form on behalf of the shareholder.
 - (2) Letter of certification to certify that the signer in the Proxy Form have a permit to act as a Custodian.
3. The shareholder assigning a proxy must authorize only one proxy to attend the meeting and cast the votes on his/her/their behalf and all votes of such shareholder cannot be split for more than one proxy.
4. Should the provisions prescribed above are not sufficient to cover all the Proxy’s intentions; the Proxy may use the attached Annex to the Proxy Form C.

Annex to the Form of Proxy (Form C)

Grant of proxy as a shareholder of Bangkok Life Assurance Public Company Limited. At the Extraordinary Shareholders' Meeting No. 2/2557 on Friday, December 12, 2014 at 1.30 p.m. at the auditorium on the 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No.23/115-121 Royal City Avenue, Rama 9 Road, Bangkapi, Huaykwang, Bangkok or at any adjournment thereof to any other date, time and venue.

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda.....Subject.....

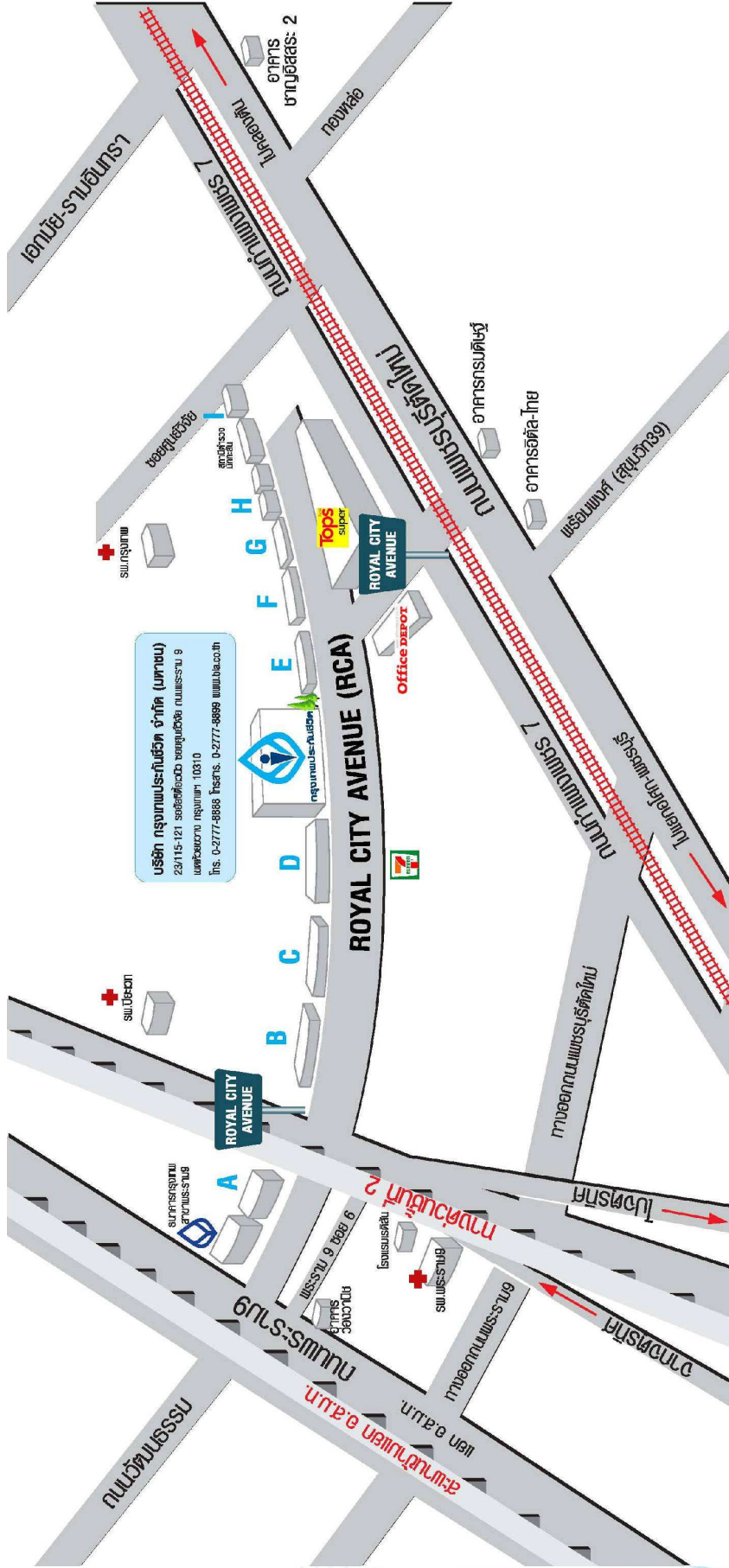
- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain



Map of the Annual General Meeting of Shareholders Venue



Traveling Route

1. By Bus

- Rama 9 Road Bus, Number 137, 168, 517, 551
- Petchaburi Road Bus, Number 11, 23, 60, 72, 93, 113, 206, 512

2. By MRT

- Get off at Petchaburi, Exit Asoke-Dindang

Note : for more information of traveling to Bangkok Life Assurance Plc. please dial 0 2777 8000

(Translation)

Invitation Letter

The Extraordinary Shareholders' Meeting







No. 2/2557

on Friday, December 12, 2014

1.30 P.M.

**At the auditorium on 7th floor, Head Office, Bangkok Life Assurance PCL.
23/115-121, Royal City Avenue, Rama 9 Road, Bangkok, Huaykwang, Bangkok**

CONTENTS

	page
Documents for the Extraordinary Shareholders' Meeting No. 2/2557	
 A Copy of the minutes of the Extraordinary Shareholders' Meeting No. 1/2557	5
 Articles of Association relating to the Shareholders' Meeting	12
 Conditions, Rules and Procedures in Attending the Meeting, Proxy and Voting	14
 List of Independent Director for proxy case	17
 Proxy form A, B and C	19
 Map of the Shareholders' Meeting venue	27

(Translation)

REF. BLA 47/2557

November 17, 2014

Subject: Notice of the Extraordinary Shareholders' Meeting No. 2/2557

To: Shareholders of the Company

Attachment: 1) A Copy of the minutes of the Extraordinary Shareholders' Meeting No. 1/2557
2) Articles of Association relating to the shareholders' meeting
3) Conditions, Rules and Procedures in Attending the Meeting, Proxy and Voting
4) List of Independent Directors for proxy case
5) Proxy Form, A, B and C
6) Map of the Shareholders' Meeting venue
7) The prepaid envelope

The Board of Directors of Bangkok Life Assurance Public Company Limited has resolved to summon the Extraordinary Shareholders' Meeting No. 2/2557 **on Friday, December 12, 2014, at 1.30 p.m., at the auditorium on the 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No. 23/115-121, Royal City Avenue, Rama 9 Road, Bangkok, Huaykwang, Bangkok, to consider matters according to the following agendas:-**

Agenda 1: To certify the Minutes of Extraordinary Shareholders' Meeting No. 1/2557

Objective and Rationale: The company held the Extraordinary Shareholders' Meeting No. 1/2557, on Thursday 25, September 2014 and the Minutes of the Meeting has been recorded and posted on the Company's website, according to the details appeared in Attachment 1.

The Board of Directors' opinion: The Minutes of Meeting had been properly recorded and proposed for the endorsement in the Shareholders' Meeting.

Voting: To approve this matter, a resolution must be passed by a majority of the shareholders who attended the meeting and are entitled to vote.

Agenda 2: To approve the allotment of shares to reserve for stock dividend payment and exercise ESOP warrant as well as to allot the remaining shares from dividend payment

Objective and Rationale: The Board of Directors' Meeting No. 6/2557 had resolved to propose the Extraordinary Shareholders' Meeting No. 2/2557 to approve the allotment of shares to reserve for dividend payment and exercise ESOP warrant as well as to allot the remaining shares from dividend payment.

The Board of Directors' opinion: To propose the Extraordinary Shareholders' Meeting No. 2/2557 to approve reducing shares reserved for warrant exercises by 40,800 shares and adding shares reserved for the stock dividend payment by 40,800 shares. In addition, the Board proposes to allot the remaining 2,775,075 shares from the stock dividend payment for approval. 2,775,000 shares will be offered through private placement at the price of not lower than 90% of the average closing price 7 business days prior to the offer date and the balance of 75 shares will be offered to Bangkok Life Assurance Public Company Limited Employee Provident Fund at par value.

Voting: To approve this matter, a resolution must be passed by not less than three-fourths of votes of shareholders who attended the meeting and are entitled to vote.

Record date for the right to attend the meeting is on November 17, 2014. The closing date of the register book for preparing list of the eligible shareholders under Section 225 of the Securities and Exchange Act is on November 18, 2014.

This is to cordially invite all shareholders to please attend the meeting according to the date, time and place as mentioned above. Should you be unable to attend the meeting, please appoint other person or independent director of the company as your proxy. The profile of independent director who can be appointed as the proxy is appeared in Attachment 4.

Enclosed please find the proxy form A, B and C as appeared in Attachment 5. Please select one type of the forms, fill up all details, sign and deliver to the company, together with all relevant supporting documents, prior to the meeting date. Prepaid envelope is attached herewith for your convenience (Please deliver the proxy form at least 1 day prior to the meeting date).

Yours sincerely,



(Mr.Sanor Thampipattanakul)
Company Secretary

Investor Relations Section

Tel: 0 2777 8681, 0 2777 8672

Fax: 0 2777 8680

Note : Bangkok Life Assurance Public Co., Ltd. has posted the invitation letter of the Extraordinary Shareholders' Meeting No. 2/2557 on the company's website, www.bangkoklife.com

(Translation)

**Minutes of the Extraordinary Shareholders' Meeting No. 1/2557
of Bangkok Life Assurance Public Co., Ltd.**

Date, Time & Place

The meeting was held on Thursday, September 25, 2014, at 09.00 a.m., at the 7th floor auditorium, Head Office No. 23/115-121 Royal City Avenue, Rama 9 Road, Bangkok, Huaykwang, Bangkok.

Directors in Attendance

- | | |
|---|---|
| 1. Khun Choedchu Sophonpanich | Chairman / Chairman of the Executive Board of Directors /
Chairman of the Investment Committee |
| 2. Khun Sunthorn Arunanondchai | Chairman of the Audit Committee / Independent Director |
| 3. Dr. Siri Ganjarerndee | Chairman of the Nomination and Remuneration Committee /
Independent Director / Executive Director / Member of the Investment
Committee |
| 4. Khun Praphant Asava-aree | Chairman of the Risk Management Committee / Independent Director /
Member of the Investment Committee |
| 5. Khun Komkai Tusaranont | Chairperson of the Good Corporate Governance Committee /
Independent Director / Member of the Audit Committee /
Member of the Risk Management Committee |
| 6. Khun Chai Sophonpanich | Director/ Member of the Nomination and Remuneration Committee |
| 7. Assoc.Prof. Damrong Thawesaengskulthai | Independent Director / Member of the Audit Committee /
Member of the Good Corporate Governance Committee |
| 8. Khun Ruchanee Nopmuang | Director / Member of the Nomination and Remuneration Committee |
| 9. Khun Savitri Ramayarupa | Director / Executive Director |
| 10. Khun Pojjanee Kongkalai | Director |
| 11. Khun Naoki Ban | Director |
| 12. Khun Kazuhide Toda | Director |
| 13. Khun Takeshi Fukuda | Director / Executive Director/Member of the Risk Management
Committee / Member of the Nomination and Remuneration
Committee / Member of the Good Corporate Governance Committee |
| 14. Khun Chone Sophonpanich | Director / Executive Director/Member of the Investment Committee /
President |

Director (s) in Absence

- | | |
|---------------------------|------------------------------|
| 1. Khun Prapaivan Limsong | Unable to attend the meeting |
|---------------------------|------------------------------|

Management in Attendance

- | | |
|----------------------------------|---|
| 1. Khun Ruangsak Panyabodegun | Senior Executive Vice President, Marketing Division |
| 2. Khun Sanor Thampipattanakul | Senior Executive Vice President, Investment Division
and Company Secretary |
| 3. Khun Suchinda Lertkiatmongkol | Senior Vice President, Information Technology Division |
| 4. Khun Jaruan Limkhunnadhammo | Senior Vice President, Finance and Accounting Division |
| 5. Khun Oranuch Samranrit | Vice President, Life Operations Division |

Observers

- | | |
|------------------------------|--|
| 1. Khun Lertsak Suthampond | Legal Adviser, Kanung & Partners Law Offices Co.,Ltd. |
| 2. Khun Sirin Tuntipitukchot | Right Protection Volunteer, Thai Investors Association |

The meeting started at 09:17 hrs.

The Company Secretary explained the voting procedure on each agenda by playing an audio clip with the details as follows:

Voting Procedure

1. The meeting shall consider all agendas, following the order of the agendas presented in the invitation to the meeting. After each agenda is presented, the shareholders will be asked to raise any questions they may have and to cast their vote after. In the event that the shareholders or proxies would like to ask questions or express their opinions, they must raise their hands and state their full name first. Proxies must also state name of the shareholder whom they represent.
2. Each shareholder is entitled to one vote per share. If votes on a matter are equal, the Chairman shall have a second or casting vote.
3. The shareholders cannot divide their vote or cast partial vote.
4. In the event that the shareholders disapprove of an agenda or would like to abstain from voting, please tick 'disapprove' or 'abstain', and the Company's staff will collect the ballots. The Company will deduct such disapproval and abstention from the total eligible votes and assume the rest of the votes as approval of such agenda. If no objection to the result is raised by any shareholder, it shall be deemed that the meeting approves of such agenda.
5. The vote result of each agenda will be displayed on the screen for acknowledgement.

Presiding over the meeting, Chairman Choedchu Sophonpanich welcomed all shareholders and summarized number of shareholders who attended the meeting and were entitled to vote as follows:

Shareholders present in person:	114 persons, equal to	251,195,613 shares
Proxies:	468 persons, equal to	754,399,820 shares
Total:	582 persons, equal to	1,005,595,433 shares

They accounted for 82.9256% of the total shares sold which constituted a quorum, according to the Articles of Association. The Chairman then declared the meeting open in order to consider the following agendas:

Agenda 1: To Approve the Minutes of the 2014 Annual General Meeting of Shareholders

The Chairman proposed the meeting to certify the minutes of the 2014 Annual General Meeting of Shareholders. A copy of which was sent to all shareholders in advance along with the invitation to the meeting.

The Chairman subsequently gave the shareholders an opportunity to ask questions and provide comments. Since no questions were raised, he then proposed the meeting to vote on the resolution to approve the minutes of the 2014 Annual General Meeting of Shareholders.

Khun Sirin Tuntipitukchot Right Protection Volunteer	Regarding the vote results presented in the minutes, for agendas which require a majority vote to approve, the Company should not include abstentions when calculating the proportion of total votes. This is in accordance with the Public Limited Companies Act B.E.2535 (1992). She requested the Company to comply with it from this meeting onwards.
Khun Choedchu Sophonpanich Chairman	During the meeting, those who would like to abstain from voting should inform the Company, otherwise the number of votes would not correspond with the number of meeting attendees. The Company would take the suggestion into consideration and follow the regulation accordingly.

Resolution: The meeting by the majority of the total votes casted by shareholders present and entitled to vote resolved to approve the minutes of the 2014 Annual General Meeting of Shareholders, based on the following:

- Approval	1,046,617,822	votes, equal to	100.0000%
- Disapproval	0	votes, equal to	0.0000%
- Abstention	0	votes, equal to	0.0000%
Total	1,046,617,822	votes, equal to	100.0000%

Agenda 2: To Approve Interim Dividend Payment by Stock and Cash Dividends

On behalf of the Board of Directors, the Chairman proposed the meeting to approve the interim dividend payment for the operating period of January 1, 2014 - June 30, 2014 at the rate of baht 0.45 per share. The payment would be made in the forms of cash dividend at the rate of baht 0.05 per share and stock dividend at the rate of 5 existing shares to 2 new shares, equal to baht 0.40 per share. It is equivalent to 485,059,200 shares in total at par value of baht 1. If there is a fraction of shares, the Company will pay for that portion in cash at the rate of baht 0.40 per share. The remaining shares after the stock dividend is paid will be sold to Bangkok Life Assurance Pcl. Employee Provident fund at par value. The dividends to be paid shall be taken from retained earnings which are taxed at 30% until they are used up. Then the remaining dividend payout shall be taken from retained earnings which are taxed at 25%. The record date for determining the shareholders who are entitled to receive the stock and cash dividend payment will be on October 10, 2014 and the book closing date will be on October 13, 2014. The dividend payment will be made on October 21, 2014.

The Chairman subsequently provided an opportunity for the shareholders to raise questions or give comments which are as follows:

Khun Tong-in Sang-ngam Proxy	Why does the Company have to seek approval from the shareholders' meeting in paying an interim dividend? Is this rate of dividend payment in compliance with the Articles of Association or not?
---------------------------------	--

<p>Khun Chone Sophonpanich President</p>	<p>Because the dividend will be paid in the form of common stock, the Company has to seek approval from the shareholders' meeting. According to the Company's dividend payment policy for one-year period, the Company shall pay no less than 25% of net profit as dividend. This dividend payment is equal to 43% of net profit.</p>
<p>Khun Somkiat Promrat Shareholder</p>	<p>By what amount will this stock dividend payment cause the Company's stock price to drop? At what percentage?</p>
<p>Khun Chone Sophonpanich President</p>	<p>The stock price will change proportionately in relation to shares which increase. The shareholders' equity will remain the same after the cash dividend at the rate of baht 0.05 baht is paid. However, there are also other factors which can affect stock prices such as market expectations and situations and so on.</p>
<p>Khun Prawit Wirojwongchai Shareholder</p>	<p>What is the reason for paying stock dividend? Does the level of capital adequacy ratio depend on the Company's registered capital?</p>
<p>Khun Chone Sophonpanich President</p>	<p>The Company needs to maintain its capital adequacy ratio in an appropriate level in order to cope with changing circumstances in the future. In particular, the Office of Insurance Commission (OIC) is now considering imposing a stricter regulation, RBC Phase II. In addition, the ratio needs to be maintained for future interest rate fluctuations. Currently, the Company's capital adequacy ratio is lower than other leading life insurers in the industry. Shareholders' equity is also an important factor contributing to the level of capital adequacy ratio.</p>
<p>Khun Anu Wongsarnkij Shareholder</p>	<p>Why will there be remaining shares after the dividend is paid? Has the Company ever sold the remaining shares to Bangkok Life Assurance Pcl Employee Provident Fund?</p>
<p>Khun Chone Sophonpanich President</p>	<p>There will be remaining shares as some shareholders will not receive dividend for the entire number of shares they hold. The Company will add up all fractions of shares, which will probably not be in a large number. Then this portion of shares will be sold to Bangkok Life Assurance Pcl Employee Provident Fund at par value of baht 1.</p>

Resolution: The meeting by the majority of the total votes casted by shareholders present and entitled to vote resolved to approve the interim dividend payment in stock and cash dividends, based on the following votes:

- Approval	1,041,318,627	votes, equal to	99.4829%
- Disapproval	5,412,400	votes, equal to	0.5171%
- Abstention	0	votes, equal to	0.0000%
Total	1,046,731,027	votes, equal to	100.0000%

Agenda 3: To Approve Increase of Registered Capital

The Chairman declared that in order to correspond with the resolution to pay the interim dividend by means of stock dividend and to have room for warrant exercises, the meeting was proposed to approve an increase of the Company's registered capital from formerly 1,220,000,000 baht to 1,708,000,000 baht by issuing 488,000,000 new shares at par value of baht 1 per share. 485,059,200 shares are for the interim dividend payment in the form of stock dividend; the other 2,940,800 shares are reserved for warrant exercises.

The Chairman subsequently provided an opportunity for the shareholders to raise questions or give comments which are presented as follows:

Khun Narumit Tangsuan, accompanying Thai Investors Association's representative	After this dividend payment, will the Company's capital adequacy ratio be in a sufficient level?
Khun Chone Sophonpanich President	The main factors which affect the capital adequacy ratio are interest rate and OIC regulations. The RCB Phase II which is going to be imposed has not been finalized. Once it is, the Company will be able to set target for its capital adequacy ratio.
Khun Anu Wongsarnkij Shareholder	How does the Company allocate ESOP warrant for employees?
Khun Chone Sophonpanich President	The Company allocates ESOP warrant for staff and management, considering key criteria which are employees' position, importance of their roles, and performance.

Resolution: The meeting, by more than three-fourths of shareholders present and entitled to vote resolved to approve the increase of registered capital based on following votes:

- Approval	1,041,346,427	votes, equal to	99.4829%
- Disapproval	5,412,400	votes, equal to	0.5171%
- Abstention	0	votes, equal to	0.0000%
Total	1,046,758,827	votes, equal to	100.0000%

Agenda 4: To Approve Amendment of Company's Memorandum

The Chairman declared that in order to correspond with the resolution to increase the Company's registered capital, the meeting was proposed to approve an amendment on the Company's memorandum, clause 4 as follows:

Present information:

Clause 4: Registered capital	1,220,000,000	baht	(one billion two hundred twenty million baht)
Divided into	1,220,000,000	shares	(one billion two hundred twenty million shares)
Par value per share	1	baht	(one baht)
Divided into:			
Ordinary shares	1,220,000,000	shares	(one billion two hundred twenty million shares)
Preferred shares	-	shares	(zero)

To be amended as follows:

Clause 4: Registered capital 1,708,000,000 baht (one billion seven hundred and eight million baht)
 Divided into 1,708,000,000 shares (one billion seven hundred and eight million shares)
 Par value per share 1 baht (one baht)
 Divided into:
 Ordinary shares 1,708,000,000 shares (one billion seven hundred and eight million shares)
 Preferred shares - shares (zero)

The Chairman subsequently gave the shareholders an opportunity to ask questions and provide comments. Since no questions were raised, he then proposed the meeting to vote on the resolution to approve the amendment of the Company's memorandum.

Resolution: The meeting, by more than three-fourths of shareholders present and entitled to vote resolved to approve the amendment of the Company's memorandum based on following votes:

- Approval	1,046,329,927	votes, equal to	99.9590%
- Disapproved	428,900	votes, equal to	0.0410%
- Abstained	0	votes, equal to	0.0000%
Total	1,046,758,827	votes, equal to	100.0000%

Agenda 5: Other Matters (if any)

The Chairman provided the shareholders an opportunity to raise questions and comments which are presented as follows:

- Khun Worapoj Chanyangyuen
Shareholder
1. Why does the Company set its reserve considerably lower than other companies?
 2. Does the Company have to increase its capital in the future?
 3. The Company's profit in Q2/2014 dropped considerably as a result of setting aside the reserve. How many more quarters will this situation impact the Company?
 4. During the first half of this year, the Company focused on selling endowment products through bancassurance channel which required the Company to set high reserve. Now the Company has a plan to focus more on long-term products which can help reducing the reserve level. However, this type of products is difficult to sell through bancassurance. Is the agent channel ready to compete with other companies which place their emphasis on protection products? Will bancassurance, the Company's main channel, be able to support protection products' sale?

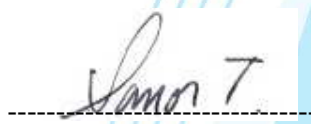
- Khun Chone Sophonpanich
President
1. Life policy reserve is controlled by the regulator's and accounting standards. The Company cannot choose to set it in a high or low level. The information shown in the presentation slide is capital adequacy ratio. OIC requires the minimum level at 140%. The Company's capital adequacy ratio as of June 30, 2014 is 239% which is sufficient for future interest rate fluctuations even though it is lower than other leading companies.
 2. Currently the Company's registered capital is adequate to some degree. However, the Company intends to strengthen its capital level so as to handle changing circumstances in the future, especially changing OIC regulations or RBC Phase II and interest rate fluctuations. In addition, it also depends on the Company's ability to adjust its product mix.
 3. Profit in Q2/2014 decreased mainly because of the interest rate decrease. It caused the Company to set aside additional life policy reserve. There is an unbalance in the accounting standard. For assets, the value recorded is based on the original cost, while that of liabilities is marked-to-market when the interest rate dramatically drops. If the accounting standard records marked-to-market value of both sides, it will considerably minimize the impact.
 4. For bancassurance, the Company sells credit protection products, but it is difficult to sell individual protection products such as whole life which is more suitable for agent channel. For agent channel, the Company has tried to develop it continually in order to enhance its competitiveness.
- Khun Anu Wongsarnkij
Shareholder
- After the political situation appears to have eased, and the new government takes office, is there any new project to boost the life insurance market?
- Khun Chone Sophonpanich
President
- The Company still follows OIC development plan. The Thai Life Assurance Association has continually coordinated collaboration in the industry in order to work jointly to improve the business.

During the meeting more shareholders registered to attend the meeting, making the total number of 141 attending shareholders and 488 proxies, totaling 629 persons. These attendees represented 1,047,317,827 shares or 83.3662% of the total shares sold.

No other matters were raised. The Chairman thanked all shareholders for joining the meeting and declared the meeting closed at 10.05 hrs.



(Mr. Choedchu Sophonpanich)
Chairman



(Mr. Sanor Thampipattanakul)
Company secretary

Articles of association of the Company related with Shareholders' Meeting

Chapter 5 : Shareholders' Meeting

45. The board of directors shall hold an Annual Ordinary General Meeting within 4 (four) months from the end of the Company' fiscal period. Other Meetings shall be called Extra-Ordinary Shareholders' Meeting.

The board of directors may call for an Extra Ordinary Shareholders' Meeting at any time it deems appropriate; or when there is a request by shareholders representing at least one-fifth of the total issued shares; or when at least 25 (twenty five) shareholders, holding not less than the aggregate number of one-tenth of the total issued Shares, request the board for a General Meeting. However, the reason for requesting a meeting must be specified in such written request. The board of directors shall hold a meeting within 1 (one) month from the date of request by the shareholders.

46. In calling for General Meetings, the board of directors shall issue a notice specifying the place, the date and the time of the meeting, the agenda and the nature of the business to be transacted together with the appropriate details. Such a notice must be given to the shareholders and the registrar not later than 7 (seven) days prior to the date of the meeting, and published in a newspaper for 3 (three) days consecutively at least 3 (three) days prior to the date of the meeting.

47. Any General Meeting shall require a quorum of at least 25 (twenty five) shareholders or their proxies (if any) attending the meeting or at least half of the shareholders holding at least one-third of the total issued shares.

In the case where one hour after the meeting time has lapsed, a quorum has not been constituted, and if the meeting has been called at the shareholders' request, the meeting shall be cancelled. If the meeting has not been called for at the shareholders' request, another meeting shall be fixed and the notice of the meeting shall be sent to the shareholders 7 (seven) days prior to the meeting. A quorum at the latter meeting is not required.

48. The chairman of the board shall be chairman of the General Meeting. If the chairman is not present at the meeting or is unable to perform duties, the vice chairman shall preside at the meeting. If there is no vice chairman or he/she is unable to perform duties, the shareholders attending the meeting shall elect one of the other shareholders to be the chairman at the meeting.

Every shareholder shall have one vote for each share of which he/she is the holder.

The voting shall take place openly, unless a secret ballot is requested by not less than 5 shareholders and it is approved at the meeting. The method of secret ballot shall be decided by the chairman of the meeting.

49. Resolutions of the shareholders shall consist of the following:
- 49.1 In normal circumstances, a simple majority vote of the shareholders attending. In the case of a tied vote, the chairman shall have the casting vote.
 - 49.2 In the following cases, three-fourth of the total votes represented by all the shareholders attending:
 - (a) Sale or transfer of part or the whole of any essential part of the business of the Company
 - (b) Purchase or receipt of transfer of any other Company's business to the Company
 - (c) Execution, amendment or termination involving lease of part or the whole of an essential part of the business of the Company; assignment of management of the Company by third party, merger with the purpose of sharing profit and loss
 - (d) Amendment of the Company's memorandum or articles of association
 - (e) Increase or decrease the capital of the Company or issuance of the debenture or convertible debenture, issuance of preferred stock or convertible preferred stock, issuance of other securities prescribed by law relating to the securities and exchange, issuance of warrant
 - (f) Amalgamation or winding up of the Company
50. Ordinary meetings shall usually be summoned for the purpose of :
- 50.1 Reviewing the report of the board of directors covering work done during the previous financial period
 - 50.2 Considering approval of the balance sheet and income statement
 - 50.3 Reviewing payment of dividend
 - 50.4 Electing new directors in place of those who must retire
 - 50.5 Appointing auditors and fix their remuneration
 - 50.6 Transacting other business

**Conditions, Rules and Procedures in Attending the Meeting,
Authorization and Voting**

1. Authorization

In case of any shareholder is unable to personally attend the Meeting, such shareholder can consider to authorize other person or independent director of the company as his proxy to attend the Meeting and vote in the Meeting on his behalf whereby the company must deliver either Power of Attorney Form "A", "B" or "C" as prescribed by Department of Business Development, Ministry of Commerce (Attachment 5).

In this regard, in case of the shareholder who is foreign investor, has appointed the custodian in Thailand to be the depository and oversee his shares, is able to select to use either Power of Attorney Form "A", "B" or "C", For other shareholders can use only either "A" of "B" form as the company shall deliver Power of Attorney Form "A", "B" or "C" together with this notice or may be loaded at website: www.bangkoklife.com

1. Authorization other person to be the proxy
 - 1.1 The Authorizer must authorize only one proxy to attend the Meeting and Vote but cannot separate number of shares to several proxies to separately vote.
 - 1.2 The Authorizer is required to complete details on Power of Attorney which must be completely and correctly signed by both Authorizer and proxy.
 - 1.3 The proxy must submit Power of Attorney to the company's officer at the Meeting place before the proxy shall attend the Meeting.
 - 1.4 The shareholder shall use either only Power of Attorney Form "A" or "B".
2. Authorization the independent director to be the proxy

The Authorizer is able to authorize independent director of the company as a proxy to attend and vote in the Meeting by specifying name and details of such independent director of the company as **Dr.Siri Ganjarendee, Chairman of the Nominating and Remuneration Committee, Independent Director and Executive Director, 66 years of age, residing at House No. 44/2, Moo 6, Bang Waek Road, Bang Phai Sub-district, Bang Khae District, Bangkok Metropolis 10160.** The authorizer is required to complete all details and sign on Power of Attorney, then put in the envelop of business reply service, seal and send via post with not require to affix the stamp to:-

The Company Secretary
Bangkok Life Assurance PCL.
23/115-121- Royal City Avenue, Rama 9 Road,
Bangkapi Sub-district, Huay Kwang District,
Bangkok 10310

Before the Meeting date or to give to the person duly appointed by the Board before the commencement of the Meeting in order that the company can take related action as you required.

2. Registration and presentation of document before attending the Meeting

The company shall starts to examine the completeness and correctness of documents for the Meeting and open for registration since 12.00 a.m. onwards at conference room, 7th floor, of the head office of Bangkok Life Assurance PCL. , No. 23/115-121, Royal City Avenue, Rama 9 Road, Bangkok Sub-district, Huay Kwang District, Bangkok Metropolis, according to the location map attached herewith. (Attachment 6).

The participants must present the following documents for registration before the Meeting (as the case may be).

1. In case of ordinary person

- 1.1 In case of the shareholder personally attends the Meeting, please present document issued by government authority contained with photograph of the shareholder which is still valid, i.e. Identification Card, Driving License or Passport. In case of change of name or surname, related evidences are also required.
- 1.2 In case of the proxy authorized his proxy to attend the Meeting
 1. Power of Attorney only either form of attachment (Attachment 5), duly completely and correctly completed and signature of the Authorizer and proxy with 20 baht duty stamp affixed.
 2. Photocopy of documents issued by government authority containing details as mentioned in 1.1 above and signed to certify true copy by the Authorizer.
 3. Document issued by government authority of the proxy duly contained with details according to clause 1.1 above.

2. In case of shareholder who is juristic person

- 2.1 In case of the shareholder's authorized person shall personally attend the Meeting.
 1. Document issued by government authority of the Agent according to the details in clause 1.1 above.
 2. Photocopy of juristic person registration certificate of the shareholders duly signed to certify true cop by representative of juristic person which its contents to illustrated that the proxy is authorized to act on behalf of juristic person who is shareholder.
- 2.2 In case of the shareholder had assigned the proxy to attend the Meeting
 1. Power of Attorney (Attachment 5) either type, fully and correctly complete and signed by the Authorizer and proxy with 20 bath duty stamp affixed.
 2. Certificate of juristic person registration certificate duly certified true copy by the representative with statement that the juristic person representative who singed in Power of Attorney is authorized to act on behalf of juristic person who is the shareholder.
 3. Document issued by government authority of the proxy duly contained with details according to clause 1.1 above

3. The non-Thai shareholders or juristic person duly organized according to foreign law.

Document in clause 1 and clause 2 must be prepared and presented in case of being Non-Thai shareholder or participant of the Meeting or juristic person duly organized according to foreign law, as the case may be, as follows:-

- 3.1 Such juristic person certificate may be document issued by the government in the country where such juristic person is located or by officer of such juristic person. In this regard, the certificate must contain details about name of juristic person, name of person duly authorized to sign on behalf of the juristic person or condition or restriction of power in signing document and address of the head office.
- 3.2 Document in any language other than Thai must be attached with Thai translation duly signed to certify correct translation by the representative of such juristic person.

3. Voting and vote counting

The Chairman notifies voting and vote counting method for the Meeting before enter into the Meeting agenda.

3.1 Voting

- 3.1.1 Unless otherwise stipulated herein by law, vote counting is based on 1 share 1 vote. In case of equal votes, the Chairman shall have separate 1 final vote.
- 3.1.2 Voting could not be separated nor partial votes.
- 3.1.3 Voting in each agenda, the Chairman shall ask member in the Meeting to hand up that whether there is any object nor suspend vote.
- 3.1.4 Any shareholder who had authorized the proxy to attend the Meeting on his behalf and the Proxy shall vote according to the intention of the shareholder who register to attend the Meeting who disagrees or suspends vote to deduct from total number of share of the attendant entitled to join and vote in each agenda.

3.2 Vote counting

- 3.2.1 Vote counting in each agenda, the company shall count vote of shareholders in the Meeting and shareholders who appointed the proxy as recorded by the company in advance. While the proxy who registered to attend the Meeting votes to disagree and suspends vote were deducted from total number of shares of the person who attend and is entitled to vote in each agenda.
- 3.2.2 The Chairman shall inform the Meeting about result of vote in each agenda after voting in each agenda were completed by separating the vote to agreed, disagreed and suspension of vote and calculate as percentage.

**Profile of Independent Director Appointed to be Proxy of Shareholders
not available to be present in the Meeting**

Name – Surname Dr. Siri Ganjarerndee

Age 66 Years

Nationality Thai



Address: No. 44/2, Moo 6, Bang Waek Road, Bang Phai Sub-district,
Bang Khae District, Bangkok Metropolis 10160

Position in Company Chairman of Nominating and Remuneration Committee /
Independent Director / Executive Director / Investment Committee

Educational background

1975 Ph.D., Monetary Economics and Econometrics & Operations Research, Monash University,
Australia
1972 M.Ec., Economic Statistics and Monetary Economics, University of Sydney, Australia
1970 B.Ec. (Hons.), Economic Statistics, University of Sydney, Australia

Training of the Director Program

2007 Certificate of Executive Program, Capital Market Academy, Class 5/2007
2005 Certificate of Audit Committee Program (ACP), Class of 6/2005,
Thai Institute of Directors Association
2005 Certificate of Directors Accreditation Program (DAP), Class 4/2003,
Thai Institute of Directors Association
2003 Certificate of Directors Accreditation Program (DAP), Class of 4/2003,
Thai Institute of Directors Association
1995 Certificate of Advanced Management Program, Class 113/1995, Harvard Business School

Work Experiences in present

August 2013 - Present Member of the Investment Committee, Bangkok Life Assurance Public Company Limited
2010 - present Chairman of the Nominating and Remuneration Committee,
Bangkok Life Assurance Public Company Limited
2003 - present Executive Director, Bangkok Life Assurance Public Company Limited
1999 - present Independent Director, Bangkok Life Assurance Public Company Limited
2011 - present Chairman of the Risk Management Committee, Bank of Thailand
2010 - present Member of the Public Sector Development Sub-Commission in Public Finance and
Budgeting System Improvement, Bank of Thailand

2010 - present	Independent Director and Member of Nomination, Compensation and Corporate Governance Committee, Indorama Ventures Public Company Limited
2009 - present	Expert Director, Bank of Thailand
2009 - present	Member, Financial Institutions Policy Committee (FIPC), Bank of Thailand
2007 - present	Director, Member of the Audit Committee, Nominating Committee and Compensation Committee, Thoresen Thai Agencies Public Company Limited
2003 - present	Member of the subcommittee for agreement drafting and evaluating state enterprises, State Enterprise Policy Office, Ministry of Finance
2003 - present	Director, Member of the Audit Committee and Compensation Committee, Chairman of the Board of Investments, TRIS Corporation Ltd.
2000 - present	Independent Director and Chairman of the Audit Committee, Member of Nominating and Remuneration Committee, Post Publishing Public Company Limited
2000 - present	Vice President and Chairman of the Audit Committee, Thai Vegetable Oil Public Company Limited

Share Holding - None -

Meeting Attendance in 2013

- Board of Directors' Meeting 6/6
- Executive Board Meeting 11/11
- Nominating and Remuneration Committee 4/4
- Investment Committee 3/4

The interest in the agenda - None -

Proxy Form

Proxy Assignment

If shareholders are unable to attend the Extraordinary Shareholders' Meeting No. 2/2557, the shareholder may assign the Independent Director of the Company, profile as shown in Attachment 4, or an individual as the proxy to attend the meeting and cast vote by choosing one of the following three proxy forms;

1. Form A: General Proxy Form
2. Form B: Specific Proxy Form
3. Form C: Partial Proxy Form (for foreign shareholders who authorize the Custodian in Thailand)

Proxy form (A)
(General Proxy Form)

Duty stamp 20 Baht

Made at

Date..... MonthYear.....

(1) I/We.....NationalityResiding at No. Road.....
Sub district.....District Province Postal Code

(2) as a shareholder of **Bangkok Life Assurance Public Company Limited**
holding a total amount of shares, and is entitled to cast votes
Ordinary shareshares, and is entitled to cast votes
Preferred share..... shares, and is entitled to cast votes

(3) hereby appoint

(1) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

(2) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

(3) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

Only one of above is assigned as my/our proxy to attend and vote in the Extraordinary Shareholders' Meeting No. 2/2557 on Friday, December 12, 2014 at 1.30 p.m. at the auditorium on the 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No.23/115-121 Royal City Avenue, Rama 9 Road, Bangkok, Huay kwang, Bangkok or at any adjournment thereof to any other date, time and venue.

Any act (s) undertaken by the Proxy at such meeting shall be deemed as my/our own act (s) in every respect.

Signed Grantor
(.....)

Signed.....Proxy
(.....)

Signed.....Proxy
(.....)

Signed.....Proxy
(.....)

Remarks: A shareholder assigning a proxy can authorize only on proxy to attend the meeting and cast the votes on his/her/their behalf and all votes of a shareholder cannot be split for more than one proxy.

Proxy form (B)
(Specific Proxy Form)

Duty stamp 20 Baht

Made at

Date..... MonthYear.....

(1) I/We.....NationalityResiding at No. Road.....
Sub district.....District Province Postal Code

(2) as a shareholder of **Bangkok Life Assurance Public Company Limited**
holding a total amount of shares, and is entitled to cast votes
Ordinary shareshares, and is entitled to cast votes
Preferred share..... shares, and is entitled to cast votes

(3) hereby appoint

(1) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

(2) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

(3) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

Only one of above is assigned as my/our proxy to attend and vote in the Extraordinary Shareholders' Meeting No. 2/2557 on Friday, December 12, 2014 at 1.30 p.m. at the auditorium on the 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No.23/115-121 Royal City Avenue, Rama 9 Road, Bangkok, Huay kwang, Bangkok or at any adjournment thereof to any other date, time and venue.

(4) I/We, hereby authorize the Proxy to vote on my/our behalf in this meeting as follows:

Agenda 1 To certify the Minutes of the Extraordinary Shareholders' Meeting No. 1/2557

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda 2 To approve the allotment of shares to reserve for dividend payment and exercise ESOP warrant as well as to allot the remaining shares from dividend payment

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

(5) The Proxy's voting on any matters that are not pursuant to what is specified in this Proxy Form is considered invalid and would not be regarded as a shareholders voting.

(6) In case that I/we do not express my/our intention to vote on a particular matter, or do not express my/our intention clearly, or in case that the Meeting considers and resolves matters other than those specified above, as well as the case that there is any amendment made or provision of additional facts, the Proxy is entitled to consider and vote on my/our behalf as the Proxy deems appropriate in all respects.

Any act (s) undertaken by the Proxy at such meeting shall be deemed as my/our own act (s) in every respect.

Signed Grantor
(.....)

Signed.....Proxy
(.....)

Signed.....Proxy
(.....)

Remarks

1. A shareholder assigning a proxy can authorize only on proxy to attend the meeting and cast the votes on his/her/their behalf and all votes of a shareholder cannot be split for more than one proxy.
2. Should the provisions prescribed above are not sufficient to cover all the Proxy's intentions; the Proxy may use the attached Annex to the Proxy Form B.

Annex to the Form of Proxy (Form B)

Grant of proxy as a shareholder of Bangkok Life Assurance Public Company Limited. At the Extraordinary Shareholders' Meeting No. 2/2557 on Friday, December 12, 2014 at 09.00 a.m. at the auditorium on the 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No.23/115-121 Royal City Avenue, Rama 9 Road, Bangkok, Huaykwang, Bangkok or at any adjournment thereof to any other date, time and venue.

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Proxy form (C)

(for foreign shareholders who authorize the Custodian in Thailand)

Duty stamp
20 Baht

Made at

Date..... MonthYear.....

(1) I/We.....NationalityResiding at No. Road.....
Sub district.....District Province Postal Code

As the Custodian of (Please specify the fund name / Shareholder name)

As a shareholder of **Bangkok Life Assurance Public Company Limited,**

holding a total amount of shares, and is entitled to cast votes

Ordinary shareshares, and is entitled to cast votes

Preferred share..... shares, and is entitled to cast votes

(2) hereby appoint

(1) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

(2) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

(3) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

Only one of above is assigned as my/our proxy to attend and vote in the Extraordinary Shareholders' Meeting No. 2/2557 on Friday, December 12, 2014 at 1.30 p.m. at the auditorium on the 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No.23/115-121 Royal City Avenue, Rama 9 Road, Bangkok, Huay kwang, Bangkok or at any adjournment thereof to any other date, time and venue.

(3) The number of votes for which I/We authorize the Proxy to vote in this meeting is

To authorize the Proxy to cast the votes pursuant to the total number of shares

To authorize the Proxy to cast the votes less than the total number of shares

Ordinary Shareshares, and is entitled to cast.....votes

Preference Share.....shares, and is entitled to cast.....votes

Total votes

(4) I/We, hereby authorize the Proxy to vote on my/our behalf in this meeting as follows:

Agenda 1 To certify the Minutes of the Extraordinary Shareholders' Meeting

No. 1/2557

(a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects

(b) The Proxy may consider the matters and vote on my/our behalf as follows:

Approve

Not Approve

Abstain

Agenda 2 To approve the allotment of shares to reserve for dividend payment and exercise ESOP warrant as well as to allot the remaining shares from dividend payment

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

(5) The Proxy’s voting on any matters that are not pursuant to what is specified in this Proxy Form is considered invalid and would not be regarded as a shareholders voting.

(6) In case that I/we do not express my/our intention to vote on a particular matter, or do not express my/our intention clearly, or in case that the Meeting considers and resolves matters other than those specified above, as well as the case that there is any amendment made or provision of additional facts, the Proxy is entitled to consider and vote on my/our behalf as the Proxy deems appropriate in all respects.

Any act (s) undertaken by the Proxy at such meeting shall be deemed as my/our own act (s) in every respect.

Signed Grantor
(.....)

Signed.....Proxy
(.....)

Signed.....Proxy
(.....)

Remarks

1. Only foreign shareholders as registered in the registration book who authorize the Custodian in Thailand use the Proxy form C.
2. Evidences to be enclosed with the proxy form are :
 - (1) Letter of attorney form shareholder authorizes a custodian to sign the Proxy Form on behalf of the shareholder.
 - (2) Letter of certification to certify that the signer in the Proxy Form have a permit to act as a Custodian.
3. The shareholder assigning a proxy must authorize only one proxy to attend the meeting and cast the votes on his/her/their behalf and all votes of such shareholder cannot be split for more than one proxy.
4. Should the provisions prescribed above are not sufficient to cover all the Proxy’s intentions; the Proxy may use the attached Annex to the Proxy Form C.

Annex to the Form of Proxy (Form C)

Grant of proxy as a shareholder of Bangkok Life Assurance Public Company Limited. At the Extraordinary Shareholders' Meeting No. 2/2557 on Friday, December 12, 2014 at 1.30 p.m. at the auditorium on the 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No.23/115-121 Royal City Avenue, Rama 9 Road, Bangkapi, Huaykwang, Bangkok or at any adjournment thereof to any other date, time and venue.

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda.....Subject.....

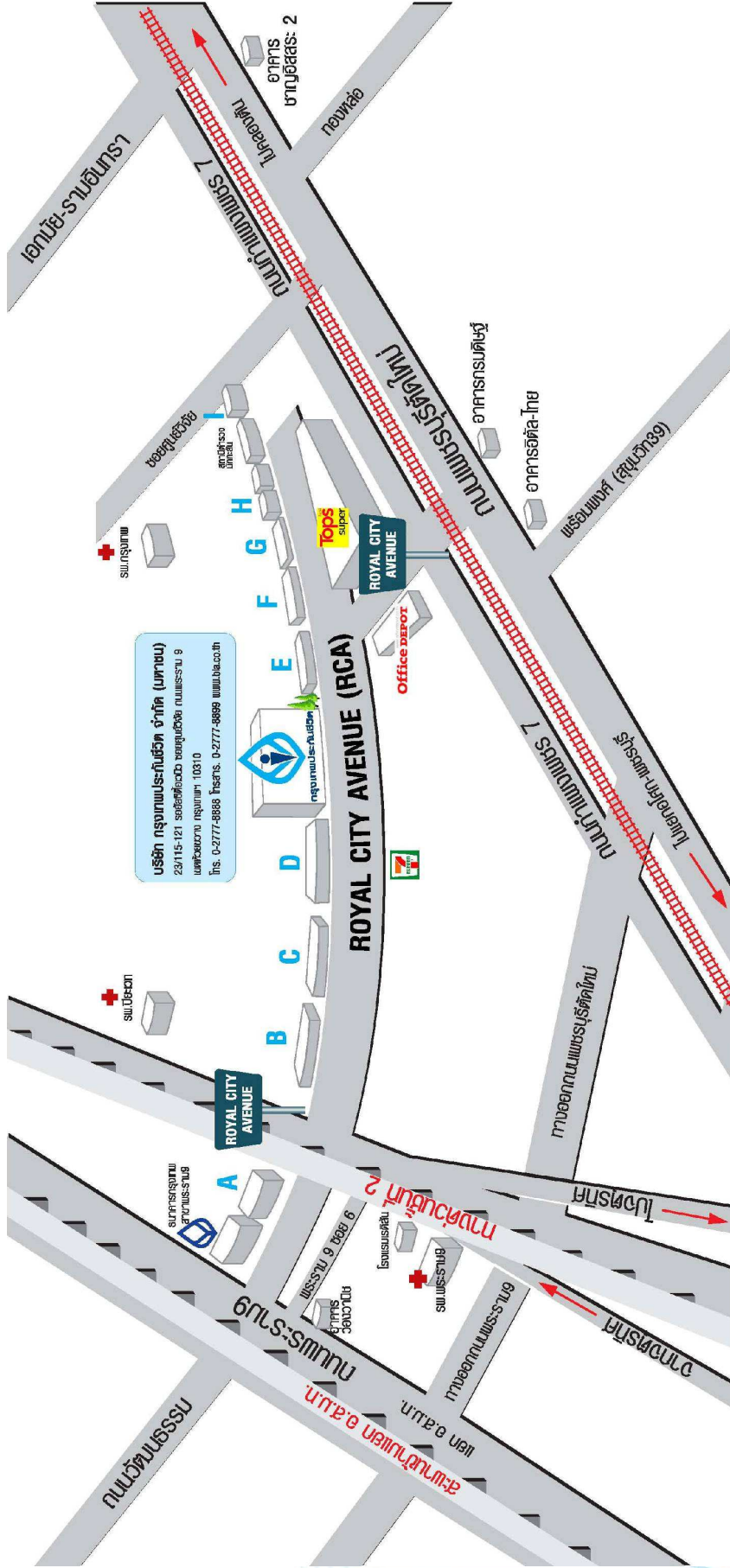
- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain



Map of the Annual General Meeting of Shareholders Venue



Traveling Route

1. By Bus

- Rama 9 Road Bus, Number 137, 168, 517, 551
- Petchaburi Road Bus, Number 11, 23, 60, 72, 93, 113, 206, 512

2. By MRT

- Get off at Petchaburi, Exit Asoke-Dindang

Note : for more information of traveling to Bangkok Life Assurance Plc. please dial 0 2777 8000

(Translation)

Invitation Letter

The Extraordinary Shareholders' Meeting

No. 2/2557

on Friday, December 12, 2014

1.30 P.M.

**At the auditorium on 7th floor, Head Office, Bangkok Life Assurance PCL.
23/115-121, Royal City Avenue, Rama 9 Road, Bangkok, Huaykwang, Bangkok**

CONTENTS

	page
Documents for the Extraordinary Shareholders' Meeting No. 2/2557	
✚ A Copy of the minutes of the Extraordinary Shareholders' Meeting No. 1/2557	5
✚ Articles of Association relating to the Shareholders' Meeting	12
✚ Conditions, Rules and Procedures in Attending the Meeting, Proxy and Voting	14
✚ List of Independent Director for proxy case	17
✚ Proxy form A, B and C	19
✚ Map of the Shareholders' Meeting venue	27

(Translation)

REF. BLA 47/2557

November 17, 2014

Subject: Notice of the Extraordinary Shareholders' Meeting No. 2/2557

To: Shareholders of the Company

Attachment: 1) A Copy of the minutes of the Extraordinary Shareholders' Meeting No. 1/2557
2) Articles of Association relating to the shareholders' meeting
3) Conditions, Rules and Procedures in Attending the Meeting, Proxy and Voting
4) List of Independent Directors for proxy case
5) Proxy Form, A, B and C
6) Map of the Shareholders' Meeting venue
7) The prepaid envelope

The Board of Directors of Bangkok Life Assurance Public Company Limited has resolved to summon the Extraordinary Shareholders' Meeting No. 2/2557 **on Friday, December 12, 2014, at 1.30 p.m., at the auditorium on the 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No. 23/115-121, Royal City Avenue, Rama 9 Road, Bangkok, Huaykwang, Bangkok, to consider matters according to the following agendas:-**

Agenda 1: To certify the Minutes of Extraordinary Shareholders' Meeting No. 1/2557

Objective and Rationale: The company held the Extraordinary Shareholders' Meeting No. 1/2557, on Thursday 25, September 2014 and the Minutes of the Meeting has been recorded and posted on the Company's website, according to the details appeared in Attachment 1.

The Board of Directors' opinion: The Minutes of Meeting had been properly recorded and proposed for the endorsement in the Shareholders' Meeting.

Voting: To approve this matter, a resolution must be passed by a majority of the shareholders who attended the meeting and are entitled to vote.

Agenda 2: To approve the allotment of shares to reserve for stock dividend payment and exercise ESOP warrant as well as to allot the remaining shares from dividend payment

Objective and Rationale: The Board of Directors' Meeting No. 6/2557 had resolved to propose the Extraordinary Shareholders' Meeting No. 2/2557 to approve the allotment of shares to reserve for dividend payment and exercise ESOP warrant as well as to allot the remaining shares from dividend payment.

The Board of Directors' opinion: To propose the Extraordinary Shareholders' Meeting No. 2/2557 to approve reducing shares reserved for warrant exercises by 40,800 shares and adding shares reserved for the stock dividend payment by 40,800 shares. In addition, the Board proposes to allot the remaining 2,775,075 shares from the stock dividend payment for approval. 2,775,000 shares will be offered through private placement at the price of not lower than 90% of the average closing price 7 business days prior to the offer date and the balance of 75 shares will be offered to Bangkok Life Assurance Public Company Limited Employee Provident Fund at par value.

Voting: To approve this matter, a resolution must be passed by not less than three-fourths of votes of shareholders who attended the meeting and are entitled to vote.

Record date for the right to attend the meeting is on November 17, 2014. The closing date of the register book for preparing list of the eligible shareholders under Section 225 of the Securities and Exchange Act is on November 18, 2014.

This is to cordially invite all shareholders to please attend the meeting according to the date, time and place as mentioned above. Should you be unable to attend the meeting, please appoint other person or independent director of the company as your proxy. The profile of independent director who can be appointed as the proxy is appeared in Attachment 4.

Enclosed please find the proxy form A, B and C as appeared in Attachment 5. Please select one type of the forms, fill up all details, sign and deliver to the company, together with all relevant supporting documents, prior to the meeting date. Prepaid envelope is attached herewith for your convenience (Please deliver the proxy form at least 1 day prior to the meeting date).

Yours sincerely,



(Mr.Sanor Thampipattanakul)
Company Secretary

Investor Relations Section

Tel: 0 2777 8681, 0 2777 8672

Fax: 0 2777 8680

Note : Bangkok Life Assurance Public Co., Ltd. has posted the invitation letter of the Extraordinary Shareholders' Meeting No. 2/2557 on the company's website, www.bangkoklife.com

(Translation)

**Minutes of the Extraordinary Shareholders' Meeting No. 1/2557
of Bangkok Life Assurance Public Co., Ltd.**

Date, Time & Place

The meeting was held on Thursday, September 25, 2014, at 09.00 a.m., at the 7th floor auditorium, Head Office No. 23/115-121 Royal City Avenue, Rama 9 Road, Bangkok, Huaykwang, Bangkok.

Directors in Attendance

- | | |
|---|---|
| 1. Khun Choedchu Sophonpanich | Chairman / Chairman of the Executive Board of Directors /
Chairman of the Investment Committee |
| 2. Khun Sunthorn Arunanondchai | Chairman of the Audit Committee / Independent Director |
| 3. Dr. Siri Ganjarerndee | Chairman of the Nomination and Remuneration Committee /
Independent Director / Executive Director / Member of the Investment
Committee |
| 4. Khun Praphant Asava-aree | Chairman of the Risk Management Committee / Independent Director /
Member of the Investment Committee |
| 5. Khun Komkai Tusaranont | Chairperson of the Good Corporate Governance Committee /
Independent Director / Member of the Audit Committee /
Member of the Risk Management Committee |
| 6. Khun Chai Sophonpanich | Director/ Member of the Nomination and Remuneration Committee |
| 7. Assoc.Prof. Damrong Thawesaengskulthai | Independent Director / Member of the Audit Committee /
Member of the Good Corporate Governance Committee |
| 8. Khun Ruchanee Nopmuang | Director / Member of the Nomination and Remuneration Committee |
| 9. Khun Savitri Ramayarupa | Director / Executive Director |
| 10. Khun Pojjanee Kongkalai | Director |
| 11. Khun Naoki Ban | Director |
| 12. Khun Kazuhide Toda | Director |
| 13. Khun Takeshi Fukuda | Director / Executive Director/Member of the Risk Management
Committee / Member of the Nomination and Remuneration
Committee / Member of the Good Corporate Governance Committee |
| 14. Khun Chone Sophonpanich | Director / Executive Director/Member of the Investment Committee /
President |

Director (s) in Absence

- | | |
|---------------------------|------------------------------|
| 1. Khun Prapaivan Limsong | Unable to attend the meeting |
|---------------------------|------------------------------|

Management in Attendance

- | | |
|----------------------------------|---|
| 1. Khun Ruangsak Panyabodegun | Senior Executive Vice President, Marketing Division |
| 2. Khun Sanor Thampipattanakul | Senior Executive Vice President, Investment Division
and Company Secretary |
| 3. Khun Suchinda Lertkiatmongkol | Senior Vice President, Information Technology Division |
| 4. Khun Jaruan Limkhunnadhammo | Senior Vice President, Finance and Accounting Division |
| 5. Khun Oranuch Samranrit | Vice President, Life Operations Division |

Observers

- | | |
|------------------------------|--|
| 1. Khun Lertsak Suthampond | Legal Adviser, Kanung & Partners Law Offices Co.,Ltd. |
| 2. Khun Sirin Tuntipitukchot | Right Protection Volunteer, Thai Investors Association |

The meeting started at 09:17 hrs.

The Company Secretary explained the voting procedure on each agenda by playing an audio clip with the details as follows:

Voting Procedure

1. The meeting shall consider all agendas, following the order of the agendas presented in the invitation to the meeting. After each agenda is presented, the shareholders will be asked to raise any questions they may have and to cast their vote after. In the event that the shareholders or proxies would like to ask questions or express their opinions, they must raise their hands and state their full name first. Proxies must also state name of the shareholder whom they represent.
2. Each shareholder is entitled to one vote per share. If votes on a matter are equal, the Chairman shall have a second or casting vote.
3. The shareholders cannot divide their vote or cast partial vote.
4. In the event that the shareholders disapprove of an agenda or would like to abstain from voting, please tick 'disapprove' or 'abstain', and the Company's staff will collect the ballots. The Company will deduct such disapproval and abstention from the total eligible votes and assume the rest of the votes as approval of such agenda. If no objection to the result is raised by any shareholder, it shall be deemed that the meeting approves of such agenda.
5. The vote result of each agenda will be displayed on the screen for acknowledgement.

Presiding over the meeting, Chairman Choedchu Sophonpanich welcomed all shareholders and summarized number of shareholders who attended the meeting and were entitled to vote as follows:

Shareholders present in person:	114 persons, equal to	251,195,613 shares
Proxies:	468 persons, equal to	754,399,820 shares
Total:	582 persons, equal to	1,005,595,433 shares

They accounted for 82.9256% of the total shares sold which constituted a quorum, according to the Articles of Association. The Chairman then declared the meeting open in order to consider the following agendas:

Agenda 1: To Approve the Minutes of the 2014 Annual General Meeting of Shareholders

The Chairman proposed the meeting to certify the minutes of the 2014 Annual General Meeting of Shareholders. A copy of which was sent to all shareholders in advance along with the invitation to the meeting.

The Chairman subsequently gave the shareholders an opportunity to ask questions and provide comments. Since no questions were raised, he then proposed the meeting to vote on the resolution to approve the minutes of the 2014 Annual General Meeting of Shareholders.

Khun Sirin Tuntipitukchot Right Protection Volunteer	Regarding the vote results presented in the minutes, for agendas which require a majority vote to approve, the Company should not include abstentions when calculating the proportion of total votes. This is in accordance with the Public Limited Companies Act B.E.2535 (1992). She requested the Company to comply with it from this meeting onwards.
Khun Choedchu Sophonpanich Chairman	During the meeting, those who would like to abstain from voting should inform the Company, otherwise the number of votes would not correspond with the number of meeting attendees. The Company would take the suggestion into consideration and follow the regulation accordingly.

Resolution: The meeting by the majority of the total votes casted by shareholders present and entitled to vote resolved to approve the minutes of the 2014 Annual General Meeting of Shareholders, based on the following:

- Approval	1,046,617,822	votes, equal to	100.0000%
- Disapproval	0	votes, equal to	0.0000%
- Abstention	0	votes, equal to	0.0000%
Total	1,046,617,822	votes, equal to	100.0000%

Agenda 2: To Approve Interim Dividend Payment by Stock and Cash Dividends

On behalf of the Board of Directors, the Chairman proposed the meeting to approve the interim dividend payment for the operating period of January 1, 2014 - June 30, 2014 at the rate of baht 0.45 per share. The payment would be made in the forms of cash dividend at the rate of baht 0.05 per share and stock dividend at the rate of 5 existing shares to 2 new shares, equal to baht 0.40 per share. It is equivalent to 485,059,200 shares in total at par value of baht 1. If there is a fraction of shares, the Company will pay for that portion in cash at the rate of baht 0.40 per share. The remaining shares after the stock dividend is paid will be sold to Bangkok Life Assurance Pcl. Employee Provident fund at par value. The dividends to be paid shall be taken from retained earnings which are taxed at 30% until they are used up. Then the remaining dividend payout shall be taken from retained earnings which are taxed at 25%. The record date for determining the shareholders who are entitled to receive the stock and cash dividend payment will be on October 10, 2014 and the book closing date will be on October 13, 2014. The dividend payment will be made on October 21, 2014.

The Chairman subsequently provided an opportunity for the shareholders to raise questions or give comments which are as follows:

Khun Tong-in Sang-ngam Proxy	Why does the Company have to seek approval from the shareholders' meeting in paying an interim dividend? Is this rate of dividend payment in compliance with the Articles of Association or not?
---------------------------------	--

<p>Khun Chone Sophonpanich President</p>	<p>Because the dividend will be paid in the form of common stock, the Company has to seek approval from the shareholders' meeting. According to the Company's dividend payment policy for one-year period, the Company shall pay no less than 25% of net profit as dividend. This dividend payment is equal to 43% of net profit.</p>
<p>Khun Somkiat Promrat Shareholder</p>	<p>By what amount will this stock dividend payment cause the Company's stock price to drop? At what percentage?</p>
<p>Khun Chone Sophonpanich President</p>	<p>The stock price will change proportionately in relation to shares which increase. The shareholders' equity will remain the same after the cash dividend at the rate of baht 0.05 baht is paid. However, there are also other factors which can affect stock prices such as market expectations and situations and so on.</p>
<p>Khun Prawit Wirojwongchai Shareholder</p>	<p>What is the reason for paying stock dividend? Does the level of capital adequacy ratio depend on the Company's registered capital?</p>
<p>Khun Chone Sophonpanich President</p>	<p>The Company needs to maintain its capital adequacy ratio in an appropriate level in order to cope with changing circumstances in the future. In particular, the Office of Insurance Commission (OIC) is now considering imposing a stricter regulation, RBC Phase II. In addition, the ratio needs to be maintained for future interest rate fluctuations. Currently, the Company's capital adequacy ratio is lower than other leading life insurers in the industry. Shareholders' equity is also an important factor contributing to the level of capital adequacy ratio.</p>
<p>Khun Anu Wongsarnkij Shareholder</p>	<p>Why will there be remaining shares after the dividend is paid? Has the Company ever sold the remaining shares to Bangkok Life Assurance Pcl Employee Provident Fund?</p>
<p>Khun Chone Sophonpanich President</p>	<p>There will be remaining shares as some shareholders will not receive dividend for the entire number of shares they hold. The Company will add up all fractions of shares, which will probably not be in a large number. Then this portion of shares will be sold to Bangkok Life Assurance Pcl Employee Provident Fund at par value of baht 1.</p>

Resolution: The meeting by the majority of the total votes casted by shareholders present and entitled to vote resolved to approve the interim dividend payment in stock and cash dividends, based on the following votes:

- Approval	1,041,318,627	votes, equal to	99.4829%
- Disapproval	5,412,400	votes, equal to	0.5171%
- Abstention	0	votes, equal to	0.0000%
Total	1,046,731,027	votes, equal to	100.0000%

Agenda 3: To Approve Increase of Registered Capital

The Chairman declared that in order to correspond with the resolution to pay the interim dividend by means of stock dividend and to have room for warrant exercises, the meeting was proposed to approve an increase of the Company's registered capital from formerly 1,220,000,000 baht to 1,708,000,000 baht by issuing 488,000,000 new shares at par value of baht 1 per share. 485,059,200 shares are for the interim dividend payment in the form of stock dividend; the other 2,940,800 shares are reserved for warrant exercises.

The Chairman subsequently provided an opportunity for the shareholders to raise questions or give comments which are presented as follows:

Khun Narumit Tangsuan, accompanying Thai Investors Association's representative	After this dividend payment, will the Company's capital adequacy ratio be in a sufficient level?
Khun Chone Sophonpanich President	The main factors which affect the capital adequacy ratio are interest rate and OIC regulations. The RCB Phase II which is going to be imposed has not been finalized. Once it is, the Company will be able to set target for its capital adequacy ratio.
Khun Anu Wongsarnkij Shareholder	How does the Company allocate ESOP warrant for employees?
Khun Chone Sophonpanich President	The Company allocates ESOP warrant for staff and management, considering key criteria which are employees' position, importance of their roles, and performance.

Resolution: The meeting, by more than three-fourths of shareholders present and entitled to vote resolved to approve the increase of registered capital based on following votes:

- Approval	1,041,346,427	votes, equal to	99.4829%
- Disapproval	5,412,400	votes, equal to	0.5171%
- Abstention	0	votes, equal to	0.0000%
Total	1,046,758,827	votes, equal to	100.0000%

Agenda 4: To Approve Amendment of Company's Memorandum

The Chairman declared that in order to correspond with the resolution to increase the Company's registered capital, the meeting was proposed to approve an amendment on the Company's memorandum, clause 4 as follows:

Present information:

Clause 4: Registered capital	1,220,000,000	baht	(one billion two hundred twenty million baht)
Divided into	1,220,000,000	shares	(one billion two hundred twenty million shares)
Par value per share	1	baht	(one baht)
Divided into:			
Ordinary shares	1,220,000,000	shares	(one billion two hundred twenty million shares)
Preferred shares	-	shares	(zero)

To be amended as follows:

Clause 4: Registered capital 1,708,000,000 baht (one billion seven hundred and eight million baht)
 Divided into 1,708,000,000 shares (one billion seven hundred and eight million shares)
 Par value per share 1 baht (one baht)
 Divided into:
 Ordinary shares 1,708,000,000 shares (one billion seven hundred and eight million shares)
 Preferred shares - shares (zero)

The Chairman subsequently gave the shareholders an opportunity to ask questions and provide comments. Since no questions were raised, he then proposed the meeting to vote on the resolution to approve the amendment of the Company's memorandum.

Resolution: The meeting, by more than three-fourths of shareholders present and entitled to vote resolved to approve the amendment of the Company's memorandum based on following votes:

- Approval	1,046,329,927	votes, equal to	99.9590%
- Disapproved	428,900	votes, equal to	0.0410%
- Abstained	0	votes, equal to	0.0000%
Total	1,046,758,827	votes, equal to	100.0000%

Agenda 5: Other Matters (if any)

The Chairman provided the shareholders an opportunity to raise questions and comments which are presented as follows:

- Khun Worapoj Chanyangyuen
Shareholder
1. Why does the Company set its reserve considerably lower than other companies?
 2. Does the Company have to increase its capital in the future?
 3. The Company's profit in Q2/2014 dropped considerably as a result of setting aside the reserve. How many more quarters will this situation impact the Company?
 4. During the first half of this year, the Company focused on selling endowment products through bancassurance channel which required the Company to set high reserve. Now the Company has a plan to focus more on long-term products which can help reducing the reserve level. However, this type of products is difficult to sell through bancassurance. Is the agent channel ready to compete with other companies which place their emphasis on protection products? Will bancassurance, the Company's main channel, be able to support protection products' sale?

- Khun Chone Sophonpanich
President
1. Life policy reserve is controlled by the regulator's and accounting standards. The Company cannot choose to set it in a high or low level. The information shown in the presentation slide is capital adequacy ratio. OIC requires the minimum level at 140%. The Company's capital adequacy ratio as of June 30, 2014 is 239% which is sufficient for future interest rate fluctuations even though it is lower than other leading companies.
 2. Currently the Company's registered capital is adequate to some degree. However, the Company intends to strengthen its capital level so as to handle changing circumstances in the future, especially changing OIC regulations or RBC Phase II and interest rate fluctuations. In addition, it also depends on the Company's ability to adjust its product mix.
 3. Profit in Q2/2014 decreased mainly because of the interest rate decrease. It caused the Company to set aside additional life policy reserve. There is an unbalance in the accounting standard. For assets, the value recorded is based on the original cost, while that of liabilities is marked-to-market when the interest rate dramatically drops. If the accounting standard records marked-to-market value of both sides, it will considerably minimize the impact.
 4. For bancassurance, the Company sells credit protection products, but it is difficult to sell individual protection products such as whole life which is more suitable for agent channel. For agent channel, the Company has tried to develop it continually in order to enhance its competitiveness.
- Khun Anu Wongsarnkij
Shareholder
- After the political situation appears to have eased, and the new government takes office, is there any new project to boost the life insurance market?
- Khun Chone Sophonpanich
President
- The Company still follows OIC development plan. The Thai Life Assurance Association has continually coordinated collaboration in the industry in order to work jointly to improve the business.

During the meeting more shareholders registered to attend the meeting, making the total number of 141 attending shareholders and 488 proxies, totaling 629 persons. These attendees represented 1,047,317,827 shares or 83.3662% of the total shares sold.

No other matters were raised. The Chairman thanked all shareholders for joining the meeting and declared the meeting closed at 10.05 hrs.



(Mr. Choedchu Sophonpanich)
Chairman



(Mr. Sanor Thampipattanakul)
Company secretary

Articles of association of the Company related with Shareholders' Meeting

Chapter 5 : Shareholders' Meeting

45. The board of directors shall hold an Annual Ordinary General Meeting within 4 (four) months from the end of the Company' fiscal period. Other Meetings shall be called Extra-Ordinary Shareholders' Meeting.

The board of directors may call for an Extra Ordinary Shareholders' Meeting at any time it deems appropriate; or when there is a request by shareholders representing at least one-fifth of the total issued shares; or when at least 25 (twenty five) shareholders, holding not less than the aggregate number of one-tenth of the total issued Shares, request the board for a General Meeting. However, the reason for requesting a meeting must be specified in such written request. The board of directors shall hold a meeting within 1 (one) month from the date of request by the shareholders.

46. In calling for General Meetings, the board of directors shall issue a notice specifying the place, the date and the time of the meeting, the agenda and the nature of the business to be transacted together with the appropriate details. Such a notice must be given to the shareholders and the registrar not later than 7 (seven) days prior to the date of the meeting, and published in a newspaper for 3 (three) days consecutively at least 3 (three) days prior to the date of the meeting.

47. Any General Meeting shall require a quorum of at least 25 (twenty five) shareholders or their proxies (if any) attending the meeting or at least half of the shareholders holding at least one-third of the total issued shares.

In the case where one hour after the meeting time has lapsed, a quorum has not been constituted, and if the meeting has been called at the shareholders' request, the meeting shall be cancelled. If the meeting has not been called for at the shareholders' request, another meeting shall be fixed and the notice of the meeting shall be sent to the shareholders 7 (seven) days prior to the meeting. A quorum at the latter meeting is not required.

48. The chairman of the board shall be chairman of the General Meeting. If the chairman is not present at the meeting or is unable to perform duties, the vice chairman shall preside at the meeting. If there is no vice chairman or he/she is unable to perform duties, the shareholders attending the meeting shall elect one of the other shareholders to be the chairman at the meeting.

Every shareholder shall have one vote for each share of which he/she is the holder.

The voting shall take place openly, unless a secret ballot is requested by not less than 5 shareholders and it is approved at the meeting. The method of secret ballot shall be decided by the chairman of the meeting.

49. Resolutions of the shareholders shall consist of the following:
- 49.1 In normal circumstances, a simple majority vote of the shareholders attending. In the case of a tied vote, the chairman shall have the casting vote.
 - 49.2 In the following cases, three-fourth of the total votes represented by all the shareholders attending:
 - (a) Sale or transfer of part or the whole of any essential part of the business of the Company
 - (b) Purchase or receipt of transfer of any other Company's business to the Company
 - (c) Execution, amendment or termination involving lease of part or the whole of an essential part of the business of the Company; assignment of management of the Company by third party, merger with the purpose of sharing profit and loss
 - (d) Amendment of the Company's memorandum or articles of association
 - (e) Increase or decrease the capital of the Company or issuance of the debenture or convertible debenture, issuance of preferred stock or convertible preferred stock, issuance of other securities prescribed by law relating to the securities and exchange, issuance of warrant
 - (f) Amalgamation or winding up of the Company
50. Ordinary meetings shall usually be summoned for the purpose of :
- 50.1 Reviewing the report of the board of directors covering work done during the previous financial period
 - 50.2 Considering approval of the balance sheet and income statement
 - 50.3 Reviewing payment of dividend
 - 50.4 Electing new directors in place of those who must retire
 - 50.5 Appointing auditors and fix their remuneration
 - 50.6 Transacting other business

**Conditions, Rules and Procedures in Attending the Meeting,
Authorization and Voting**

1. Authorization

In case of any shareholder is unable to personally attend the Meeting, such shareholder can consider to authorize other person or independent director of the company as his proxy to attend the Meeting and vote in the Meeting on his behalf whereby the company must deliver either Power of Attorney Form "A", "B" or "C" as prescribed by Department of Business Development, Ministry of Commerce (Attachment 5).

In this regard, in case of the shareholder who is foreign investor, has appointed the custodian in Thailand to be the depository and oversee his shares, is able to select to use either Power of Attorney Form "A", "B" or "C", For other shareholders can use only either "A" of "B" form as the company shall deliver Power of Attorney Form "A", "B" or "C" together with this notice or may be loaded at website: www.bangkoklife.com

1. Authorization other person to be the proxy
 - 1.1 The Authorizer must authorize only one proxy to attend the Meeting and Vote but cannot separate number of shares to several proxies to separately vote.
 - 1.2 The Authorizer is required to complete details on Power of Attorney which must be completely and correctly signed by both Authorizer and proxy.
 - 1.3 The proxy must submit Power of Attorney to the company's officer at the Meeting place before the proxy shall attend the Meeting.
 - 1.4 The shareholder shall use either only Power of Attorney Form "A" or "B".
2. Authorization the independent director to be the proxy

The Authorizer is able to authorize independent director of the company as a proxy to attend and vote in the Meeting by specifying name and details of such independent director of the company as **Dr.Siri Ganjarende, Chairman of the Nominating and Remuneration Committee, Independent Director and Executive Director, 66 years of age, residing at House No. 44/2, Moo 6, Bang Waek Road, Bang Phai Sub-district, Bang Khae District, Bangkok Metropolis 10160.** The authorizer is required to complete all details and sign on Power of Attorney, then put in the envelop of business reply service, seal and send via post with not require to affix the stamp to:-

The Company Secretary
Bangkok Life Assurance PCL.
23/115-121- Royal City Avenue, Rama 9 Road,
Bangkapi Sub-district, Huay Kwang District,
Bangkok 10310

Before the Meeting date or to give to the person duly appointed by the Board before the commencement of the Meeting in order that the company can take related action as you required.

2. Registration and presentation of document before attending the Meeting

The company shall starts to examine the completeness and correctness of documents for the Meeting and open for registration since 12.00 a.m. onwards at conference room, 7th floor, of the head office of Bangkok Life Assurance PCL. , No. 23/115-121, Royal City Avenue, Rama 9 Road, Bangkok Sub-district, Huay Kwang District, Bangkok Metropolis, according to the location map attached herewith. (Attachment 6).

The participants must present the following documents for registration before the Meeting (as the case may be).

1. In case of ordinary person

- 1.1 In case of the shareholder personally attends the Meeting, please present document issued by government authority contained with photograph of the shareholder which is still valid, i.e. Identification Card, Driving License or Passport. In case of change of name or surname, related evidences are also required.
- 1.2 In case of the proxy authorized his proxy to attend the Meeting
 1. Power of Attorney only either form of attachment (Attachment 5), duly completely and correctly completed and signature of the Authorizer and proxy with 20 baht duty stamp affixed.
 2. Photocopy of documents issued by government authority containing details as mentioned in 1.1 above and signed to certify true copy by the Authorizer.
 3. Document issued by government authority of the proxy duly contained with details according to clause 1.1 above.

2. In case of shareholder who is juristic person

- 2.1 In case of the shareholder's authorized person shall personally attend the Meeting.
 1. Document issued by government authority of the Agent according to the details in clause 1.1 above.
 2. Photocopy of juristic person registration certificate of the shareholders duly signed to certify true cop by representative of juristic person which its contents to illustrated that the proxy is authorized to act on behalf of juristic person who is shareholder.
- 2.2 In case of the shareholder had assigned the proxy to attend the Meeting
 1. Power of Attorney (Attachment 5) either type, fully and correctly complete and signed by the Authorizer and proxy with 20 bath duty stamp affixed.
 2. Certificate of juristic person registration certificate duly certified true copy by the representative with statement that the juristic person representative who singed in Power of Attorney is authorized to act on behalf of juristic person who is the shareholder.
 3. Document issued by government authority of the proxy duly contained with details according to clause 1.1 above

3. The non-Thai shareholders or juristic person duly organized according to foreign law.

Document in clause 1 and clause 2 must be prepared and presented in case of being Non-Thai shareholder or participant of the Meeting or juristic person duly organized according to foreign law, as the case may be, as follows:-

- 3.1 Such juristic person certificate may be document issued by the government in the country where such juristic person is located or by officer of such juristic person. In this regard, the certificate must contain details about name of juristic person, name of person duly authorized to sign on behalf of the juristic person or condition or restriction of power in signing document and address of the head office.
- 3.2 Document in any language other than Thai must be attached with Thai translation duly signed to certify correct translation by the representative of such juristic person.

3. Voting and vote counting

The Chairman notifies voting and vote counting method for the Meeting before enter into the Meeting agenda.

3.1 Voting

- 3.1.1 Unless otherwise stipulated herein by law, vote counting is based on 1 share 1 vote. In case of equal votes, the Chairman shall have separate 1 final vote.
- 3.1.2 Voting could not be separated nor partial votes.
- 3.1.3 Voting in each agenda, the Chairman shall ask member in the Meeting to hand up that whether there is any object nor suspend vote.
- 3.1.4 Any shareholder who had authorized the proxy to attend the Meeting on his behalf and the Proxy shall vote according to the intention of the shareholder who register to attend the Meeting who disagrees or suspends vote to deduct from total number of share of the attendant entitled to join and vote in each agenda.

3.2 Vote counting

- 3.2.1 Vote counting in each agenda, the company shall count vote of shareholders in the Meeting and shareholders who appointed the proxy as recorded by the company in advance. While the proxy who registered to attend the Meeting votes to disagree and suspends vote were deducted from total number of shares of the person who attend and is entitled to vote in each agenda.
- 3.2.2 The Chairman shall inform the Meeting about result of vote in each agenda after voting in each agenda were completed by separating the vote to agreed, disagreed and suspension of vote and calculate as percentage.

**Profile of Independent Director Appointed to be Proxy of Shareholders
not available to be present in the Meeting**

Name – Surname Dr. Siri Ganjarerndee

Age 66 Years

Nationality Thai



Address: No. 44/2, Moo 6, Bang Waek Road, Bang Phai Sub-district,
Bang Khae District, Bangkok Metropolis 10160

Position in Company Chairman of Nominating and Remuneration Committee /
Independent Director / Executive Director / Investment Committee

Educational background

1975 Ph.D., Monetary Economics and Econometrics & Operations Research, Monash University,
Australia
1972 M.Ec., Economic Statistics and Monetary Economics, University of Sydney, Australia
1970 B.Ec. (Hons.), Economic Statistics, University of Sydney, Australia

Training of the Director Program

2007 Certificate of Executive Program, Capital Market Academy, Class 5/2007
2005 Certificate of Audit Committee Program (ACP), Class of 6/2005,
Thai Institute of Directors Association
2005 Certificate of Directors Accreditation Program (DAP), Class 4/2003,
Thai Institute of Directors Association
2003 Certificate of Directors Accreditation Program (DAP), Class of 4/2003,
Thai Institute of Directors Association
1995 Certificate of Advanced Management Program, Class 113/1995, Harvard Business School

Work Experiences in present

August 2013 - Present Member of the Investment Committee, Bangkok Life Assurance Public Company Limited
2010 - present Chairman of the Nominating and Remuneration Committee,
Bangkok Life Assurance Public Company Limited
2003 - present Executive Director, Bangkok Life Assurance Public Company Limited
1999 - present Independent Director, Bangkok Life Assurance Public Company Limited
2011 - present Chairman of the Risk Management Committee, Bank of Thailand
2010 - present Member of the Public Sector Development Sub-Commission in Public Finance and
Budgeting System Improvement, Bank of Thailand

2010 - present	Independent Director and Member of Nomination, Compensation and Corporate Governance Committee, Indorama Ventures Public Company Limited
2009 - present	Expert Director, Bank of Thailand
2009 - present	Member, Financial Institutions Policy Committee (FIPC), Bank of Thailand
2007 - present	Director, Member of the Audit Committee, Nominating Committee and Compensation Committee, Thoresen Thai Agencies Public Company Limited
2003 - present	Member of the subcommittee for agreement drafting and evaluating state enterprises, State Enterprise Policy Office, Ministry of Finance
2003 - present	Director, Member of the Audit Committee and Compensation Committee, Chairman of the Board of Investments, TRIS Corporation Ltd.
2000 - present	Independent Director and Chairman of the Audit Committee, Member of Nominating and Remuneration Committee, Post Publishing Public Company Limited
2000 - present	Vice President and Chairman of the Audit Committee, Thai Vegetable Oil Public Company Limited

Share Holding - None -

Meeting Attendance in 2013

- Board of Directors' Meeting 6/6
- Executive Board Meeting 11/11
- Nominating and Remuneration Committee 4/4
- Investment Committee 3/4

The interest in the agenda - None -

Proxy Form

Proxy Assignment

If shareholders are unable to attend the Extraordinary Shareholders' Meeting No. 2/2557, the shareholder may assign the Independent Director of the Company, profile as shown in Attachment 4, or an individual as the proxy to attend the meeting and cast vote by choosing one of the following three proxy forms;

1. Form A: General Proxy Form
2. Form B: Specific Proxy Form
3. Form C: Partial Proxy Form (for foreign shareholders who authorize the Custodian in Thailand)

Proxy form (A)
(General Proxy Form)

Duty stamp 20 Baht

Made at

Date..... MonthYear.....

(1) I/We.....NationalityResiding at No. Road.....
Sub district.....District Province Postal Code

(2) as a shareholder of **Bangkok Life Assurance Public Company Limited**
holding a total amount of shares, and is entitled to cast votes
Ordinary shareshares, and is entitled to cast votes
Preferred share..... shares, and is entitled to cast votes

(3) hereby appoint

(1) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

(2) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

(3) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

Only one of above is assigned as my/our proxy to attend and vote in the Extraordinary Shareholders' Meeting No. 2/2557 on Friday, December 12, 2014 at 1.30 p.m. at the auditorium on the 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No.23/115-121 Royal City Avenue, Rama 9 Road, Bangkok, Huay kwang, Bangkok or at any adjournment thereof to any other date, time and venue.

Any act (s) undertaken by the Proxy at such meeting shall be deemed as my/our own act (s) in every respect.

Signed Grantor
(.....)

Signed.....Proxy
(.....)

Signed.....Proxy
(.....)

Signed.....Proxy
(.....)

Remarks: A shareholder assigning a proxy can authorize only on proxy to attend the meeting and cast the votes on his/her/their behalf and all votes of a shareholder cannot be split for more than one proxy.

Proxy form (B)
(Specific Proxy Form)

Duty stamp 20 Baht

Made at
Date..... MonthYear.....

(1) I/We.....NationalityResiding at No. Road.....
Sub district.....District Province Postal Code

(2) as a shareholder of **Bangkok Life Assurance Public Company Limited**
holding a total amount of shares, and is entitled to cast votes
Ordinary shareshares, and is entitled to cast votes
Preferred share..... shares, and is entitled to cast votes

(3) hereby appoint

(1) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

(2) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

(3) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

Only one of above is assigned as my/our proxy to attend and vote in the Extraordinary Shareholders' Meeting No. 2/2557 on Friday, December 12, 2014 at 1.30 p.m. at the auditorium on the 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No.23/115-121 Royal City Avenue, Rama 9 Road, Bangkok, Huay kwang, Bangkok or at any adjournment thereof to any other date, time and venue.

(4) I/We, hereby authorize the Proxy to vote on my/our behalf in this meeting as follows:

Agenda 1 To certify the Minutes of the Extraordinary Shareholders' Meeting No. 1/2557

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda 2 To approve the allotment of shares to reserve for dividend payment and exercise ESOP warrant as well as to allot the remaining shares from dividend payment

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

(5) The Proxy's voting on any matters that are not pursuant to what is specified in this Proxy Form is considered invalid and would not be regarded as a shareholders voting.

(6) In case that I/we do not express my/our intention to vote on a particular matter, or do not express my/our intention clearly, or in case that the Meeting considers and resolves matters other than those specified above, as well as the case that there is any amendment made or provision of additional facts, the Proxy is entitled to consider and vote on my/our behalf as the Proxy deems appropriate in all respects.

Any act (s) undertaken by the Proxy at such meeting shall be deemed as my/our own act (s) in every respect.

Signed Grantor
(.....)

Signed.....Proxy
(.....)

Signed.....Proxy
(.....)

Remarks

1. A shareholder assigning a proxy can authorize only on proxy to attend the meeting and cast the votes on his/her/their behalf and all votes of a shareholder cannot be split for more than one proxy.
2. Should the provisions prescribed above are not sufficient to cover all the Proxy's intentions; the Proxy may use the attached Annex to the Proxy Form B.

Annex to the Form of Proxy (Form B)

Grant of proxy as a shareholder of Bangkok Life Assurance Public Company Limited. At the Extraordinary Shareholders' Meeting No. 2/2557 on Friday, December 12, 2014 at 09.00 a.m. at the auditorium on the 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No.23/115-121 Royal City Avenue, Rama 9 Road, Bangkok, Huaykwang, Bangkok or at any adjournment thereof to any other date, time and venue.

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Proxy form (C)

(for foreign shareholders who authorize the Custodian in Thailand)

Duty stamp
20 Baht

Made at

Date..... MonthYear.....

(1) I/We.....NationalityResiding at No. Road.....
Sub district.....District Province Postal Code

As the Custodian of (Please specify the fund name / Shareholder name)

As a shareholder of **Bangkok Life Assurance Public Company Limited,**

holding a total amount of shares, and is entitled to cast votes

Ordinary shareshares, and is entitled to cast votes

Preferred share..... shares, and is entitled to cast votes

(2) hereby appoint

(1) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

(2) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

(3) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

Only one of above is assigned as my/our proxy to attend and vote in the Extraordinary Shareholders' Meeting No. 2/2557 on Friday, December 12, 2014 at 1.30 p.m. at the auditorium on the 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No.23/115-121 Royal City Avenue, Rama 9 Road, Bangkok, Huay kwang, Bangkok or at any adjournment thereof to any other date, time and venue.

(3) The number of votes for which I/We authorize the Proxy to vote in this meeting is

To authorize the Proxy to cast the votes pursuant to the total number of shares

To authorize the Proxy to cast the votes less than the total number of shares

Ordinary Shareshares, and is entitled to cast.....votes

Preference Share.....shares, and is entitled to cast.....votes

Total votes

(4) I/We, hereby authorize the Proxy to vote on my/our behalf in this meeting as follows:

Agenda 1 To certify the Minutes of the Extraordinary Shareholders' Meeting

No. 1/2557

(a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects

(b) The Proxy may consider the matters and vote on my/our behalf as follows:

Approve

Not Approve

Abstain

Agenda 2 To approve the allotment of shares to reserve for dividend payment and exercise ESOP warrant as well as to allot the remaining shares from dividend payment

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

(5) The Proxy’s voting on any matters that are not pursuant to what is specified in this Proxy Form is considered invalid and would not be regarded as a shareholders voting.

(6) In case that I/we do not express my/our intention to vote on a particular matter, or do not express my/our intention clearly, or in case that the Meeting considers and resolves matters other than those specified above, as well as the case that there is any amendment made or provision of additional facts, the Proxy is entitled to consider and vote on my/our behalf as the Proxy deems appropriate in all respects.

Any act (s) undertaken by the Proxy at such meeting shall be deemed as my/our own act (s) in every respect.

Signed Grantor
(.....)

Signed.....Proxy
(.....)

Signed.....Proxy
(.....)

Remarks

1. Only foreign shareholders as registered in the registration book who authorize the Custodian in Thailand use the Proxy form C.
2. Evidences to be enclosed with the proxy form are :
 - (1) Letter of attorney form shareholder authorizes a custodian to sign the Proxy Form on behalf of the shareholder.
 - (2) Letter of certification to certify that the signer in the Proxy Form have a permit to act as a Custodian.
3. The shareholder assigning a proxy must authorize only one proxy to attend the meeting and cast the votes on his/her/their behalf and all votes of such shareholder cannot be split for more than one proxy.
4. Should the provisions prescribed above are not sufficient to cover all the Proxy’s intentions; the Proxy may use the attached Annex to the Proxy Form C.

Annex to the Form of Proxy (Form C)

Grant of proxy as a shareholder of Bangkok Life Assurance Public Company Limited. At the Extraordinary Shareholders' Meeting No. 2/2557 on Friday, December 12, 2014 at 1.30 p.m. at the auditorium on the 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No.23/115-121 Royal City Avenue, Rama 9 Road, Bangkapi, Huaykwang, Bangkok or at any adjournment thereof to any other date, time and venue.

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda.....Subject.....

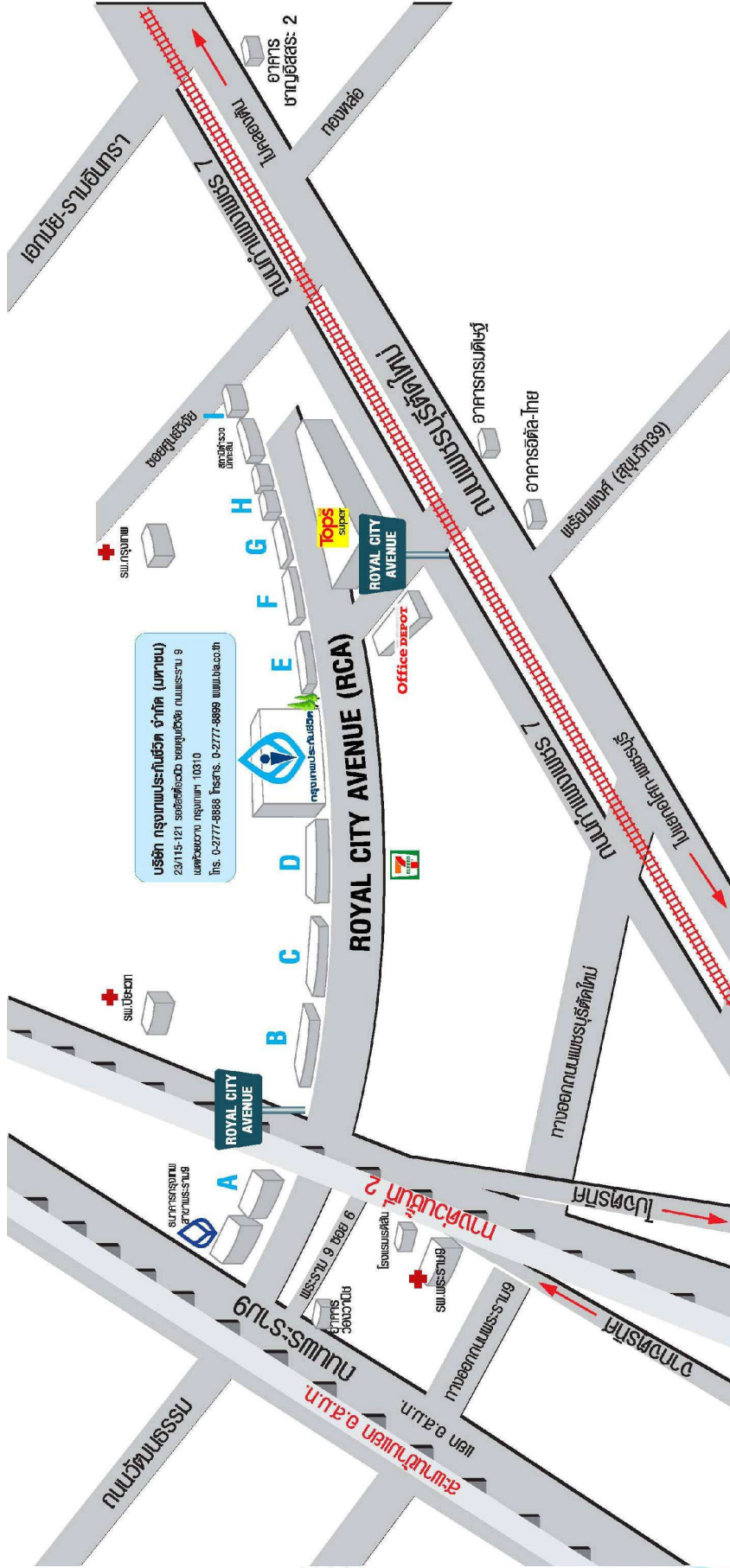
- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain



Map of the Annual General Meeting of Shareholders Venue



Traveling Route

1. By Bus

- Rama 9 Road Bus, Number 137, 168, 517, 551
- Petchaburi Road Bus, Number 11, 23, 60, 72, 93, 113, 206, 512

2. By MRT

- Get off at Petchaburi, Exit Asoke-Dindang

Note : for more information of traveling to Bangkok Life Assurance Plc. please dial 0 2777 8000

(Translation)

Invitation Letter

The Extraordinary Shareholders' Meeting







No. 2/2557

on Friday, December 12, 2014

1.30 P.M.

**At the auditorium on 7th floor, Head Office, Bangkok Life Assurance PCL.
23/115-121, Royal City Avenue, Rama 9 Road, Bangkok, Huaykwang, Bangkok**

CONTENTS

	page
Documents for the Extraordinary Shareholders' Meeting No. 2/2557	
 A Copy of the minutes of the Extraordinary Shareholders' Meeting No. 1/2557	5
 Articles of Association relating to the Shareholders' Meeting	12
 Conditions, Rules and Procedures in Attending the Meeting, Proxy and Voting	14
 List of Independent Director for proxy case	17
 Proxy form A, B and C	19
 Map of the Shareholders' Meeting venue	27

(Translation)

REF. BLA 47/2557

November 17, 2014

Subject: Notice of the Extraordinary Shareholders' Meeting No. 2/2557

To: Shareholders of the Company

Attachment: 1) A Copy of the minutes of the Extraordinary Shareholders' Meeting No. 1/2557
2) Articles of Association relating to the shareholders' meeting
3) Conditions, Rules and Procedures in Attending the Meeting, Proxy and Voting
4) List of Independent Directors for proxy case
5) Proxy Form, A, B and C
6) Map of the Shareholders' Meeting venue
7) The prepaid envelope

The Board of Directors of Bangkok Life Assurance Public Company Limited has resolved to summon the Extraordinary Shareholders' Meeting No. 2/2557 **on Friday, December 12, 2014, at 1.30 p.m., at the auditorium on the 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No. 23/115-121, Royal City Avenue, Rama 9 Road, Bangkok, Huaykwang, Bangkok, to consider matters according to the following agendas:-**

Agenda 1: To certify the Minutes of Extraordinary Shareholders' Meeting No. 1/2557

Objective and Rationale: The company held the Extraordinary Shareholders' Meeting No. 1/2557, on Thursday 25, September 2014 and the Minutes of the Meeting has been recorded and posted on the Company's website, according to the details appeared in Attachment 1.

The Board of Directors' opinion: The Minutes of Meeting had been properly recorded and proposed for the endorsement in the Shareholders' Meeting.

Voting: To approve this matter, a resolution must be passed by a majority of the shareholders who attended the meeting and are entitled to vote.

Agenda 2: To approve the allotment of shares to reserve for stock dividend payment and exercise ESOP warrant as well as to allot the remaining shares from dividend payment

Objective and Rationale: The Board of Directors' Meeting No. 6/2557 had resolved to propose the Extraordinary Shareholders' Meeting No. 2/2557 to approve the allotment of shares to reserve for dividend payment and exercise ESOP warrant as well as to allot the remaining shares from dividend payment.

The Board of Directors' opinion: To propose the Extraordinary Shareholders' Meeting No. 2/2557 to approve reducing shares reserved for warrant exercises by 40,800 shares and adding shares reserved for the stock dividend payment by 40,800 shares. In addition, the Board proposes to allot the remaining 2,775,075 shares from the stock dividend payment for approval. 2,775,000 shares will be offered through private placement at the price of not lower than 90% of the average closing price 7 business days prior to the offer date and the balance of 75 shares will be offered to Bangkok Life Assurance Public Company Limited Employee Provident Fund at par value.

Voting: To approve this matter, a resolution must be passed by not less than three-fourths of votes of shareholders who attended the meeting and are entitled to vote.

Record date for the right to attend the meeting is on November 17, 2014. The closing date of the register book for preparing list of the eligible shareholders under Section 225 of the Securities and Exchange Act is on November 18, 2014.

This is to cordially invite all shareholders to please attend the meeting according to the date, time and place as mentioned above. Should you be unable to attend the meeting, please appoint other person or independent director of the company as your proxy. The profile of independent director who can be appointed as the proxy is appeared in Attachment 4.

Enclosed please find the proxy form A, B and C as appeared in Attachment 5. Please select one type of the forms, fill up all details, sign and deliver to the company, together with all relevant supporting documents, prior to the meeting date. Prepaid envelope is attached herewith for your convenience (Please deliver the proxy form at least 1 day prior to the meeting date).

Yours sincerely,



(Mr.Sanor Thampipattanakul)
Company Secretary

Investor Relations Section

Tel: 0 2777 8681, 0 2777 8672

Fax: 0 2777 8680

Note : Bangkok Life Assurance Public Co., Ltd. has posted the invitation letter of the Extraordinary Shareholders' Meeting No. 2/2557 on the company's website, www.bangkoklife.com

(Translation)

**Minutes of the Extraordinary Shareholders' Meeting No. 1/2557
of Bangkok Life Assurance Public Co., Ltd.**

Date, Time & Place

The meeting was held on Thursday, September 25, 2014, at 09.00 a.m., at the 7th floor auditorium, Head Office No. 23/115-121 Royal City Avenue, Rama 9 Road, Bangkok, Huaykwang, Bangkok.

Directors in Attendance

- | | |
|---|---|
| 1. Khun Choedchu Sophonpanich | Chairman / Chairman of the Executive Board of Directors /
Chairman of the Investment Committee |
| 2. Khun Sunthorn Arunanondchai | Chairman of the Audit Committee / Independent Director |
| 3. Dr. Siri Ganjarerndee | Chairman of the Nomination and Remuneration Committee /
Independent Director / Executive Director / Member of the Investment
Committee |
| 4. Khun Praphant Asava-aree | Chairman of the Risk Management Committee / Independent Director /
Member of the Investment Committee |
| 5. Khun Komkai Tusaranont | Chairperson of the Good Corporate Governance Committee /
Independent Director / Member of the Audit Committee /
Member of the Risk Management Committee |
| 6. Khun Chai Sophonpanich | Director/ Member of the Nomination and Remuneration Committee |
| 7. Assoc.Prof. Damrong Thawesaengskulthai | Independent Director / Member of the Audit Committee /
Member of the Good Corporate Governance Committee |
| 8. Khun Ruchanee Nopmuang | Director / Member of the Nomination and Remuneration Committee |
| 9. Khun Savitri Ramayarupa | Director / Executive Director |
| 10. Khun Pojjanee Kongkalai | Director |
| 11. Khun Naoki Ban | Director |
| 12. Khun Kazuhide Toda | Director |
| 13. Khun Takeshi Fukuda | Director / Executive Director/Member of the Risk Management
Committee / Member of the Nomination and Remuneration
Committee / Member of the Good Corporate Governance Committee |
| 14. Khun Chone Sophonpanich | Director / Executive Director/Member of the Investment Committee /
President |

Director (s) in Absence

- | | |
|---------------------------|------------------------------|
| 1. Khun Prapaivan Limsong | Unable to attend the meeting |
|---------------------------|------------------------------|

Management in Attendance

- | | |
|----------------------------------|---|
| 1. Khun Ruangsak Panyabodegun | Senior Executive Vice President, Marketing Division |
| 2. Khun Sanor Thampipattanakul | Senior Executive Vice President, Investment Division
and Company Secretary |
| 3. Khun Suchinda Lertkiatmongkol | Senior Vice President, Information Technology Division |
| 4. Khun Jaruan Limkhunnadhammo | Senior Vice President, Finance and Accounting Division |
| 5. Khun Oranuch Samranrit | Vice President, Life Operations Division |

Observers

- | | |
|------------------------------|--|
| 1. Khun Lertsak Suthampond | Legal Adviser, Kanung & Partners Law Offices Co.,Ltd. |
| 2. Khun Sirin Tuntipitukchot | Right Protection Volunteer, Thai Investors Association |

The meeting started at 09:17 hrs.

The Company Secretary explained the voting procedure on each agenda by playing an audio clip with the details as follows:

Voting Procedure

1. The meeting shall consider all agendas, following the order of the agendas presented in the invitation to the meeting. After each agenda is presented, the shareholders will be asked to raise any questions they may have and to cast their vote after. In the event that the shareholders or proxies would like to ask questions or express their opinions, they must raise their hands and state their full name first. Proxies must also state name of the shareholder whom they represent.
2. Each shareholder is entitled to one vote per share. If votes on a matter are equal, the Chairman shall have a second or casting vote.
3. The shareholders cannot divide their vote or cast partial vote.
4. In the event that the shareholders disapprove of an agenda or would like to abstain from voting, please tick 'disapprove' or 'abstain', and the Company's staff will collect the ballots. The Company will deduct such disapproval and abstention from the total eligible votes and assume the rest of the votes as approval of such agenda. If no objection to the result is raised by any shareholder, it shall be deemed that the meeting approves of such agenda.
5. The vote result of each agenda will be displayed on the screen for acknowledgement.

Presiding over the meeting, Chairman Choedchu Sophonpanich welcomed all shareholders and summarized number of shareholders who attended the meeting and were entitled to vote as follows:

Shareholders present in person:	114 persons, equal to	251,195,613 shares
Proxies:	468 persons, equal to	754,399,820 shares
Total:	582 persons, equal to	1,005,595,433 shares

They accounted for 82.9256% of the total shares sold which constituted a quorum, according to the Articles of Association. The Chairman then declared the meeting open in order to consider the following agendas:

Agenda 1: To Approve the Minutes of the 2014 Annual General Meeting of Shareholders

The Chairman proposed the meeting to certify the minutes of the 2014 Annual General Meeting of Shareholders. A copy of which was sent to all shareholders in advance along with the invitation to the meeting.

The Chairman subsequently gave the shareholders an opportunity to ask questions and provide comments. Since no questions were raised, he then proposed the meeting to vote on the resolution to approve the minutes of the 2014 Annual General Meeting of Shareholders.

Khun Sirin Tuntipitukchot Right Protection Volunteer	Regarding the vote results presented in the minutes, for agendas which require a majority vote to approve, the Company should not include abstentions when calculating the proportion of total votes. This is in accordance with the Public Limited Companies Act B.E.2535 (1992). She requested the Company to comply with it from this meeting onwards.
Khun Choedchu Sophonpanich Chairman	During the meeting, those who would like to abstain from voting should inform the Company, otherwise the number of votes would not correspond with the number of meeting attendees. The Company would take the suggestion into consideration and follow the regulation accordingly.

Resolution: The meeting by the majority of the total votes casted by shareholders present and entitled to vote resolved to approve the minutes of the 2014 Annual General Meeting of Shareholders, based on the following:

- Approval	1,046,617,822	votes, equal to	100.0000%
- Disapproval	0	votes, equal to	0.0000%
- Abstention	0	votes, equal to	0.0000%
Total	1,046,617,822	votes, equal to	100.0000%

Agenda 2: To Approve Interim Dividend Payment by Stock and Cash Dividends

On behalf of the Board of Directors, the Chairman proposed the meeting to approve the interim dividend payment for the operating period of January 1, 2014 - June 30, 2014 at the rate of baht 0.45 per share. The payment would be made in the forms of cash dividend at the rate of baht 0.05 per share and stock dividend at the rate of 5 existing shares to 2 new shares, equal to baht 0.40 per share. It is equivalent to 485,059,200 shares in total at par value of baht 1. If there is a fraction of shares, the Company will pay for that portion in cash at the rate of baht 0.40 per share. The remaining shares after the stock dividend is paid will be sold to Bangkok Life Assurance Pcl. Employee Provident fund at par value. The dividends to be paid shall be taken from retained earnings which are taxed at 30% until they are used up. Then the remaining dividend payout shall be taken from retained earnings which are taxed at 25%. The record date for determining the shareholders who are entitled to receive the stock and cash dividend payment will be on October 10, 2014 and the book closing date will be on October 13, 2014. The dividend payment will be made on October 21, 2014.

The Chairman subsequently provided an opportunity for the shareholders to raise questions or give comments which are as follows:

Khun Tong-in Sang-ngam Proxy	Why does the Company have to seek approval from the shareholders' meeting in paying an interim dividend? Is this rate of dividend payment in compliance with the Articles of Association or not?
---------------------------------	--

<p>Khun Chone Sophonpanich President</p>	<p>Because the dividend will be paid in the form of common stock, the Company has to seek approval from the shareholders' meeting. According to the Company's dividend payment policy for one-year period, the Company shall pay no less than 25% of net profit as dividend. This dividend payment is equal to 43% of net profit.</p>
<p>Khun Somkiat Promrat Shareholder</p>	<p>By what amount will this stock dividend payment cause the Company's stock price to drop? At what percentage?</p>
<p>Khun Chone Sophonpanich President</p>	<p>The stock price will change proportionately in relation to shares which increase. The shareholders' equity will remain the same after the cash dividend at the rate of baht 0.05 baht is paid. However, there are also other factors which can affect stock prices such as market expectations and situations and so on.</p>
<p>Khun Prawit Wirojwongchai Shareholder</p>	<p>What is the reason for paying stock dividend? Does the level of capital adequacy ratio depend on the Company's registered capital?</p>
<p>Khun Chone Sophonpanich President</p>	<p>The Company needs to maintain its capital adequacy ratio in an appropriate level in order to cope with changing circumstances in the future. In particular, the Office of Insurance Commission (OIC) is now considering imposing a stricter regulation, RBC Phase II. In addition, the ratio needs to be maintained for future interest rate fluctuations. Currently, the Company's capital adequacy ratio is lower than other leading life insurers in the industry. Shareholders' equity is also an important factor contributing to the level of capital adequacy ratio.</p>
<p>Khun Anu Wongsarnkij Shareholder</p>	<p>Why will there be remaining shares after the dividend is paid? Has the Company ever sold the remaining shares to Bangkok Life Assurance Pcl Employee Provident Fund?</p>
<p>Khun Chone Sophonpanich President</p>	<p>There will be remaining shares as some shareholders will not receive dividend for the entire number of shares they hold. The Company will add up all fractions of shares, which will probably not be in a large number. Then this portion of shares will be sold to Bangkok Life Assurance Pcl Employee Provident Fund at par value of baht 1.</p>

Resolution: The meeting by the majority of the total votes casted by shareholders present and entitled to vote resolved to approve the interim dividend payment in stock and cash dividends, based on the following votes:

- Approval	1,041,318,627	votes, equal to	99.4829%
- Disapproval	5,412,400	votes, equal to	0.5171%
- Abstention	0	votes, equal to	0.0000%
Total	1,046,731,027	votes, equal to	100.0000%

Agenda 3: To Approve Increase of Registered Capital

The Chairman declared that in order to correspond with the resolution to pay the interim dividend by means of stock dividend and to have room for warrant exercises, the meeting was proposed to approve an increase of the Company's registered capital from formerly 1,220,000,000 baht to 1,708,000,000 baht by issuing 488,000,000 new shares at par value of baht 1 per share. 485,059,200 shares are for the interim dividend payment in the form of stock dividend; the other 2,940,800 shares are reserved for warrant exercises.

The Chairman subsequently provided an opportunity for the shareholders to raise questions or give comments which are presented as follows:

Khun Narumit Tangsuan, accompanying Thai Investors Association's representative	After this dividend payment, will the Company's capital adequacy ratio be in a sufficient level?
Khun Chone Sophonpanich President	The main factors which affect the capital adequacy ratio are interest rate and OIC regulations. The RCB Phase II which is going to be imposed has not been finalized. Once it is, the Company will be able to set target for its capital adequacy ratio.
Khun Anu Wongsarnkij Shareholder	How does the Company allocate ESOP warrant for employees?
Khun Chone Sophonpanich President	The Company allocates ESOP warrant for staff and management, considering key criteria which are employees' position, importance of their roles, and performance.

Resolution: The meeting, by more than three-fourths of shareholders present and entitled to vote resolved to approve the increase of registered capital based on following votes:

- Approval	1,041,346,427	votes, equal to	99.4829%
- Disapproval	5,412,400	votes, equal to	0.5171%
- Abstention	0	votes, equal to	0.0000%
Total	1,046,758,827	votes, equal to	100.0000%

Agenda 4: To Approve Amendment of Company's Memorandum

The Chairman declared that in order to correspond with the resolution to increase the Company's registered capital, the meeting was proposed to approve an amendment on the Company's memorandum, clause 4 as follows:

Present information:

Clause 4: Registered capital	1,220,000,000	baht	(one billion two hundred twenty million baht)
Divided into	1,220,000,000	shares	(one billion two hundred twenty million shares)
Par value per share	1	baht	(one baht)
Divided into:			
Ordinary shares	1,220,000,000	shares	(one billion two hundred twenty million shares)
Preferred shares	-	shares	(zero)

To be amended as follows:

Clause 4: Registered capital 1,708,000,000 baht (one billion seven hundred and eight million baht)
 Divided into 1,708,000,000 shares (one billion seven hundred and eight million shares)
 Par value per share 1 baht (one baht)
 Divided into:
 Ordinary shares 1,708,000,000 shares (one billion seven hundred and eight million shares)
 Preferred shares - shares (zero)

The Chairman subsequently gave the shareholders an opportunity to ask questions and provide comments. Since no questions were raised, he then proposed the meeting to vote on the resolution to approve the amendment of the Company's memorandum.

Resolution: The meeting, by more than three-fourths of shareholders present and entitled to vote resolved to approve the amendment of the Company's memorandum based on following votes:

- Approval	1,046,329,927	votes, equal to	99.9590%
- Disapproved	428,900	votes, equal to	0.0410%
- Abstained	0	votes, equal to	0.0000%
Total	1,046,758,827	votes, equal to	100.0000%

Agenda 5: Other Matters (if any)

The Chairman provided the shareholders an opportunity to raise questions and comments which are presented as follows:

- Khun Worapoj Chanyangyuen
Shareholder
1. Why does the Company set its reserve considerably lower than other companies?
 2. Does the Company have to increase its capital in the future?
 3. The Company's profit in Q2/2014 dropped considerably as a result of setting aside the reserve. How many more quarters will this situation impact the Company?
 4. During the first half of this year, the Company focused on selling endowment products through bancassurance channel which required the Company to set high reserve. Now the Company has a plan to focus more on long-term products which can help reducing the reserve level. However, this type of products is difficult to sell through bancassurance. Is the agent channel ready to compete with other companies which place their emphasis on protection products? Will bancassurance, the Company's main channel, be able to support protection products' sale?

- Khun Chone Sophonpanich
President
1. Life policy reserve is controlled by the regulator's and accounting standards. The Company cannot choose to set it in a high or low level. The information shown in the presentation slide is capital adequacy ratio. OIC requires the minimum level at 140%. The Company's capital adequacy ratio as of June 30, 2014 is 239% which is sufficient for future interest rate fluctuations even though it is lower than other leading companies.
 2. Currently the Company's registered capital is adequate to some degree. However, the Company intends to strengthen its capital level so as to handle changing circumstances in the future, especially changing OIC regulations or RBC Phase II and interest rate fluctuations. In addition, it also depends on the Company's ability to adjust its product mix.
 3. Profit in Q2/2014 decreased mainly because of the interest rate decrease. It caused the Company to set aside additional life policy reserve. There is an unbalance in the accounting standard. For assets, the value recorded is based on the original cost, while that of liabilities is marked-to-market when the interest rate dramatically drops. If the accounting standard records marked-to-market value of both sides, it will considerably minimize the impact.
 4. For bancassurance, the Company sells credit protection products, but it is difficult to sell individual protection products such as whole life which is more suitable for agent channel. For agent channel, the Company has tried to develop it continually in order to enhance its competitiveness.
- Khun Anu Wongsarnkij
Shareholder
- After the political situation appears to have eased, and the new government takes office, is there any new project to boost the life insurance market?
- Khun Chone Sophonpanich
President
- The Company still follows OIC development plan. The Thai Life Assurance Association has continually coordinated collaboration in the industry in order to work jointly to improve the business.

During the meeting more shareholders registered to attend the meeting, making the total number of 141 attending shareholders and 488 proxies, totaling 629 persons. These attendees represented 1,047,317,827 shares or 83.3662% of the total shares sold.

No other matters were raised. The Chairman thanked all shareholders for joining the meeting and declared the meeting closed at 10.05 hrs.



(Mr. Choedchu Sophonpanich)
Chairman



(Mr. Sanor Thampipattanakul)
Company secretary

Articles of association of the Company related with Shareholders' Meeting

Chapter 5 : Shareholders' Meeting

45. The board of directors shall hold an Annual Ordinary General Meeting within 4 (four) months from the end of the Company' fiscal period. Other Meetings shall be called Extra-Ordinary Shareholders' Meeting.

The board of directors may call for an Extra Ordinary Shareholders' Meeting at any time it deems appropriate; or when there is a request by shareholders representing at least one-fifth of the total issued shares; or when at least 25 (twenty five) shareholders, holding not less than the aggregate number of one-tenth of the total issued Shares, request the board for a General Meeting. However, the reason for requesting a meeting must be specified in such written request. The board of directors shall hold a meeting within 1 (one) month from the date of request by the shareholders.

46. In calling for General Meetings, the board of directors shall issue a notice specifying the place, the date and the time of the meeting, the agenda and the nature of the business to be transacted together with the appropriate details. Such a notice must be given to the shareholders and the registrar not later than 7 (seven) days prior to the date of the meeting, and published in a newspaper for 3 (three) days consecutively at least 3 (three) days prior to the date of the meeting.

47. Any General Meeting shall require a quorum of at least 25 (twenty five) shareholders or their proxies (if any) attending the meeting or at least half of the shareholders holding at least one-third of the total issued shares.

In the case where one hour after the meeting time has lapsed, a quorum has not been constituted, and if the meeting has been called at the shareholders' request, the meeting shall be cancelled. If the meeting has not been called for at the shareholders' request, another meeting shall be fixed and the notice of the meeting shall be sent to the shareholders 7 (seven) days prior to the meeting. A quorum at the latter meeting is not required.

48. The chairman of the board shall be chairman of the General Meeting. If the chairman is not present at the meeting or is unable to perform duties, the vice chairman shall preside at the meeting. If there is no vice chairman or he/she is unable to perform duties, the shareholders attending the meeting shall elect one of the other shareholders to be the chairman at the meeting.

Every shareholder shall have one vote for each share of which he/she is the holder.

The voting shall take place openly, unless a secret ballot is requested by not less than 5 shareholders and it is approved at the meeting. The method of secret ballot shall be decided by the chairman of the meeting.

49. Resolutions of the shareholders shall consist of the following:
- 49.1 In normal circumstances, a simple majority vote of the shareholders attending. In the case of a tied vote, the chairman shall have the casting vote.
 - 49.2 In the following cases, three-fourth of the total votes represented by all the shareholders attending:
 - (a) Sale or transfer of part or the whole of any essential part of the business of the Company
 - (b) Purchase or receipt of transfer of any other Company's business to the Company
 - (c) Execution, amendment or termination involving lease of part or the whole of an essential part of the business of the Company; assignment of management of the Company by third party, merger with the purpose of sharing profit and loss
 - (d) Amendment of the Company's memorandum or articles of association
 - (e) Increase or decrease the capital of the Company or issuance of the debenture or convertible debenture, issuance of preferred stock or convertible preferred stock, issuance of other securities prescribed by law relating to the securities and exchange, issuance of warrant
 - (f) Amalgamation or winding up of the Company
50. Ordinary meetings shall usually be summoned for the purpose of :
- 50.1 Reviewing the report of the board of directors covering work done during the previous financial period
 - 50.2 Considering approval of the balance sheet and income statement
 - 50.3 Reviewing payment of dividend
 - 50.4 Electing new directors in place of those who must retire
 - 50.5 Appointing auditors and fix their remuneration
 - 50.6 Transacting other business

**Conditions, Rules and Procedures in Attending the Meeting,
Authorization and Voting**

1. Authorization

In case of any shareholder is unable to personally attend the Meeting, such shareholder can consider to authorize other person or independent director of the company as his proxy to attend the Meeting and vote in the Meeting on his behalf whereby the company must deliver either Power of Attorney Form "A", "B" or "C" as prescribed by Department of Business Development, Ministry of Commerce (Attachment 5).

In this regard, in case of the shareholder who is foreign investor, has appointed the custodian in Thailand to be the depository and oversee his shares, is able to select to use either Power of Attorney Form "A", "B" or "C", For other shareholders can use only either "A" of "B" form as the company shall deliver Power of Attorney Form "A", "B" or "C" together with this notice or may be loaded at website: www.bangkoklife.com

1. Authorization other person to be the proxy
 - 1.1 The Authorizer must authorize only one proxy to attend the Meeting and Vote but cannot separate number of shares to several proxies to separately vote.
 - 1.2 The Authorizer is required to complete details on Power of Attorney which must be completely and correctly signed by both Authorizer and proxy.
 - 1.3 The proxy must submit Power of Attorney to the company's officer at the Meeting place before the proxy shall attend the Meeting.
 - 1.4 The shareholder shall use either only Power of Attorney Form "A" or "B".
2. Authorization the independent director to be the proxy
The Authorizer is able to authorize independent director of the company as a proxy to attend and vote in the Meeting by specifying name and details of such independent director of the company as **Dr.Siri Ganjarende, Chairman of the Nominating and Remuneration Committee, Independent Director and Executive Director, 66 years of age, residing at House No. 44/2, Moo 6, Bang Waek Road, Bang Phai Sub-district, Bang Khae District, Bangkok Metropolis 10160.** The authorizer is required to complete all details and sign on Power of Attorney, then put in the envelop of business reply service, seal and send via post with not require to affix the stamp to:-

The Company Secretary
Bangkok Life Assurance PCL.
23/115-121- Royal City Avenue, Rama 9 Road,
Bangkapi Sub-district, Huay Kwang District,
Bangkok 10310

Before the Meeting date or to give to the person duly appointed by the Board before the commencement of the Meeting in order that the company can take related action as you required.

2. Registration and presentation of document before attending the Meeting

The company shall starts to examine the completeness and correctness of documents for the Meeting and open for registration since 12.00 a.m. onwards at conference room, 7th floor, of the head office of Bangkok Life Assurance PCL. , No. 23/115-121, Royal City Avenue, Rama 9 Road, Bangkok Sub-district, Huay Kwang District, Bangkok Metropolis, according to the location map attached herewith. (Attachment 6).

The participants must present the following documents for registration before the Meeting (as the case may be).

1. In case of ordinary person

- 1.1 In case of the shareholder personally attends the Meeting, please present document issued by government authority contained with photograph of the shareholder which is still valid, i.e. Identification Card, Driving License or Passport. In case of change of name or surname, related evidences are also required.
- 1.2 In case of the proxy authorized his proxy to attend the Meeting
 1. Power of Attorney only either form of attachment (Attachment 5), duly completely and correctly completed and signature of the Authorizer and proxy with 20 baht duty stamp affixed.
 2. Photocopy of documents issued by government authority containing details as mentioned in 1.1 above and signed to certify true copy by the Authorizer.
 3. Document issued by government authority of the proxy duly contained with details according to clause 1.1 above.

2. In case of shareholder who is juristic person

- 2.1 In case of the shareholder's authorized person shall personally attend the Meeting.
 1. Document issued by government authority of the Agent according to the details in clause 1.1 above.
 2. Photocopy of juristic person registration certificate of the shareholders duly signed to certify true cop by representative of juristic person which its contents to illustrated that the proxy is authorized to act on behalf of juristic person who is shareholder.
- 2.2 In case of the shareholder had assigned the proxy to attend the Meeting
 1. Power of Attorney (Attachment 5) either type, fully and correctly complete and signed by the Authorizer and proxy with 20 bath duty stamp affixed.
 2. Certificate of juristic person registration certificate duly certified true copy by the representative with statement that the juristic person representative who singed in Power of Attorney is authorized to act on behalf of juristic person who is the shareholder.
 3. Document issued by government authority of the proxy duly contained with details according to clause 1.1 above

3. The non-Thai shareholders or juristic person duly organized according to foreign law.

Document in clause 1 and clause 2 must be prepared and presented in case of being Non-Thai shareholder or participant of the Meeting or juristic person duly organized according to foreign law, as the case may be, as follows:-

- 3.1 Such juristic person certificate may be document issued by the government in the country where such juristic person is located or by officer of such juristic person. In this regard, the certificate must contain details about name of juristic person, name of person duly authorized to sign on behalf of the juristic person or condition or restriction of power in signing document and address of the head office.
- 3.2 Document in any language other than Thai must be attached with Thai translation duly signed to certify correct translation by the representative of such juristic person.

3. Voting and vote counting

The Chairman notifies voting and vote counting method for the Meeting before enter into the Meeting agenda.

3.1 Voting

- 3.1.1 Unless otherwise stipulated herein by law, vote counting is based on 1 share 1 vote. In case of equal votes, the Chairman shall have separate 1 final vote.
- 3.1.2 Voting could not be separated nor partial votes.
- 3.1.3 Voting in each agenda, the Chairman shall ask member in the Meeting to hand up that whether there is any object nor suspend vote.
- 3.1.4 Any shareholder who had authorized the proxy to attend the Meeting on his behalf and the Proxy shall vote according to the intention of the shareholder who register to attend the Meeting who disagrees or suspends vote to deduct from total number of share of the attendant entitled to join and vote in each agenda.

3.2 Vote counting

- 3.2.1 Vote counting in each agenda, the company shall count vote of shareholders in the Meeting and shareholders who appointed the proxy as recorded by the company in advance. While the proxy who registered to attend the Meeting votes to disagree and suspends vote were deducted from total number of shares of the person who attend and is entitled to vote in each agenda.
- 3.2.2 The Chairman shall inform the Meeting about result of vote in each agenda after voting in each agenda were completed by separating the vote to agreed, disagreed and suspension of vote and calculate as percentage.

**Profile of Independent Director Appointed to be Proxy of Shareholders
not available to be present in the Meeting**

Name – Surname Dr. Siri Ganjarerndee

Age 66 Years

Nationality Thai



Address: No. 44/2, Moo 6, Bang Waek Road, Bang Phai Sub-district,
Bang Khae District, Bangkok Metropolis 10160

Position in Company Chairman of Nominating and Remuneration Committee /
Independent Director / Executive Director / Investment Committee

Educational background

1975 Ph.D., Monetary Economics and Econometrics & Operations Research, Monash University,
Australia
1972 M.Ec., Economic Statistics and Monetary Economics, University of Sydney, Australia
1970 B.Ec. (Hons.), Economic Statistics, University of Sydney, Australia

Training of the Director Program

2007 Certificate of Executive Program, Capital Market Academy, Class 5/2007
2005 Certificate of Audit Committee Program (ACP), Class of 6/2005,
Thai Institute of Directors Association
2005 Certificate of Directors Accreditation Program (DAP), Class 4/2003,
Thai Institute of Directors Association
2003 Certificate of Directors Accreditation Program (DAP), Class of 4/2003,
Thai Institute of Directors Association
1995 Certificate of Advanced Management Program, Class 113/1995, Harvard Business School

Work Experiences in present

August 2013 - Present Member of the Investment Committee, Bangkok Life Assurance Public Company Limited
2010 - present Chairman of the Nominating and Remuneration Committee,
Bangkok Life Assurance Public Company Limited
2003 - present Executive Director, Bangkok Life Assurance Public Company Limited
1999 - present Independent Director, Bangkok Life Assurance Public Company Limited
2011 - present Chairman of the Risk Management Committee, Bank of Thailand
2010 - present Member of the Public Sector Development Sub-Commission in Public Finance and
Budgeting System Improvement, Bank of Thailand

2010 - present	Independent Director and Member of Nomination, Compensation and Corporate Governance Committee, Indorama Ventures Public Company Limited
2009 - present	Expert Director, Bank of Thailand
2009 - present	Member, Financial Institutions Policy Committee (FIPC), Bank of Thailand
2007 - present	Director, Member of the Audit Committee, Nominating Committee and Compensation Committee, Thoresen Thai Agencies Public Company Limited
2003 - present	Member of the subcommittee for agreement drafting and evaluating state enterprises, State Enterprise Policy Office, Ministry of Finance
2003 - present	Director, Member of the Audit Committee and Compensation Committee, Chairman of the Board of Investments, TRIS Corporation Ltd.
2000 - present	Independent Director and Chairman of the Audit Committee, Member of Nominating and Remuneration Committee, Post Publishing Public Company Limited
2000 - present	Vice President and Chairman of the Audit Committee, Thai Vegetable Oil Public Company Limited

Share Holding - None -

Meeting Attendance in 2013

- Board of Directors' Meeting 6/6
- Executive Board Meeting 11/11
- Nominating and Remuneration Committee 4/4
- Investment Committee 3/4

The interest in the agenda - None -

Proxy Form

Proxy Assignment

If shareholders are unable to attend the Extraordinary Shareholders' Meeting No. 2/2557, the shareholder may assign the Independent Director of the Company, profile as shown in Attachment 4, or an individual as the proxy to attend the meeting and cast vote by choosing one of the following three proxy forms;

1. Form A: General Proxy Form
2. Form B: Specific Proxy Form
3. Form C: Partial Proxy Form (for foreign shareholders who authorize the Custodian in Thailand)

Proxy form (A)
(General Proxy Form)

Duty stamp 20 Baht

Made at

Date..... MonthYear.....

(1) I/We.....NationalityResiding at No. Road.....
Sub district.....District Province Postal Code

(2) as a shareholder of **Bangkok Life Assurance Public Company Limited**
holding a total amount of shares, and is entitled to cast votes
Ordinary shareshares, and is entitled to cast votes
Preferred share..... shares, and is entitled to cast votes

(3) hereby appoint

(1) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

(2) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

(3) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

Only one of above is assigned as my/our proxy to attend and vote in the Extraordinary Shareholders' Meeting No. 2/2557 on Friday, December 12, 2014 at 1.30 p.m. at the auditorium on the 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No.23/115-121 Royal City Avenue, Rama 9 Road, Bangkok, Huay kwang, Bangkok or at any adjournment thereof to any other date, time and venue.

Any act (s) undertaken by the Proxy at such meeting shall be deemed as my/our own act (s) in every respect.

Signed Grantor
(.....)

Signed.....Proxy
(.....)

Signed.....Proxy
(.....)

Signed.....Proxy
(.....)

Remarks: A shareholder assigning a proxy can authorize only on proxy to attend the meeting and cast the votes on his/her/their behalf and all votes of a shareholder cannot be split for more than one proxy.

Proxy form (B)
(Specific Proxy Form)

Duty stamp 20 Baht

Made at

Date..... MonthYear.....

(1) I/We.....NationalityResiding at No. Road.....
Sub district.....District Province Postal Code

(2) as a shareholder of **Bangkok Life Assurance Public Company Limited**
holding a total amount of shares, and is entitled to cast votes
Ordinary shareshares, and is entitled to cast votes
Preferred share..... shares, and is entitled to cast votes

(3) hereby appoint

(1) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

(2) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

(3) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

Only one of above is assigned as my/our proxy to attend and vote in the Extraordinary Shareholders' Meeting No. 2/2557 on Friday, December 12, 2014 at 1.30 p.m. at the auditorium on the 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No.23/115-121 Royal City Avenue, Rama 9 Road, Bangkok, Huay kwang, Bangkok or at any adjournment thereof to any other date, time and venue.

(4) I/We, hereby authorize the Proxy to vote on my/our behalf in this meeting as follows:

Agenda 1 To certify the Minutes of the Extraordinary Shareholders' Meeting No. 1/2557

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda 2 To approve the allotment of shares to reserve for dividend payment and exercise ESOP warrant as well as to allot the remaining shares from dividend payment

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

(5) The Proxy's voting on any matters that are not pursuant to what is specified in this Proxy Form is considered invalid and would not be regarded as a shareholders voting.

(6) In case that I/we do not express my/our intention to vote on a particular matter, or do not express my/our intention clearly, or in case that the Meeting considers and resolves matters other than those specified above, as well as the case that there is any amendment made or provision of additional facts, the Proxy is entitled to consider and vote on my/our behalf as the Proxy deems appropriate in all respects.

Any act (s) undertaken by the Proxy at such meeting shall be deemed as my/our own act (s) in every respect.

Signed Grantor
(.....)

Signed.....Proxy
(.....)

Signed.....Proxy
(.....)

Remarks

1. A shareholder assigning a proxy can authorize only on proxy to attend the meeting and cast the votes on his/her/their behalf and all votes of a shareholder cannot be split for more than one proxy.
2. Should the provisions prescribed above are not sufficient to cover all the Proxy's intentions; the Proxy may use the attached Annex to the Proxy Form B.

Annex to the Form of Proxy (Form B)

Grant of proxy as a shareholder of Bangkok Life Assurance Public Company Limited. At the Extraordinary Shareholders' Meeting No. 2/2557 on Friday, December 12, 2014 at 09.00 a.m. at the auditorium on the 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No.23/115-121 Royal City Avenue, Rama 9 Road, Bangkok, Huaykwang, Bangkok or at any adjournment thereof to any other date, time and venue.

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Proxy form (C)

(for foreign shareholders who authorize the Custodian in Thailand)

Duty stamp
20 Baht

Made at

Date..... MonthYear.....

(1) I/We.....NationalityResiding at No. Road.....
Sub district.....District Province Postal Code

As the Custodian of (Please specify the fund name / Shareholder name)

As a shareholder of **Bangkok Life Assurance Public Company Limited,**

holding a total amount of shares, and is entitled to cast votes

Ordinary shareshares, and is entitled to cast votes

Preferred share..... shares, and is entitled to cast votes

(2) hereby appoint

(1) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

(2) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

(3) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

Only one of above is assigned as my/our proxy to attend and vote in the Extraordinary Shareholders' Meeting No. 2/2557 on Friday, December 12, 2014 at 1.30 p.m. at the auditorium on the 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No.23/115-121 Royal City Avenue, Rama 9 Road, Bangkok, Huay kwang, Bangkok or at any adjournment thereof to any other date, time and venue.

(3) The number of votes for which I/We authorize the Proxy to vote in this meeting is

To authorize the Proxy to cast the votes pursuant to the total number of shares

To authorize the Proxy to cast the votes less than the total number of shares

Ordinary Shareshares, and is entitled to cast.....votes

Preference Share.....shares, and is entitled to cast.....votes

Total votes

(4) I/We, hereby authorize the Proxy to vote on my/our behalf in this meeting as follows:

Agenda 1 To certify the Minutes of the Extraordinary Shareholders' Meeting

No. 1/2557

(a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects

(b) The Proxy may consider the matters and vote on my/our behalf as follows:

Approve

Not Approve

Abstain

Agenda 2 To approve the allotment of shares to reserve for dividend payment and exercise ESOP warrant as well as to allot the remaining shares from dividend payment

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

(5) The Proxy’s voting on any matters that are not pursuant to what is specified in this Proxy Form is considered invalid and would not be regarded as a shareholders voting.

(6) In case that I/we do not express my/our intention to vote on a particular matter, or do not express my/our intention clearly, or in case that the Meeting considers and resolves matters other than those specified above, as well as the case that there is any amendment made or provision of additional facts, the Proxy is entitled to consider and vote on my/our behalf as the Proxy deems appropriate in all respects.

Any act (s) undertaken by the Proxy at such meeting shall be deemed as my/our own act (s) in every respect.

Signed Grantor
(.....)

Signed.....Proxy
(.....)

Signed.....Proxy
(.....)

Remarks

1. Only foreign shareholders as registered in the registration book who authorize the Custodian in Thailand use the Proxy form C.
2. Evidences to be enclosed with the proxy form are :
 - (1) Letter of attorney form shareholder authorizes a custodian to sign the Proxy Form on behalf of the shareholder.
 - (2) Letter of certification to certify that the signer in the Proxy Form have a permit to act as a Custodian.
3. The shareholder assigning a proxy must authorize only one proxy to attend the meeting and cast the votes on his/her/their behalf and all votes of such shareholder cannot be split for more than one proxy.
4. Should the provisions prescribed above are not sufficient to cover all the Proxy’s intentions; the Proxy may use the attached Annex to the Proxy Form C.

Annex to the Form of Proxy (Form C)

Grant of proxy as a shareholder of Bangkok Life Assurance Public Company Limited. At the Extraordinary Shareholders' Meeting No. 2/2557 on Friday, December 12, 2014 at 1.30 p.m. at the auditorium on the 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No.23/115-121 Royal City Avenue, Rama 9 Road, Bangkapi, Huaykwang, Bangkok or at any adjournment thereof to any other date, time and venue.

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda.....Subject.....

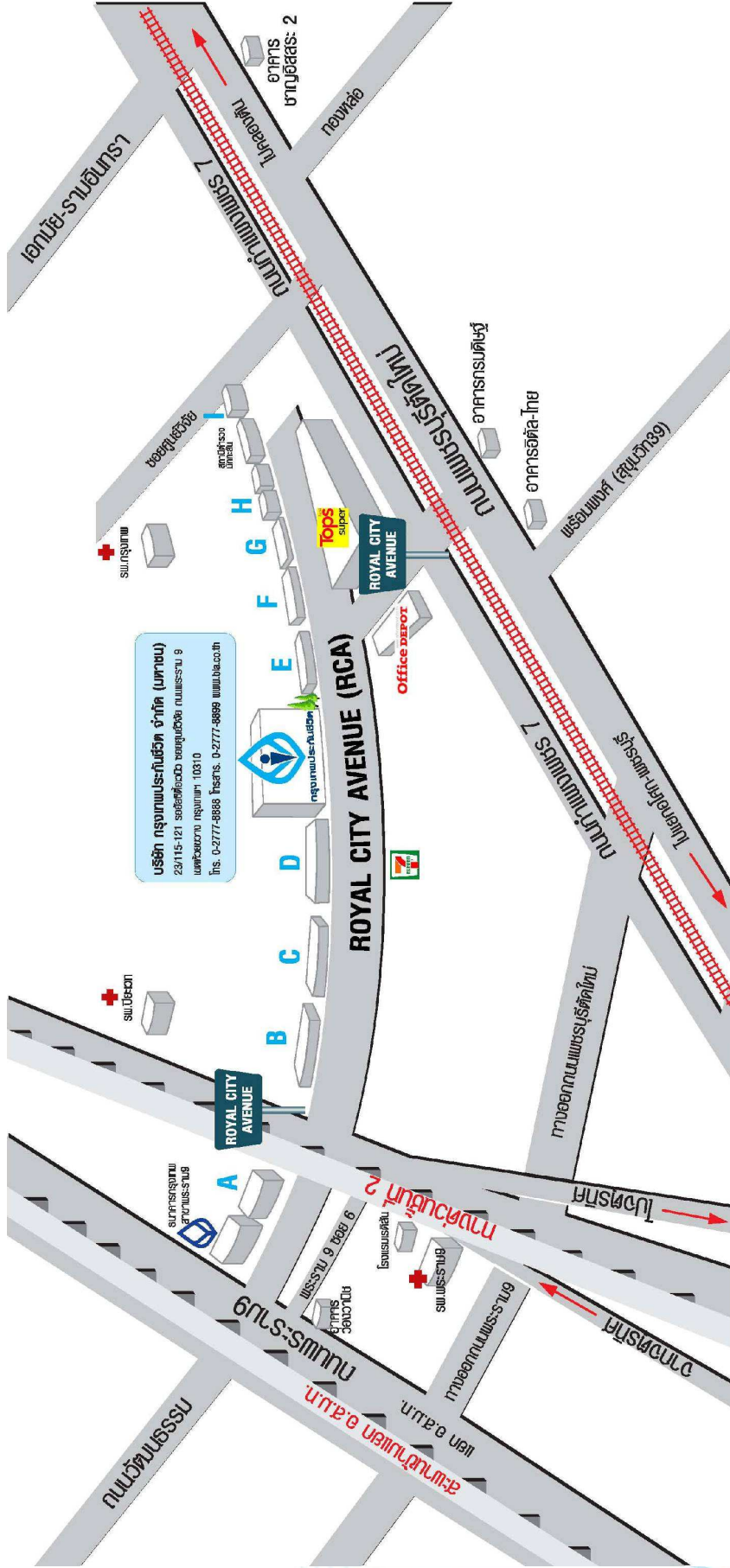
- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain



Map of the Annual General Meeting of Shareholders Venue



Traveling Route

1. By Bus

- Rama 9 Road Bus, Number 137, 168, 517, 551
- Petchaburi Road Bus, Number 11, 23, 60, 72, 93, 113, 206, 512

2. By MRT

- Get off at Petchaburi, Exit Asoke-Dindang

Note : for more information of traveling to Bangkok Life Assurance Plc. please dial 0 2777 8000

(Translation)

Invitation Letter

The Extraordinary Shareholders' Meeting







No. 2/2557

on Friday, December 12, 2014

1.30 P.M.

**At the auditorium on 7th floor, Head Office, Bangkok Life Assurance PCL.
23/115-121, Royal City Avenue, Rama 9 Road, Bangkok, Huaykwang, Bangkok**

CONTENTS

	page
Documents for the Extraordinary Shareholders' Meeting No. 2/2557	
 A Copy of the minutes of the Extraordinary Shareholders' Meeting No. 1/2557	5
 Articles of Association relating to the Shareholders' Meeting	12
 Conditions, Rules and Procedures in Attending the Meeting, Proxy and Voting	14
 List of Independent Director for proxy case	17
 Proxy form A, B and C	19
 Map of the Shareholders' Meeting venue	27

(Translation)

REF. BLA 47/2557

November 17, 2014

Subject: Notice of the Extraordinary Shareholders' Meeting No. 2/2557

To: Shareholders of the Company

Attachment: 1) A Copy of the minutes of the Extraordinary Shareholders' Meeting No. 1/2557
2) Articles of Association relating to the shareholders' meeting
3) Conditions, Rules and Procedures in Attending the Meeting, Proxy and Voting
4) List of Independent Directors for proxy case
5) Proxy Form, A, B and C
6) Map of the Shareholders' Meeting venue
7) The prepaid envelope

The Board of Directors of Bangkok Life Assurance Public Company Limited has resolved to summon the Extraordinary Shareholders' Meeting No. 2/2557 **on Friday, December 12, 2014, at 1.30 p.m., at the auditorium on the 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No. 23/115-121, Royal City Avenue, Rama 9 Road, Bangkok, Huaykwang, Bangkok, to consider matters according to the following agendas:-**

Agenda 1: To certify the Minutes of Extraordinary Shareholders' Meeting No. 1/2557

Objective and Rationale: The company held the Extraordinary Shareholders' Meeting No. 1/2557, on Thursday 25, September 2014 and the Minutes of the Meeting has been recorded and posted on the Company's website, according to the details appeared in Attachment 1.

The Board of Directors' opinion: The Minutes of Meeting had been properly recorded and proposed for the endorsement in the Shareholders' Meeting.

Voting: To approve this matter, a resolution must be passed by a majority of the shareholders who attended the meeting and are entitled to vote.

Agenda 2: To approve the allotment of shares to reserve for stock dividend payment and exercise ESOP warrant as well as to allot the remaining shares from dividend payment

Objective and Rationale: The Board of Directors' Meeting No. 6/2557 had resolved to propose the Extraordinary Shareholders' Meeting No. 2/2557 to approve the allotment of shares to reserve for dividend payment and exercise ESOP warrant as well as to allot the remaining shares from dividend payment.

The Board of Directors' opinion: To propose the Extraordinary Shareholders' Meeting No. 2/2557 to approve reducing shares reserved for warrant exercises by 40,800 shares and adding shares reserved for the stock dividend payment by 40,800 shares. In addition, the Board proposes to allot the remaining 2,775,075 shares from the stock dividend payment for approval. 2,775,000 shares will be offered through private placement at the price of not lower than 90% of the average closing price 7 business days prior to the offer date and the balance of 75 shares will be offered to Bangkok Life Assurance Public Company Limited Employee Provident Fund at par value.

Voting: To approve this matter, a resolution must be passed by not less than three-fourths of votes of shareholders who attended the meeting and are entitled to vote.

Record date for the right to attend the meeting is on November 17, 2014. The closing date of the register book for preparing list of the eligible shareholders under Section 225 of the Securities and Exchange Act is on November 18, 2014.

This is to cordially invite all shareholders to please attend the meeting according to the date, time and place as mentioned above. Should you be unable to attend the meeting, please appoint other person or independent director of the company as your proxy. The profile of independent director who can be appointed as the proxy is appeared in Attachment 4.

Enclosed please find the proxy form A, B and C as appeared in Attachment 5. Please select one type of the forms, fill up all details, sign and deliver to the company, together with all relevant supporting documents, prior to the meeting date. Prepaid envelope is attached herewith for your convenience (Please deliver the proxy form at least 1 day prior to the meeting date).

Yours sincerely,



(Mr.Sanor Thampipattanakul)
Company Secretary

Investor Relations Section

Tel: 0 2777 8681, 0 2777 8672

Fax: 0 2777 8680

Note : Bangkok Life Assurance Public Co., Ltd. has posted the invitation letter of the Extraordinary Shareholders' Meeting No. 2/2557 on the company's website, www.bangkoklife.com

(Translation)

**Minutes of the Extraordinary Shareholders' Meeting No. 1/2557
of Bangkok Life Assurance Public Co., Ltd.**

Date, Time & Place

The meeting was held on Thursday, September 25, 2014, at 09.00 a.m., at the 7th floor auditorium, Head Office No. 23/115-121 Royal City Avenue, Rama 9 Road, Bangkok, Huaykwang, Bangkok.

Directors in Attendance

- | | |
|---|---|
| 1. Khun Choedchu Sophonpanich | Chairman / Chairman of the Executive Board of Directors /
Chairman of the Investment Committee |
| 2. Khun Sunthorn Arunanondchai | Chairman of the Audit Committee / Independent Director |
| 3. Dr. Siri Ganjarerndee | Chairman of the Nomination and Remuneration Committee /
Independent Director / Executive Director / Member of the Investment
Committee |
| 4. Khun Praphant Asava-aree | Chairman of the Risk Management Committee / Independent Director /
Member of the Investment Committee |
| 5. Khun Komkai Tusaranont | Chairperson of the Good Corporate Governance Committee /
Independent Director / Member of the Audit Committee /
Member of the Risk Management Committee |
| 6. Khun Chai Sophonpanich | Director/ Member of the Nomination and Remuneration Committee |
| 7. Assoc.Prof. Damrong Thawesaengskulthai | Independent Director / Member of the Audit Committee /
Member of the Good Corporate Governance Committee |
| 8. Khun Ruchanee Nopmuang | Director / Member of the Nomination and Remuneration Committee |
| 9. Khun Savitri Ramayarupa | Director / Executive Director |
| 10. Khun Pojjanee Kongkalai | Director |
| 11. Khun Naoki Ban | Director |
| 12. Khun Kazuhide Toda | Director |
| 13. Khun Takeshi Fukuda | Director / Executive Director/Member of the Risk Management
Committee / Member of the Nomination and Remuneration
Committee / Member of the Good Corporate Governance Committee |
| 14. Khun Chone Sophonpanich | Director / Executive Director/Member of the Investment Committee /
President |

Director (s) in Absence

- | | |
|---------------------------|------------------------------|
| 1. Khun Prapaivan Limsong | Unable to attend the meeting |
|---------------------------|------------------------------|

Management in Attendance

- | | |
|----------------------------------|---|
| 1. Khun Ruangsak Panyabodegun | Senior Executive Vice President, Marketing Division |
| 2. Khun Sanor Thampipattanakul | Senior Executive Vice President, Investment Division
and Company Secretary |
| 3. Khun Suchinda Lertkiatmongkol | Senior Vice President, Information Technology Division |
| 4. Khun Jaruan Limkhunnadhammo | Senior Vice President, Finance and Accounting Division |
| 5. Khun Oranuch Samranrit | Vice President, Life Operations Division |

Observers

- | | |
|------------------------------|--|
| 1. Khun Lertsak Suthampond | Legal Adviser, Kanung & Partners Law Offices Co.,Ltd. |
| 2. Khun Sirin Tuntipitukchot | Right Protection Volunteer, Thai Investors Association |

The meeting started at 09:17 hrs.

The Company Secretary explained the voting procedure on each agenda by playing an audio clip with the details as follows:

Voting Procedure

1. The meeting shall consider all agendas, following the order of the agendas presented in the invitation to the meeting. After each agenda is presented, the shareholders will be asked to raise any questions they may have and to cast their vote after. In the event that the shareholders or proxies would like to ask questions or express their opinions, they must raise their hands and state their full name first. Proxies must also state name of the shareholder whom they represent.
2. Each shareholder is entitled to one vote per share. If votes on a matter are equal, the Chairman shall have a second or casting vote.
3. The shareholders cannot divide their vote or cast partial vote.
4. In the event that the shareholders disapprove of an agenda or would like to abstain from voting, please tick 'disapprove' or 'abstain', and the Company's staff will collect the ballots. The Company will deduct such disapproval and abstention from the total eligible votes and assume the rest of the votes as approval of such agenda. If no objection to the result is raised by any shareholder, it shall be deemed that the meeting approves of such agenda.
5. The vote result of each agenda will be displayed on the screen for acknowledgement.

Presiding over the meeting, Chairman Choedchu Sophonpanich welcomed all shareholders and summarized number of shareholders who attended the meeting and were entitled to vote as follows:

Shareholders present in person:	114 persons, equal to	251,195,613 shares
Proxies:	468 persons, equal to	754,399,820 shares
Total:	582 persons, equal to	1,005,595,433 shares

They accounted for 82.9256% of the total shares sold which constituted a quorum, according to the Articles of Association. The Chairman then declared the meeting open in order to consider the following agendas:

Agenda 1: To Approve the Minutes of the 2014 Annual General Meeting of Shareholders

The Chairman proposed the meeting to certify the minutes of the 2014 Annual General Meeting of Shareholders. A copy of which was sent to all shareholders in advance along with the invitation to the meeting.

The Chairman subsequently gave the shareholders an opportunity to ask questions and provide comments. Since no questions were raised, he then proposed the meeting to vote on the resolution to approve the minutes of the 2014 Annual General Meeting of Shareholders.

Khun Sirin Tuntipitukchot Right Protection Volunteer	Regarding the vote results presented in the minutes, for agendas which require a majority vote to approve, the Company should not include abstentions when calculating the proportion of total votes. This is in accordance with the Public Limited Companies Act B.E.2535 (1992). She requested the Company to comply with it from this meeting onwards.
Khun Choedchu Sophonpanich Chairman	During the meeting, those who would like to abstain from voting should inform the Company, otherwise the number of votes would not correspond with the number of meeting attendees. The Company would take the suggestion into consideration and follow the regulation accordingly.

Resolution: The meeting by the majority of the total votes casted by shareholders present and entitled to vote resolved to approve the minutes of the 2014 Annual General Meeting of Shareholders, based on the following:

- Approval	1,046,617,822	votes, equal to	100.0000%
- Disapproval	0	votes, equal to	0.0000%
- Abstention	0	votes, equal to	0.0000%
Total	1,046,617,822	votes, equal to	100.0000%

Agenda 2: To Approve Interim Dividend Payment by Stock and Cash Dividends

On behalf of the Board of Directors, the Chairman proposed the meeting to approve the interim dividend payment for the operating period of January 1, 2014 - June 30, 2014 at the rate of baht 0.45 per share. The payment would be made in the forms of cash dividend at the rate of baht 0.05 per share and stock dividend at the rate of 5 existing shares to 2 new shares, equal to baht 0.40 per share. It is equivalent to 485,059,200 shares in total at par value of baht 1. If there is a fraction of shares, the Company will pay for that portion in cash at the rate of baht 0.40 per share. The remaining shares after the stock dividend is paid will be sold to Bangkok Life Assurance Pcl. Employee Provident fund at par value. The dividends to be paid shall be taken from retained earnings which are taxed at 30% until they are used up. Then the remaining dividend payout shall be taken from retained earnings which are taxed at 25%. The record date for determining the shareholders who are entitled to receive the stock and cash dividend payment will be on October 10, 2014 and the book closing date will be on October 13, 2014. The dividend payment will be made on October 21, 2014.

The Chairman subsequently provided an opportunity for the shareholders to raise questions or give comments which are as follows:

Khun Tong-in Sang-ngam Proxy	Why does the Company have to seek approval from the shareholders' meeting in paying an interim dividend? Is this rate of dividend payment in compliance with the Articles of Association or not?
---------------------------------	--

<p>Khun Chone Sophonpanich President</p>	<p>Because the dividend will be paid in the form of common stock, the Company has to seek approval from the shareholders' meeting. According to the Company's dividend payment policy for one-year period, the Company shall pay no less than 25% of net profit as dividend. This dividend payment is equal to 43% of net profit.</p>
<p>Khun Somkiat Promrat Shareholder</p>	<p>By what amount will this stock dividend payment cause the Company's stock price to drop? At what percentage?</p>
<p>Khun Chone Sophonpanich President</p>	<p>The stock price will change proportionately in relation to shares which increase. The shareholders' equity will remain the same after the cash dividend at the rate of baht 0.05 baht is paid. However, there are also other factors which can affect stock prices such as market expectations and situations and so on.</p>
<p>Khun Prawit Wirojwongchai Shareholder</p>	<p>What is the reason for paying stock dividend? Does the level of capital adequacy ratio depend on the Company's registered capital?</p>
<p>Khun Chone Sophonpanich President</p>	<p>The Company needs to maintain its capital adequacy ratio in an appropriate level in order to cope with changing circumstances in the future. In particular, the Office of Insurance Commission (OIC) is now considering imposing a stricter regulation, RBC Phase II. In addition, the ratio needs to be maintained for future interest rate fluctuations. Currently, the Company's capital adequacy ratio is lower than other leading life insurers in the industry. Shareholders' equity is also an important factor contributing to the level of capital adequacy ratio.</p>
<p>Khun Anu Wongsarnkij Shareholder</p>	<p>Why will there be remaining shares after the dividend is paid? Has the Company ever sold the remaining shares to Bangkok Life Assurance Pcl Employee Provident Fund?</p>
<p>Khun Chone Sophonpanich President</p>	<p>There will be remaining shares as some shareholders will not receive dividend for the entire number of shares they hold. The Company will add up all fractions of shares, which will probably not be in a large number. Then this portion of shares will be sold to Bangkok Life Assurance Pcl Employee Provident Fund at par value of baht 1.</p>

Resolution: The meeting by the majority of the total votes casted by shareholders present and entitled to vote resolved to approve the interim dividend payment in stock and cash dividends, based on the following votes:

- Approval	1,041,318,627	votes, equal to	99.4829%
- Disapproval	5,412,400	votes, equal to	0.5171%
- Abstention	0	votes, equal to	0.0000%
Total	1,046,731,027	votes, equal to	100.0000%

Agenda 3: To Approve Increase of Registered Capital

The Chairman declared that in order to correspond with the resolution to pay the interim dividend by means of stock dividend and to have room for warrant exercises, the meeting was proposed to approve an increase of the Company's registered capital from formerly 1,220,000,000 baht to 1,708,000,000 baht by issuing 488,000,000 new shares at par value of baht 1 per share. 485,059,200 shares are for the interim dividend payment in the form of stock dividend; the other 2,940,800 shares are reserved for warrant exercises.

The Chairman subsequently provided an opportunity for the shareholders to raise questions or give comments which are presented as follows:

Khun Narumit Tangsuan, accompanying Thai Investors Association's representative	After this dividend payment, will the Company's capital adequacy ratio be in a sufficient level?
Khun Chone Sophonpanich President	The main factors which affect the capital adequacy ratio are interest rate and OIC regulations. The RCB Phase II which is going to be imposed has not been finalized. Once it is, the Company will be able to set target for its capital adequacy ratio.
Khun Anu Wongsarnkij Shareholder	How does the Company allocate ESOP warrant for employees?
Khun Chone Sophonpanich President	The Company allocates ESOP warrant for staff and management, considering key criteria which are employees' position, importance of their roles, and performance.

Resolution: The meeting, by more than three-fourths of shareholders present and entitled to vote resolved to approve the increase of registered capital based on following votes:

- Approval	1,041,346,427	votes, equal to	99.4829%
- Disapproval	5,412,400	votes, equal to	0.5171%
- Abstention	0	votes, equal to	0.0000%
Total	1,046,758,827	votes, equal to	100.0000%

Agenda 4: To Approve Amendment of Company's Memorandum

The Chairman declared that in order to correspond with the resolution to increase the Company's registered capital, the meeting was proposed to approve an amendment on the Company's memorandum, clause 4 as follows:

Present information:

Clause 4: Registered capital	1,220,000,000	baht	(one billion two hundred twenty million baht)
Divided into	1,220,000,000	shares	(one billion two hundred twenty million shares)
Par value per share	1	baht	(one baht)
Divided into:			
Ordinary shares	1,220,000,000	shares	(one billion two hundred twenty million shares)
Preferred shares	-	shares	(zero)

To be amended as follows:

Clause 4: Registered capital 1,708,000,000 baht (one billion seven hundred and eight million baht)
 Divided into 1,708,000,000 shares (one billion seven hundred and eight million shares)
 Par value per share 1 baht (one baht)
 Divided into:
 Ordinary shares 1,708,000,000 shares (one billion seven hundred and eight million shares)
 Preferred shares - shares (zero)

The Chairman subsequently gave the shareholders an opportunity to ask questions and provide comments. Since no questions were raised, he then proposed the meeting to vote on the resolution to approve the amendment of the Company's memorandum.

Resolution: The meeting, by more than three-fourths of shareholders present and entitled to vote resolved to approve the amendment of the Company's memorandum based on following votes:

- Approval	1,046,329,927	votes, equal to	99.9590%
- Disapproved	428,900	votes, equal to	0.0410%
- Abstained	0	votes, equal to	0.0000%
Total	1,046,758,827	votes, equal to	100.0000%

Agenda 5: Other Matters (if any)

The Chairman provided the shareholders an opportunity to raise questions and comments which are presented as follows:

- Khun Worapoj Chanyangyuen
Shareholder
1. Why does the Company set its reserve considerably lower than other companies?
 2. Does the Company have to increase its capital in the future?
 3. The Company's profit in Q2/2014 dropped considerably as a result of setting aside the reserve. How many more quarters will this situation impact the Company?
 4. During the first half of this year, the Company focused on selling endowment products through bancassurance channel which required the Company to set high reserve. Now the Company has a plan to focus more on long-term products which can help reducing the reserve level. However, this type of products is difficult to sell through bancassurance. Is the agent channel ready to compete with other companies which place their emphasis on protection products? Will bancassurance, the Company's main channel, be able to support protection products' sale?

- Khun Chone Sophonpanich
President
1. Life policy reserve is controlled by the regulator's and accounting standards. The Company cannot choose to set it in a high or low level. The information shown in the presentation slide is capital adequacy ratio. OIC requires the minimum level at 140%. The Company's capital adequacy ratio as of June 30, 2014 is 239% which is sufficient for future interest rate fluctuations even though it is lower than other leading companies.
 2. Currently the Company's registered capital is adequate to some degree. However, the Company intends to strengthen its capital level so as to handle changing circumstances in the future, especially changing OIC regulations or RBC Phase II and interest rate fluctuations. In addition, it also depends on the Company's ability to adjust its product mix.
 3. Profit in Q2/2014 decreased mainly because of the interest rate decrease. It caused the Company to set aside additional life policy reserve. There is an unbalance in the accounting standard. For assets, the value recorded is based on the original cost, while that of liabilities is marked-to-market when the interest rate dramatically drops. If the accounting standard records marked-to-market value of both sides, it will considerably minimize the impact.
 4. For bancassurance, the Company sells credit protection products, but it is difficult to sell individual protection products such as whole life which is more suitable for agent channel. For agent channel, the Company has tried to develop it continually in order to enhance its competitiveness.
- Khun Anu Wongsarnkij
Shareholder
- After the political situation appears to have eased, and the new government takes office, is there any new project to boost the life insurance market?
- Khun Chone Sophonpanich
President
- The Company still follows OIC development plan. The Thai Life Assurance Association has continually coordinated collaboration in the industry in order to work jointly to improve the business.

During the meeting more shareholders registered to attend the meeting, making the total number of 141 attending shareholders and 488 proxies, totaling 629 persons. These attendees represented 1,047,317,827 shares or 83.3662% of the total shares sold.

No other matters were raised. The Chairman thanked all shareholders for joining the meeting and declared the meeting closed at 10.05 hrs.



(Mr. Choedchu Sophonpanich)
Chairman



(Mr. Sanor Thampipattanakul)
Company secretary

Articles of association of the Company related with Shareholders' Meeting

Chapter 5 : Shareholders' Meeting

45. The board of directors shall hold an Annual Ordinary General Meeting within 4 (four) months from the end of the Company' fiscal period. Other Meetings shall be called Extra-Ordinary Shareholders' Meeting.

The board of directors may call for an Extra Ordinary Shareholders' Meeting at any time it deems appropriate; or when there is a request by shareholders representing at least one-fifth of the total issued shares; or when at least 25 (twenty five) shareholders, holding not less than the aggregate number of one-tenth of the total issued Shares, request the board for a General Meeting. However, the reason for requesting a meeting must be specified in such written request. The board of directors shall hold a meeting within 1 (one) month from the date of request by the shareholders.

46. In calling for General Meetings, the board of directors shall issue a notice specifying the place, the date and the time of the meeting, the agenda and the nature of the business to be transacted together with the appropriate details. Such a notice must be given to the shareholders and the registrar not later than 7 (seven) days prior to the date of the meeting, and published in a newspaper for 3 (three) days consecutively at least 3 (three) days prior to the date of the meeting.

47. Any General Meeting shall require a quorum of at least 25 (twenty five) shareholders or their proxies (if any) attending the meeting or at least half of the shareholders holding at least one-third of the total issued shares.

In the case where one hour after the meeting time has lapsed, a quorum has not been constituted, and if the meeting has been called at the shareholders' request, the meeting shall be cancelled. If the meeting has not been called for at the shareholders' request, another meeting shall be fixed and the notice of the meeting shall be sent to the shareholders 7 (seven) days prior to the meeting. A quorum at the latter meeting is not required.

48. The chairman of the board shall be chairman of the General Meeting. If the chairman is not present at the meeting or is unable to perform duties, the vice chairman shall preside at the meeting. If there is no vice chairman or he/she is unable to perform duties, the shareholders attending the meeting shall elect one of the other shareholders to be the chairman at the meeting.

Every shareholder shall have one vote for each share of which he/she is the holder.

The voting shall take place openly, unless a secret ballot is requested by not less than 5 shareholders and it is approved at the meeting. The method of secret ballot shall be decided by the chairman of the meeting.

49. Resolutions of the shareholders shall consist of the following:
- 49.1 In normal circumstances, a simple majority vote of the shareholders attending. In the case of a tied vote, the chairman shall have the casting vote.
 - 49.2 In the following cases, three-fourth of the total votes represented by all the shareholders attending:
 - (a) Sale or transfer of part or the whole of any essential part of the business of the Company
 - (b) Purchase or receipt of transfer of any other Company's business to the Company
 - (c) Execution, amendment or termination involving lease of part or the whole of an essential part of the business of the Company; assignment of management of the Company by third party, merger with the purpose of sharing profit and loss
 - (d) Amendment of the Company's memorandum or articles of association
 - (e) Increase or decrease the capital of the Company or issuance of the debenture or convertible debenture, issuance of preferred stock or convertible preferred stock, issuance of other securities prescribed by law relating to the securities and exchange, issuance of warrant
 - (f) Amalgamation or winding up of the Company
50. Ordinary meetings shall usually be summoned for the purpose of :
- 50.1 Reviewing the report of the board of directors covering work done during the previous financial period
 - 50.2 Considering approval of the balance sheet and income statement
 - 50.3 Reviewing payment of dividend
 - 50.4 Electing new directors in place of those who must retire
 - 50.5 Appointing auditors and fix their remuneration
 - 50.6 Transacting other business

**Conditions, Rules and Procedures in Attending the Meeting,
Authorization and Voting**

1. Authorization

In case of any shareholder is unable to personally attend the Meeting, such shareholder can consider to authorize other person or independent director of the company as his proxy to attend the Meeting and vote in the Meeting on his behalf whereby the company must deliver either Power of Attorney Form "A", "B" or "C" as prescribed by Department of Business Development, Ministry of Commerce (Attachment 5).

In this regard, in case of the shareholder who is foreign investor, has appointed the custodian in Thailand to be the depository and oversee his shares, is able to select to use either Power of Attorney Form "A", "B" or "C", For other shareholders can use only either "A" of "B" form as the company shall deliver Power of Attorney Form "A", "B" or "C" together with this notice or may be loaded at website: www.bangkoklife.com

1. Authorization other person to be the proxy
 - 1.1 The Authorizer must authorize only one proxy to attend the Meeting and Vote but cannot separate number of shares to several proxies to separately vote.
 - 1.2 The Authorizer is required to complete details on Power of Attorney which must be completely and correctly signed by both Authorizer and proxy.
 - 1.3 The proxy must submit Power of Attorney to the company's officer at the Meeting place before the proxy shall attend the Meeting.
 - 1.4 The shareholder shall use either only Power of Attorney Form "A" or "B".
2. Authorization the independent director to be the proxy

The Authorizer is able to authorize independent director of the company as a proxy to attend and vote in the Meeting by specifying name and details of such independent director of the company as **Dr.Siri Ganjarende, Chairman of the Nominating and Remuneration Committee, Independent Director and Executive Director, 66 years of age, residing at House No. 44/2, Moo 6, Bang Waek Road, Bang Phai Sub-district, Bang Khae District, Bangkok Metropolis 10160.** The authorizer is required to complete all details and sign on Power of Attorney, then put in the envelop of business reply service, seal and send via post with not require to affix the stamp to:-

The Company Secretary
Bangkok Life Assurance PCL.
23/115-121- Royal City Avenue, Rama 9 Road,
Bangkapi Sub-district, Huay Kwang District,
Bangkok 10310

Before the Meeting date or to give to the person duly appointed by the Board before the commencement of the Meeting in order that the company can take related action as you required.

2. Registration and presentation of document before attending the Meeting

The company shall starts to examine the completeness and correctness of documents for the Meeting and open for registration since 12.00 a.m. onwards at conference room, 7th floor, of the head office of Bangkok Life Assurance PCL. , No. 23/115-121, Royal City Avenue, Rama 9 Road, Bangkok Sub-district, Huay Kwang District, Bangkok Metropolis, according to the location map attached herewith. (Attachment 6).

The participants must present the following documents for registration before the Meeting (as the case may be).

1. In case of ordinary person

- 1.1 In case of the shareholder personally attends the Meeting, please present document issued by government authority contained with photograph of the shareholder which is still valid, i.e. Identification Card, Driving License or Passport. In case of change of name or surname, related evidences are also required.
- 1.2 In case of the proxy authorized his proxy to attend the Meeting
 1. Power of Attorney only either form of attachment (Attachment 5), duly completely and correctly completed and signature of the Authorizer and proxy with 20 baht duty stamp affixed.
 2. Photocopy of documents issued by government authority containing details as mentioned in 1.1 above and signed to certify true copy by the Authorizer.
 3. Document issued by government authority of the proxy duly contained with details according to clause 1.1 above.

2. In case of shareholder who is juristic person

- 2.1 In case of the shareholder's authorized person shall personally attend the Meeting.
 1. Document issued by government authority of the Agent according to the details in clause 1.1 above.
 2. Photocopy of juristic person registration certificate of the shareholders duly signed to certify true cop by representative of juristic person which its contents to illustrated that the proxy is authorized to act on behalf of juristic person who is shareholder.
- 2.2 In case of the shareholder had assigned the proxy to attend the Meeting
 1. Power of Attorney (Attachment 5) either type, fully and correctly complete and signed by the Authorizer and proxy with 20 bath duty stamp affixed.
 2. Certificate of juristic person registration certificate duly certified true copy by the representative with statement that the juristic person representative who singed in Power of Attorney is authorized to act on behalf of juristic person who is the shareholder.
 3. Document issued by government authority of the proxy duly contained with details according to clause 1.1 above

3. The non-Thai shareholders or juristic person duly organized according to foreign law.

Document in clause 1 and clause 2 must be prepared and presented in case of being Non-Thai shareholder or participant of the Meeting or juristic person duly organized according to foreign law, as the case may be, as follows:-

- 3.1 Such juristic person certificate may be document issued by the government in the country where such juristic person is located or by officer of such juristic person. In this regard, the certificate must contain details about name of juristic person, name of person duly authorized to sign on behalf of the juristic person or condition or restriction of power in signing document and address of the head office.
- 3.2 Document in any language other than Thai must be attached with Thai translation duly signed to certify correct translation by the representative of such juristic person.

3. Voting and vote counting

The Chairman notifies voting and vote counting method for the Meeting before enter into the Meeting agenda.

3.1 Voting

- 3.1.1 Unless otherwise stipulated herein by law, vote counting is based on 1 share 1 vote. In case of equal votes, the Chairman shall have separate 1 final vote.
- 3.1.2 Voting could not be separated nor partial votes.
- 3.1.3 Voting in each agenda, the Chairman shall ask member in the Meeting to hand up that whether there is any object nor suspend vote.
- 3.1.4 Any shareholder who had authorized the proxy to attend the Meeting on his behalf and the Proxy shall vote according to the intention of the shareholder who register to attend the Meeting who disagrees or suspends vote to deduct from total number of share of the attendant entitled to join and vote in each agenda.

3.2 Vote counting

- 3.2.1 Vote counting in each agenda, the company shall count vote of shareholders in the Meeting and shareholders who appointed the proxy as recorded by the company in advance. While the proxy who registered to attend the Meeting votes to disagree and suspends vote were deducted from total number of shares of the person who attend and is entitled to vote in each agenda.
- 3.2.2 The Chairman shall inform the Meeting about result of vote in each agenda after voting in each agenda were completed by separating the vote to agreed, disagreed and suspension of vote and calculate as percentage.

**Profile of Independent Director Appointed to be Proxy of Shareholders
not available to be present in the Meeting**

Name – Surname Dr. Siri Ganjarerndee

Age 66 Years

Nationality Thai



Address: No. 44/2, Moo 6, Bang Waek Road, Bang Phai Sub-district,
Bang Khae District, Bangkok Metropolis 10160

Position in Company Chairman of Nominating and Remuneration Committee /
Independent Director / Executive Director / Investment Committee

Educational background

1975 Ph.D., Monetary Economics and Econometrics & Operations Research, Monash University,
Australia
1972 M.Ec., Economic Statistics and Monetary Economics, University of Sydney, Australia
1970 B.Ec. (Hons.), Economic Statistics, University of Sydney, Australia

Training of the Director Program

2007 Certificate of Executive Program, Capital Market Academy, Class 5/2007
2005 Certificate of Audit Committee Program (ACP), Class of 6/2005,
Thai Institute of Directors Association
2005 Certificate of Directors Accreditation Program (DAP), Class 4/2003,
Thai Institute of Directors Association
2003 Certificate of Directors Accreditation Program (DAP), Class of 4/2003,
Thai Institute of Directors Association
1995 Certificate of Advanced Management Program, Class 113/1995, Harvard Business School

Work Experiences in present

August 2013 - Present Member of the Investment Committee, Bangkok Life Assurance Public Company Limited
2010 - present Chairman of the Nominating and Remuneration Committee,
Bangkok Life Assurance Public Company Limited
2003 - present Executive Director, Bangkok Life Assurance Public Company Limited
1999 - present Independent Director, Bangkok Life Assurance Public Company Limited
2011 - present Chairman of the Risk Management Committee, Bank of Thailand
2010 - present Member of the Public Sector Development Sub-Commission in Public Finance and
Budgeting System Improvement, Bank of Thailand

2010 - present	Independent Director and Member of Nomination, Compensation and Corporate Governance Committee, Indorama Ventures Public Company Limited
2009 - present	Expert Director, Bank of Thailand
2009 - present	Member, Financial Institutions Policy Committee (FIPC), Bank of Thailand
2007 - present	Director, Member of the Audit Committee, Nominating Committee and Compensation Committee, Thoresen Thai Agencies Public Company Limited
2003 - present	Member of the subcommittee for agreement drafting and evaluating state enterprises, State Enterprise Policy Office, Ministry of Finance
2003 - present	Director, Member of the Audit Committee and Compensation Committee, Chairman of the Board of Investments, TRIS Corporation Ltd.
2000 - present	Independent Director and Chairman of the Audit Committee, Member of Nominating and Remuneration Committee, Post Publishing Public Company Limited
2000 - present	Vice President and Chairman of the Audit Committee, Thai Vegetable Oil Public Company Limited

Share Holding - None -

Meeting Attendance in 2013

- Board of Directors' Meeting 6/6
- Executive Board Meeting 11/11
- Nominating and Remuneration Committee 4/4
- Investment Committee 3/4

The interest in the agenda - None -

Proxy Form

Proxy Assignment

If shareholders are unable to attend the Extraordinary Shareholders' Meeting No. 2/2557, the shareholder may assign the Independent Director of the Company, profile as shown in Attachment 4, or an individual as the proxy to attend the meeting and cast vote by choosing one of the following three proxy forms;

1. Form A: General Proxy Form
2. Form B: Specific Proxy Form
3. Form C: Partial Proxy Form (for foreign shareholders who authorize the Custodian in Thailand)

Proxy form (A)
(General Proxy Form)

Duty stamp 20 Baht

Made at

Date..... MonthYear.....

(1) I/We.....NationalityResiding at No. Road.....
Sub district.....District Province Postal Code

(2) as a shareholder of **Bangkok Life Assurance Public Company Limited**
holding a total amount of shares, and is entitled to cast votes
Ordinary shareshares, and is entitled to cast votes
Preferred share..... shares, and is entitled to cast votes

(3) hereby appoint

(1) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

(2) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

(3) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

Only one of above is assigned as my/our proxy to attend and vote in the Extraordinary Shareholders' Meeting No. 2/2557 on Friday, December 12, 2014 at 1.30 p.m. at the auditorium on the 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No.23/115-121 Royal City Avenue, Rama 9 Road, Bangkok, Huay kwang, Bangkok or at any adjournment thereof to any other date, time and venue.

Any act (s) undertaken by the Proxy at such meeting shall be deemed as my/our own act (s) in every respect.

Signed Grantor
(.....)

Signed.....Proxy
(.....)

Signed.....Proxy
(.....)

Signed.....Proxy
(.....)

Remarks: A shareholder assigning a proxy can authorize only on proxy to attend the meeting and cast the votes on his/her/their behalf and all votes of a shareholder cannot be split for more than one proxy.

Proxy form (B)
(Specific Proxy Form)

Duty stamp 20 Baht

Made at
Date..... MonthYear.....

(1) I/We.....NationalityResiding at No. Road.....
Sub district.....District Province Postal Code

(2) as a shareholder of **Bangkok Life Assurance Public Company Limited**
holding a total amount of shares, and is entitled to cast votes
Ordinary shareshares, and is entitled to cast votes
Preferred share..... shares, and is entitled to cast votes

(3) hereby appoint

(1) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

(2) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

(3) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

Only one of above is assigned as my/our proxy to attend and vote in the Extraordinary Shareholders' Meeting No. 2/2557 on Friday, December 12, 2014 at 1.30 p.m. at the auditorium on the 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No.23/115-121 Royal City Avenue, Rama 9 Road, Bangkok, Huay kwang, Bangkok or at any adjournment thereof to any other date, time and venue.

(4) I/We, hereby authorize the Proxy to vote on my/our behalf in this meeting as follows:

Agenda 1 To certify the Minutes of the Extraordinary Shareholders' Meeting No. 1/2557

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda 2 To approve the allotment of shares to reserve for dividend payment and exercise ESOP warrant as well as to allot the remaining shares from dividend payment

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

(5) The Proxy's voting on any matters that are not pursuant to what is specified in this Proxy Form is considered invalid and would not be regarded as a shareholders voting.

(6) In case that I/we do not express my/our intention to vote on a particular matter, or do not express my/our intention clearly, or in case that the Meeting considers and resolves matters other than those specified above, as well as the case that there is any amendment made or provision of additional facts, the Proxy is entitled to consider and vote on my/our behalf as the Proxy deems appropriate in all respects.

Any act (s) undertaken by the Proxy at such meeting shall be deemed as my/our own act (s) in every respect.

Signed Grantor
(.....)

Signed.....Proxy
(.....)

Signed.....Proxy
(.....)

Remarks

1. A shareholder assigning a proxy can authorize only on proxy to attend the meeting and cast the votes on his/her/their behalf and all votes of a shareholder cannot be split for more than one proxy.
2. Should the provisions prescribed above are not sufficient to cover all the Proxy's intentions; the Proxy may use the attached Annex to the Proxy Form B.

Annex to the Form of Proxy (Form B)

Grant of proxy as a shareholder of Bangkok Life Assurance Public Company Limited. At the Extraordinary Shareholders' Meeting No. 2/2557 on Friday, December 12, 2014 at 09.00 a.m. at the auditorium on the 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No.23/115-121 Royal City Avenue, Rama 9 Road, Bangkok, Huaykwang, Bangkok or at any adjournment thereof to any other date, time and venue.

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Proxy form (C)

(for foreign shareholders who authorize the Custodian in Thailand)

Duty stamp
20 Baht

Made at

Date..... MonthYear.....

(1) I/We.....NationalityResiding at No. Road.....
Sub district.....District Province Postal Code

As the Custodian of (Please specify the fund name / Shareholder name)

As a shareholder of **Bangkok Life Assurance Public Company Limited,**

holding a total amount of shares, and is entitled to cast votes

Ordinary shareshares, and is entitled to cast votes

Preferred share..... shares, and is entitled to cast votes

(2) hereby appoint

(1) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

(2) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

(3) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

Only one of above is assigned as my/our proxy to attend and vote in the Extraordinary Shareholders' Meeting No. 2/2557 on Friday, December 12, 2014 at 1.30 p.m. at the auditorium on the 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No.23/115-121 Royal City Avenue, Rama 9 Road, Bangkok, Huay kwang, Bangkok or at any adjournment thereof to any other date, time and venue.

(3) The number of votes for which I/We authorize the Proxy to vote in this meeting is

To authorize the Proxy to cast the votes pursuant to the total number of shares

To authorize the Proxy to cast the votes less than the total number of shares

Ordinary Shareshares, and is entitled to cast.....votes

Preference Share.....shares, and is entitled to cast.....votes

Total votes

(4) I/We, hereby authorize the Proxy to vote on my/our behalf in this meeting as follows:

Agenda 1 To certify the Minutes of the Extraordinary Shareholders' Meeting

No. 1/2557

(a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects

(b) The Proxy may consider the matters and vote on my/our behalf as follows:

Approve

Not Approve

Abstain

Agenda 2 To approve the allotment of shares to reserve for dividend payment and exercise ESOP warrant as well as to allot the remaining shares from dividend payment

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

(5) The Proxy’s voting on any matters that are not pursuant to what is specified in this Proxy Form is considered invalid and would not be regarded as a shareholders voting.

(6) In case that I/we do not express my/our intention to vote on a particular matter, or do not express my/our intention clearly, or in case that the Meeting considers and resolves matters other than those specified above, as well as the case that there is any amendment made or provision of additional facts, the Proxy is entitled to consider and vote on my/our behalf as the Proxy deems appropriate in all respects.

Any act (s) undertaken by the Proxy at such meeting shall be deemed as my/our own act (s) in every respect.

Signed Grantor
(.....)

Signed.....Proxy
(.....)

Signed.....Proxy
(.....)

Remarks

1. Only foreign shareholders as registered in the registration book who authorize the Custodian in Thailand use the Proxy form C.
2. Evidences to be enclosed with the proxy form are :
 - (1) Letter of attorney form shareholder authorizes a custodian to sign the Proxy Form on behalf of the shareholder.
 - (2) Letter of certification to certify that the signer in the Proxy Form have a permit to act as a Custodian.
3. The shareholder assigning a proxy must authorize only one proxy to attend the meeting and cast the votes on his/her/their behalf and all votes of such shareholder cannot be split for more than one proxy.
4. Should the provisions prescribed above are not sufficient to cover all the Proxy’s intentions; the Proxy may use the attached Annex to the Proxy Form C.

Annex to the Form of Proxy (Form C)

Grant of proxy as a shareholder of Bangkok Life Assurance Public Company Limited. At the Extraordinary Shareholders' Meeting No. 2/2557 on Friday, December 12, 2014 at 1.30 p.m. at the auditorium on the 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No.23/115-121 Royal City Avenue, Rama 9 Road, Bangkapi, Huaykwang, Bangkok or at any adjournment thereof to any other date, time and venue.

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda.....Subject.....

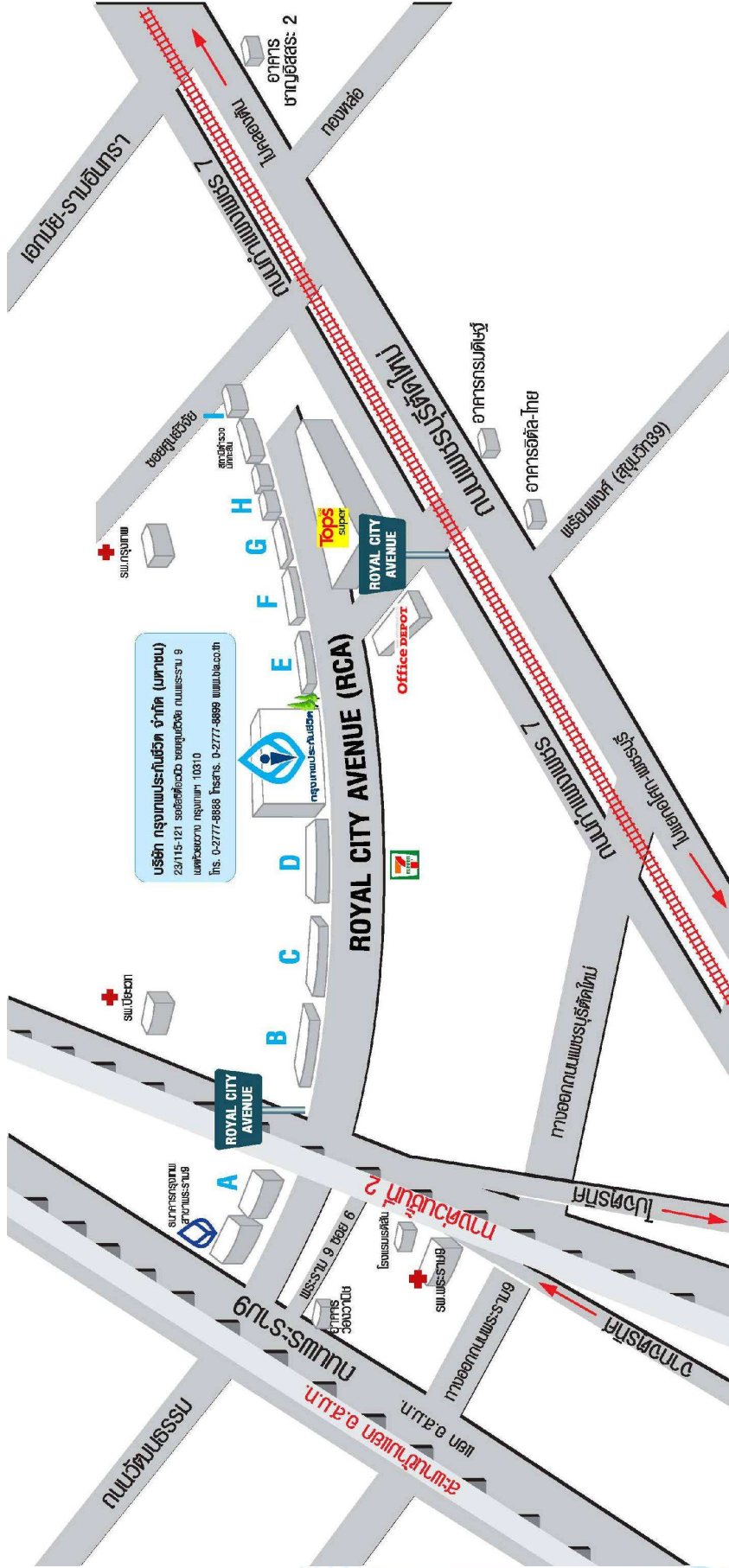
- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain



Map of the Annual General Meeting of Shareholders Venue



Traveling Route

1. By Bus

- Rama 9 Road Bus, Number 137, 168, 517, 551
- Petchaburi Road Bus, Number 11, 23, 60, 72, 93, 113, 206, 512

2. By MRT

- Get off at Petchaburi, Exit Asoke-Dindang

Note : for more information of traveling to Bangkok Life Assurance Plc. please dial 0 2777 8000

(Translation)

Invitation Letter

The Extraordinary Shareholders' Meeting







No. 2/2557

on Friday, December 12, 2014

1.30 P.M.

**At the auditorium on 7th floor, Head Office, Bangkok Life Assurance PCL.
23/115-121, Royal City Avenue, Rama 9 Road, Bangkok, Huaykwang, Bangkok**

CONTENTS

	page
Documents for the Extraordinary Shareholders' Meeting No. 2/2557	
 A Copy of the minutes of the Extraordinary Shareholders' Meeting No. 1/2557	5
 Articles of Association relating to the Shareholders' Meeting	12
 Conditions, Rules and Procedures in Attending the Meeting, Proxy and Voting	14
 List of Independent Director for proxy case	17
 Proxy form A, B and C	19
 Map of the Shareholders' Meeting venue	27

(Translation)

REF. BLA 47/2557

November 17, 2014

Subject: Notice of the Extraordinary Shareholders' Meeting No. 2/2557

To: Shareholders of the Company

Attachment: 1) A Copy of the minutes of the Extraordinary Shareholders' Meeting No. 1/2557
2) Articles of Association relating to the shareholders' meeting
3) Conditions, Rules and Procedures in Attending the Meeting, Proxy and Voting
4) List of Independent Directors for proxy case
5) Proxy Form, A, B and C
6) Map of the Shareholders' Meeting venue
7) The prepaid envelope

The Board of Directors of Bangkok Life Assurance Public Company Limited has resolved to summon the Extraordinary Shareholders' Meeting No. 2/2557 **on Friday, December 12, 2014, at 1.30 p.m., at the auditorium on the 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No. 23/115-121, Royal City Avenue, Rama 9 Road, Bangkok, Huaykwang, Bangkok, to consider matters according to the following agendas:-**

Agenda 1: To certify the Minutes of Extraordinary Shareholders' Meeting No. 1/2557

Objective and Rationale: The company held the Extraordinary Shareholders' Meeting No. 1/2557, on Thursday 25, September 2014 and the Minutes of the Meeting has been recorded and posted on the Company's website, according to the details appeared in Attachment 1.

The Board of Directors' opinion: The Minutes of Meeting had been properly recorded and proposed for the endorsement in the Shareholders' Meeting.

Voting: To approve this matter, a resolution must be passed by a majority of the shareholders who attended the meeting and are entitled to vote.

Agenda 2: To approve the allotment of shares to reserve for stock dividend payment and exercise ESOP warrant as well as to allot the remaining shares from dividend payment

Objective and Rationale: The Board of Directors' Meeting No. 6/2557 had resolved to propose the Extraordinary Shareholders' Meeting No. 2/2557 to approve the allotment of shares to reserve for dividend payment and exercise ESOP warrant as well as to allot the remaining shares from dividend payment.

The Board of Directors' opinion: To propose the Extraordinary Shareholders' Meeting No. 2/2557 to approve reducing shares reserved for warrant exercises by 40,800 shares and adding shares reserved for the stock dividend payment by 40,800 shares. In addition, the Board proposes to allot the remaining 2,775,075 shares from the stock dividend payment for approval. 2,775,000 shares will be offered through private placement at the price of not lower than 90% of the average closing price 7 business days prior to the offer date and the balance of 75 shares will be offered to Bangkok Life Assurance Public Company Limited Employee Provident Fund at par value.

Voting: To approve this matter, a resolution must be passed by not less than three-fourths of votes of shareholders who attended the meeting and are entitled to vote.

Record date for the right to attend the meeting is on November 17, 2014. The closing date of the register book for preparing list of the eligible shareholders under Section 225 of the Securities and Exchange Act is on November 18, 2014.

This is to cordially invite all shareholders to please attend the meeting according to the date, time and place as mentioned above. Should you be unable to attend the meeting, please appoint other person or independent director of the company as your proxy. The profile of independent director who can be appointed as the proxy is appeared in Attachment 4.

Enclosed please find the proxy form A, B and C as appeared in Attachment 5. Please select one type of the forms, fill up all details, sign and deliver to the company, together with all relevant supporting documents, prior to the meeting date. Prepaid envelope is attached herewith for your convenience (Please deliver the proxy form at least 1 day prior to the meeting date).

Yours sincerely,



(Mr.Sanor Thampipattanakul)
Company Secretary

Investor Relations Section

Tel: 0 2777 8681, 0 2777 8672

Fax: 0 2777 8680

Note : Bangkok Life Assurance Public Co., Ltd. has posted the invitation letter of the Extraordinary Shareholders' Meeting No. 2/2557 on the company's website, www.bangkoklife.com

(Translation)

**Minutes of the Extraordinary Shareholders' Meeting No. 1/2557
of Bangkok Life Assurance Public Co., Ltd.**

Date, Time & Place

The meeting was held on Thursday, September 25, 2014, at 09.00 a.m., at the 7th floor auditorium, Head Office No. 23/115-121 Royal City Avenue, Rama 9 Road, Bangkok, Huaykwang, Bangkok.

Directors in Attendance

- | | |
|---|---|
| 1. Khun Choedchu Sophonpanich | Chairman / Chairman of the Executive Board of Directors /
Chairman of the Investment Committee |
| 2. Khun Sunthorn Arunanondchai | Chairman of the Audit Committee / Independent Director |
| 3. Dr. Siri Ganjarerndee | Chairman of the Nomination and Remuneration Committee /
Independent Director / Executive Director / Member of the Investment
Committee |
| 4. Khun Praphant Asava-aree | Chairman of the Risk Management Committee / Independent Director /
Member of the Investment Committee |
| 5. Khun Komkai Tusaranont | Chairperson of the Good Corporate Governance Committee /
Independent Director / Member of the Audit Committee /
Member of the Risk Management Committee |
| 6. Khun Chai Sophonpanich | Director/ Member of the Nomination and Remuneration Committee |
| 7. Assoc.Prof. Damrong Thawesaengskulthai | Independent Director / Member of the Audit Committee /
Member of the Good Corporate Governance Committee |
| 8. Khun Ruchanee Nopmuang | Director / Member of the Nomination and Remuneration Committee |
| 9. Khun Savitri Ramayarupa | Director / Executive Director |
| 10. Khun Pojjanee Kongkalai | Director |
| 11. Khun Naoki Ban | Director |
| 12. Khun Kazuhide Toda | Director |
| 13. Khun Takeshi Fukuda | Director / Executive Director/Member of the Risk Management
Committee / Member of the Nomination and Remuneration
Committee / Member of the Good Corporate Governance Committee |
| 14. Khun Chone Sophonpanich | Director / Executive Director/Member of the Investment Committee /
President |

Director (s) in Absence

- | | |
|---------------------------|------------------------------|
| 1. Khun Prapaivan Limsong | Unable to attend the meeting |
|---------------------------|------------------------------|

Management in Attendance

- | | |
|----------------------------------|---|
| 1. Khun Ruangsak Panyabodegun | Senior Executive Vice President, Marketing Division |
| 2. Khun Sanor Thampipattanakul | Senior Executive Vice President, Investment Division
and Company Secretary |
| 3. Khun Suchinda Lertkiatmongkol | Senior Vice President, Information Technology Division |
| 4. Khun Jaruan Limkhunnadhammo | Senior Vice President, Finance and Accounting Division |
| 5. Khun Oranuch Samranrit | Vice President, Life Operations Division |

Observers

- | | |
|------------------------------|--|
| 1. Khun Lertsak Suthampond | Legal Adviser, Kanung & Partners Law Offices Co.,Ltd. |
| 2. Khun Sirin Tuntipitukchot | Right Protection Volunteer, Thai Investors Association |

The meeting started at 09:17 hrs.

The Company Secretary explained the voting procedure on each agenda by playing an audio clip with the details as follows:

Voting Procedure

1. The meeting shall consider all agendas, following the order of the agendas presented in the invitation to the meeting. After each agenda is presented, the shareholders will be asked to raise any questions they may have and to cast their vote after. In the event that the shareholders or proxies would like to ask questions or express their opinions, they must raise their hands and state their full name first. Proxies must also state name of the shareholder whom they represent.
2. Each shareholder is entitled to one vote per share. If votes on a matter are equal, the Chairman shall have a second or casting vote.
3. The shareholders cannot divide their vote or cast partial vote.
4. In the event that the shareholders disapprove of an agenda or would like to abstain from voting, please tick 'disapprove' or 'abstain', and the Company's staff will collect the ballots. The Company will deduct such disapproval and abstention from the total eligible votes and assume the rest of the votes as approval of such agenda. If no objection to the result is raised by any shareholder, it shall be deemed that the meeting approves of such agenda.
5. The vote result of each agenda will be displayed on the screen for acknowledgement.

Presiding over the meeting, Chairman Choedchu Sophonpanich welcomed all shareholders and summarized number of shareholders who attended the meeting and were entitled to vote as follows:

Shareholders present in person:	114 persons, equal to	251,195,613 shares
Proxies:	468 persons, equal to	754,399,820 shares
Total:	582 persons, equal to	1,005,595,433 shares

They accounted for 82.9256% of the total shares sold which constituted a quorum, according to the Articles of Association. The Chairman then declared the meeting open in order to consider the following agendas:

Agenda 1: To Approve the Minutes of the 2014 Annual General Meeting of Shareholders

The Chairman proposed the meeting to certify the minutes of the 2014 Annual General Meeting of Shareholders. A copy of which was sent to all shareholders in advance along with the invitation to the meeting.

The Chairman subsequently gave the shareholders an opportunity to ask questions and provide comments. Since no questions were raised, he then proposed the meeting to vote on the resolution to approve the minutes of the 2014 Annual General Meeting of Shareholders.

Khun Sirin Tuntipitukchot Right Protection Volunteer	Regarding the vote results presented in the minutes, for agendas which require a majority vote to approve, the Company should not include abstentions when calculating the proportion of total votes. This is in accordance with the Public Limited Companies Act B.E.2535 (1992). She requested the Company to comply with it from this meeting onwards.
Khun Choedchu Sophonpanich Chairman	During the meeting, those who would like to abstain from voting should inform the Company, otherwise the number of votes would not correspond with the number of meeting attendees. The Company would take the suggestion into consideration and follow the regulation accordingly.

Resolution: The meeting by the majority of the total votes casted by shareholders present and entitled to vote resolved to approve the minutes of the 2014 Annual General Meeting of Shareholders, based on the following:

- Approval	1,046,617,822	votes, equal to	100.0000%
- Disapproval	0	votes, equal to	0.0000%
- Abstention	0	votes, equal to	0.0000%
Total	1,046,617,822	votes, equal to	100.0000%

Agenda 2: To Approve Interim Dividend Payment by Stock and Cash Dividends

On behalf of the Board of Directors, the Chairman proposed the meeting to approve the interim dividend payment for the operating period of January 1, 2014 - June 30, 2014 at the rate of baht 0.45 per share. The payment would be made in the forms of cash dividend at the rate of baht 0.05 per share and stock dividend at the rate of 5 existing shares to 2 new shares, equal to baht 0.40 per share. It is equivalent to 485,059,200 shares in total at par value of baht 1. If there is a fraction of shares, the Company will pay for that portion in cash at the rate of baht 0.40 per share. The remaining shares after the stock dividend is paid will be sold to Bangkok Life Assurance Pcl. Employee Provident fund at par value. The dividends to be paid shall be taken from retained earnings which are taxed at 30% until they are used up. Then the remaining dividend payout shall be taken from retained earnings which are taxed at 25%. The record date for determining the shareholders who are entitled to receive the stock and cash dividend payment will be on October 10, 2014 and the book closing date will be on October 13, 2014. The dividend payment will be made on October 21, 2014.

The Chairman subsequently provided an opportunity for the shareholders to raise questions or give comments which are as follows:

Khun Tong-in Sang-ngam Proxy	Why does the Company have to seek approval from the shareholders' meeting in paying an interim dividend? Is this rate of dividend payment in compliance with the Articles of Association or not?
---------------------------------	--

<p>Khun Chone Sophonpanich President</p>	<p>Because the dividend will be paid in the form of common stock, the Company has to seek approval from the shareholders' meeting. According to the Company's dividend payment policy for one-year period, the Company shall pay no less than 25% of net profit as dividend. This dividend payment is equal to 43% of net profit.</p>
<p>Khun Somkiat Promrat Shareholder</p>	<p>By what amount will this stock dividend payment cause the Company's stock price to drop? At what percentage?</p>
<p>Khun Chone Sophonpanich President</p>	<p>The stock price will change proportionately in relation to shares which increase. The shareholders' equity will remain the same after the cash dividend at the rate of baht 0.05 baht is paid. However, there are also other factors which can affect stock prices such as market expectations and situations and so on.</p>
<p>Khun Prawit Wirojwongchai Shareholder</p>	<p>What is the reason for paying stock dividend? Does the level of capital adequacy ratio depend on the Company's registered capital?</p>
<p>Khun Chone Sophonpanich President</p>	<p>The Company needs to maintain its capital adequacy ratio in an appropriate level in order to cope with changing circumstances in the future. In particular, the Office of Insurance Commission (OIC) is now considering imposing a stricter regulation, RBC Phase II. In addition, the ratio needs to be maintained for future interest rate fluctuations. Currently, the Company's capital adequacy ratio is lower than other leading life insurers in the industry. Shareholders' equity is also an important factor contributing to the level of capital adequacy ratio.</p>
<p>Khun Anu Wongsarnkij Shareholder</p>	<p>Why will there be remaining shares after the dividend is paid? Has the Company ever sold the remaining shares to Bangkok Life Assurance Pcl Employee Provident Fund?</p>
<p>Khun Chone Sophonpanich President</p>	<p>There will be remaining shares as some shareholders will not receive dividend for the entire number of shares they hold. The Company will add up all fractions of shares, which will probably not be in a large number. Then this portion of shares will be sold to Bangkok Life Assurance Pcl Employee Provident Fund at par value of baht 1.</p>

Resolution: The meeting by the majority of the total votes casted by shareholders present and entitled to vote resolved to approve the interim dividend payment in stock and cash dividends, based on the following votes:

- Approval	1,041,318,627	votes, equal to	99.4829%
- Disapproval	5,412,400	votes, equal to	0.5171%
- Abstention	0	votes, equal to	0.0000%
Total	1,046,731,027	votes, equal to	100.0000%

Agenda 3: To Approve Increase of Registered Capital

The Chairman declared that in order to correspond with the resolution to pay the interim dividend by means of stock dividend and to have room for warrant exercises, the meeting was proposed to approve an increase of the Company's registered capital from formerly 1,220,000,000 baht to 1,708,000,000 baht by issuing 488,000,000 new shares at par value of baht 1 per share. 485,059,200 shares are for the interim dividend payment in the form of stock dividend; the other 2,940,800 shares are reserved for warrant exercises.

The Chairman subsequently provided an opportunity for the shareholders to raise questions or give comments which are presented as follows:

Khun Narumit Tangsuan, accompanying Thai Investors Association's representative	After this dividend payment, will the Company's capital adequacy ratio be in a sufficient level?
Khun Chone Sophonpanich President	The main factors which affect the capital adequacy ratio are interest rate and OIC regulations. The RCB Phase II which is going to be imposed has not been finalized. Once it is, the Company will be able to set target for its capital adequacy ratio.
Khun Anu Wongsarnkij Shareholder	How does the Company allocate ESOP warrant for employees?
Khun Chone Sophonpanich President	The Company allocates ESOP warrant for staff and management, considering key criteria which are employees' position, importance of their roles, and performance.

Resolution: The meeting, by more than three-fourths of shareholders present and entitled to vote resolved to approve the increase of registered capital based on following votes:

- Approval	1,041,346,427	votes, equal to	99.4829%
- Disapproval	5,412,400	votes, equal to	0.5171%
- Abstention	0	votes, equal to	0.0000%
Total	1,046,758,827	votes, equal to	100.0000%

Agenda 4: To Approve Amendment of Company's Memorandum

The Chairman declared that in order to correspond with the resolution to increase the Company's registered capital, the meeting was proposed to approve an amendment on the Company's memorandum, clause 4 as follows:

Present information:

Clause 4: Registered capital	1,220,000,000	baht	(one billion two hundred twenty million baht)
Divided into	1,220,000,000	shares	(one billion two hundred twenty million shares)
Par value per share	1	baht	(one baht)
Divided into:			
Ordinary shares	1,220,000,000	shares	(one billion two hundred twenty million shares)
Preferred shares	-	shares	(zero)

To be amended as follows:

Clause 4: Registered capital 1,708,000,000 baht (one billion seven hundred and eight million baht)
 Divided into 1,708,000,000 shares (one billion seven hundred and eight million shares)
 Par value per share 1 baht (one baht)
 Divided into:
 Ordinary shares 1,708,000,000 shares (one billion seven hundred and eight million shares)
 Preferred shares - shares (zero)

The Chairman subsequently gave the shareholders an opportunity to ask questions and provide comments. Since no questions were raised, he then proposed the meeting to vote on the resolution to approve the amendment of the Company's memorandum.

Resolution: The meeting, by more than three-fourths of shareholders present and entitled to vote resolved to approve the amendment of the Company's memorandum based on following votes:

- Approval	1,046,329,927	votes, equal to	99.9590%
- Disapproved	428,900	votes, equal to	0.0410%
- Abstained	0	votes, equal to	0.0000%
Total	1,046,758,827	votes, equal to	100.0000%

Agenda 5: Other Matters (if any)

The Chairman provided the shareholders an opportunity to raise questions and comments which are presented as follows:

- Khun Worapoj Chanyangyuen
Shareholder
1. Why does the Company set its reserve considerably lower than other companies?
 2. Does the Company have to increase its capital in the future?
 3. The Company's profit in Q2/2014 dropped considerably as a result of setting aside the reserve. How many more quarters will this situation impact the Company?
 4. During the first half of this year, the Company focused on selling endowment products through bancassurance channel which required the Company to set high reserve. Now the Company has a plan to focus more on long-term products which can help reducing the reserve level. However, this type of products is difficult to sell through bancassurance. Is the agent channel ready to compete with other companies which place their emphasis on protection products? Will bancassurance, the Company's main channel, be able to support protection products' sale?

- Khun Chone Sophonpanich
President
1. Life policy reserve is controlled by the regulator's and accounting standards. The Company cannot choose to set it in a high or low level. The information shown in the presentation slide is capital adequacy ratio. OIC requires the minimum level at 140%. The Company's capital adequacy ratio as of June 30, 2014 is 239% which is sufficient for future interest rate fluctuations even though it is lower than other leading companies.
 2. Currently the Company's registered capital is adequate to some degree. However, the Company intends to strengthen its capital level so as to handle changing circumstances in the future, especially changing OIC regulations or RBC Phase II and interest rate fluctuations. In addition, it also depends on the Company's ability to adjust its product mix.
 3. Profit in Q2/2014 decreased mainly because of the interest rate decrease. It caused the Company to set aside additional life policy reserve. There is an unbalance in the accounting standard. For assets, the value recorded is based on the original cost, while that of liabilities is marked-to-market when the interest rate dramatically drops. If the accounting standard records marked-to-market value of both sides, it will considerably minimize the impact.
 4. For bancassurance, the Company sells credit protection products, but it is difficult to sell individual protection products such as whole life which is more suitable for agent channel. For agent channel, the Company has tried to develop it continually in order to enhance its competitiveness.
- Khun Anu Wongsarnkij
Shareholder
- After the political situation appears to have eased, and the new government takes office, is there any new project to boost the life insurance market?
- Khun Chone Sophonpanich
President
- The Company still follows OIC development plan. The Thai Life Assurance Association has continually coordinated collaboration in the industry in order to work jointly to improve the business.

During the meeting more shareholders registered to attend the meeting, making the total number of 141 attending shareholders and 488 proxies, totaling 629 persons. These attendees represented 1,047,317,827 shares or 83.3662% of the total shares sold.

No other matters were raised. The Chairman thanked all shareholders for joining the meeting and declared the meeting closed at 10.05 hrs.



(Mr. Choedchu Sophonpanich)
Chairman



(Mr. Sanor Thampipattanakul)
Company secretary

Articles of association of the Company related with Shareholders' Meeting

Chapter 5 : Shareholders' Meeting

45. The board of directors shall hold an Annual Ordinary General Meeting within 4 (four) months from the end of the Company' fiscal period. Other Meetings shall be called Extra-Ordinary Shareholders' Meeting.

The board of directors may call for an Extra Ordinary Shareholders' Meeting at any time it deems appropriate; or when there is a request by shareholders representing at least one-fifth of the total issued shares; or when at least 25 (twenty five) shareholders, holding not less than the aggregate number of one-tenth of the total issued Shares, request the board for a General Meeting. However, the reason for requesting a meeting must be specified in such written request. The board of directors shall hold a meeting within 1 (one) month from the date of request by the shareholders.

46. In calling for General Meetings, the board of directors shall issue a notice specifying the place, the date and the time of the meeting, the agenda and the nature of the business to be transacted together with the appropriate details. Such a notice must be given to the shareholders and the registrar not later than 7 (seven) days prior to the date of the meeting, and published in a newspaper for 3 (three) days consecutively at least 3 (three) days prior to the date of the meeting.

47. Any General Meeting shall require a quorum of at least 25 (twenty five) shareholders or their proxies (if any) attending the meeting or at least half of the shareholders holding at least one-third of the total issued shares.

In the case where one hour after the meeting time has lapsed, a quorum has not been constituted, and if the meeting has been called at the shareholders' request, the meeting shall be cancelled. If the meeting has not been called for at the shareholders' request, another meeting shall be fixed and the notice of the meeting shall be sent to the shareholders 7 (seven) days prior to the meeting. A quorum at the latter meeting is not required.

48. The chairman of the board shall be chairman of the General Meeting. If the chairman is not present at the meeting or is unable to perform duties, the vice chairman shall preside at the meeting. If there is no vice chairman or he/she is unable to perform duties, the shareholders attending the meeting shall elect one of the other shareholders to be the chairman at the meeting.

Every shareholder shall have one vote for each share of which he/she is the holder.

The voting shall take place openly, unless a secret ballot is requested by not less than 5 shareholders and it is approved at the meeting. The method of secret ballot shall be decided by the chairman of the meeting.

49. Resolutions of the shareholders shall consist of the following:
- 49.1 In normal circumstances, a simple majority vote of the shareholders attending. In the case of a tied vote, the chairman shall have the casting vote.
 - 49.2 In the following cases, three-fourth of the total votes represented by all the shareholders attending:
 - (a) Sale or transfer of part or the whole of any essential part of the business of the Company
 - (b) Purchase or receipt of transfer of any other Company's business to the Company
 - (c) Execution, amendment or termination involving lease of part or the whole of an essential part of the business of the Company; assignment of management of the Company by third party, merger with the purpose of sharing profit and loss
 - (d) Amendment of the Company's memorandum or articles of association
 - (e) Increase or decrease the capital of the Company or issuance of the debenture or convertible debenture, issuance of preferred stock or convertible preferred stock, issuance of other securities prescribed by law relating to the securities and exchange, issuance of warrant
 - (f) Amalgamation or winding up of the Company
50. Ordinary meetings shall usually be summoned for the purpose of :
- 50.1 Reviewing the report of the board of directors covering work done during the previous financial period
 - 50.2 Considering approval of the balance sheet and income statement
 - 50.3 Reviewing payment of dividend
 - 50.4 Electing new directors in place of those who must retire
 - 50.5 Appointing auditors and fix their remuneration
 - 50.6 Transacting other business

**Conditions, Rules and Procedures in Attending the Meeting,
Authorization and Voting**

1. Authorization

In case of any shareholder is unable to personally attend the Meeting, such shareholder can consider to authorize other person or independent director of the company as his proxy to attend the Meeting and vote in the Meeting on his behalf whereby the company must deliver either Power of Attorney Form "A", "B" or "C" as prescribed by Department of Business Development, Ministry of Commerce (Attachment 5).

In this regard, in case of the shareholder who is foreign investor, has appointed the custodian in Thailand to be the depository and oversee his shares, is able to select to use either Power of Attorney Form "A", "B" or "C", For other shareholders can use only either "A" of "B" form as the company shall deliver Power of Attorney Form "A", "B" or "C" together with this notice or may be loaded at website: www.bangkoklife.com

1. Authorization other person to be the proxy
 - 1.1 The Authorizer must authorize only one proxy to attend the Meeting and Vote but cannot separate number of shares to several proxies to separately vote.
 - 1.2 The Authorizer is required to complete details on Power of Attorney which must be completely and correctly signed by both Authorizer and proxy.
 - 1.3 The proxy must submit Power of Attorney to the company's officer at the Meeting place before the proxy shall attend the Meeting.
 - 1.4 The shareholder shall use either only Power of Attorney Form "A" or "B".
2. Authorization the independent director to be the proxy

The Authorizer is able to authorize independent director of the company as a proxy to attend and vote in the Meeting by specifying name and details of such independent director of the company as **Dr.Siri Ganjarende, Chairman of the Nominating and Remuneration Committee, Independent Director and Executive Director, 66 years of age, residing at House No. 44/2, Moo 6, Bang Waek Road, Bang Phai Sub-district, Bang Khae District, Bangkok Metropolis 10160.** The authorizer is required to complete all details and sign on Power of Attorney, then put in the envelop of business reply service, seal and send via post with not require to affix the stamp to:-

The Company Secretary
Bangkok Life Assurance PCL.
23/115-121- Royal City Avenue, Rama 9 Road,
Bangkapi Sub-district, Huay Kwang District,
Bangkok 10310

Before the Meeting date or to give to the person duly appointed by the Board before the commencement of the Meeting in order that the company can take related action as you required.

2. Registration and presentation of document before attending the Meeting

The company shall starts to examine the completeness and correctness of documents for the Meeting and open for registration since 12.00 a.m. onwards at conference room, 7th floor, of the head office of Bangkok Life Assurance PCL. , No. 23/115-121, Royal City Avenue, Rama 9 Road, Bangkok Sub-district, Huay Kwang District, Bangkok Metropolis, according to the location map attached herewith. (Attachment 6).

The participants must present the following documents for registration before the Meeting (as the case may be).

1. In case of ordinary person

- 1.1 In case of the shareholder personally attends the Meeting, please present document issued by government authority contained with photograph of the shareholder which is still valid, i.e. Identification Card, Driving License or Passport. In case of change of name or surname, related evidences are also required.
- 1.2 In case of the proxy authorized his proxy to attend the Meeting
 1. Power of Attorney only either form of attachment (Attachment 5), duly completely and correctly completed and signature of the Authorizer and proxy with 20 baht duty stamp affixed.
 2. Photocopy of documents issued by government authority containing details as mentioned in 1.1 above and signed to certify true copy by the Authorizer.
 3. Document issued by government authority of the proxy duly contained with details according to clause 1.1 above.

2. In case of shareholder who is juristic person

- 2.1 In case of the shareholder's authorized person shall personally attend the Meeting.
 1. Document issued by government authority of the Agent according to the details in clause 1.1 above.
 2. Photocopy of juristic person registration certificate of the shareholders duly signed to certify true cop by representative of juristic person which its contents to illustrated that the proxy is authorized to act on behalf of juristic person who is shareholder.
- 2.2 In case of the shareholder had assigned the proxy to attend the Meeting
 1. Power of Attorney (Attachment 5) either type, fully and correctly complete and signed by the Authorizer and proxy with 20 bath duty stamp affixed.
 2. Certificate of juristic person registration certificate duly certified true copy by the representative with statement that the juristic person representative who singed in Power of Attorney is authorized to act on behalf of juristic person who is the shareholder.
 3. Document issued by government authority of the proxy duly contained with details according to clause 1.1 above

3. The non-Thai shareholders or juristic person duly organized according to foreign law.

Document in clause 1 and clause 2 must be prepared and presented in case of being Non-Thai shareholder or participant of the Meeting or juristic person duly organized according to foreign law, as the case may be, as follows:-

- 3.1 Such juristic person certificate may be document issued by the government in the country where such juristic person is located or by officer of such juristic person. In this regard, the certificate must contain details about name of juristic person, name of person duly authorized to sign on behalf of the juristic person or condition or restriction of power in signing document and address of the head office.
- 3.2 Document in any language other than Thai must be attached with Thai translation duly signed to certify correct translation by the representative of such juristic person.

3. Voting and vote counting

The Chairman notifies voting and vote counting method for the Meeting before enter into the Meeting agenda.

3.1 Voting

- 3.1.1 Unless otherwise stipulated herein by law, vote counting is based on 1 share 1 vote. In case of equal votes, the Chairman shall have separate 1 final vote.
- 3.1.2 Voting could not be separated nor partial votes.
- 3.1.3 Voting in each agenda, the Chairman shall ask member in the Meeting to hand up that whether there is any object nor suspend vote.
- 3.1.4 Any shareholder who had authorized the proxy to attend the Meeting on his behalf and the Proxy shall vote according to the intention of the shareholder who register to attend the Meeting who disagrees or suspends vote to deduct from total number of share of the attendant entitled to join and vote in each agenda.

3.2 Vote counting

- 3.2.1 Vote counting in each agenda, the company shall count vote of shareholders in the Meeting and shareholders who appointed the proxy as recorded by the company in advance. While the proxy who registered to attend the Meeting votes to disagree and suspends vote were deducted from total number of shares of the person who attend and is entitled to vote in each agenda.
- 3.2.2 The Chairman shall inform the Meeting about result of vote in each agenda after voting in each agenda were completed by separating the vote to agreed, disagreed and suspension of vote and calculate as percentage.

**Profile of Independent Director Appointed to be Proxy of Shareholders
not available to be present in the Meeting**

Name – Surname Dr. Siri Ganjarerndee

Age 66 Years

Nationality Thai



Address: No. 44/2, Moo 6, Bang Waek Road, Bang Phai Sub-district,
Bang Khae District, Bangkok Metropolis 10160

Position in Company Chairman of Nominating and Remuneration Committee /
Independent Director / Executive Director / Investment Committee

Educational background

1975 Ph.D., Monetary Economics and Econometrics & Operations Research, Monash University,
Australia
1972 M.Ec., Economic Statistics and Monetary Economics, University of Sydney, Australia
1970 B.Ec. (Hons.), Economic Statistics, University of Sydney, Australia

Training of the Director Program

2007 Certificate of Executive Program, Capital Market Academy, Class 5/2007
2005 Certificate of Audit Committee Program (ACP), Class of 6/2005,
Thai Institute of Directors Association
2005 Certificate of Directors Accreditation Program (DAP), Class 4/2003,
Thai Institute of Directors Association
2003 Certificate of Directors Accreditation Program (DAP), Class of 4/2003,
Thai Institute of Directors Association
1995 Certificate of Advanced Management Program, Class 113/1995, Harvard Business School

Work Experiences in present

August 2013 - Present Member of the Investment Committee, Bangkok Life Assurance Public Company Limited
2010 - present Chairman of the Nominating and Remuneration Committee,
Bangkok Life Assurance Public Company Limited
2003 - present Executive Director, Bangkok Life Assurance Public Company Limited
1999 - present Independent Director, Bangkok Life Assurance Public Company Limited
2011 - present Chairman of the Risk Management Committee, Bank of Thailand
2010 - present Member of the Public Sector Development Sub-Commission in Public Finance and
Budgeting System Improvement, Bank of Thailand

2010 - present	Independent Director and Member of Nomination, Compensation and Corporate Governance Committee, Indorama Ventures Public Company Limited
2009 - present	Expert Director, Bank of Thailand
2009 - present	Member, Financial Institutions Policy Committee (FIPC), Bank of Thailand
2007 - present	Director, Member of the Audit Committee, Nominating Committee and Compensation Committee, Thoresen Thai Agencies Public Company Limited
2003 - present	Member of the subcommittee for agreement drafting and evaluating state enterprises, State Enterprise Policy Office, Ministry of Finance
2003 - present	Director, Member of the Audit Committee and Compensation Committee, Chairman of the Board of Investments, TRIS Corporation Ltd.
2000 - present	Independent Director and Chairman of the Audit Committee, Member of Nominating and Remuneration Committee, Post Publishing Public Company Limited
2000 - present	Vice President and Chairman of the Audit Committee, Thai Vegetable Oil Public Company Limited

Share Holding - None -

Meeting Attendance in 2013

- Board of Directors' Meeting 6/6
- Executive Board Meeting 11/11
- Nominating and Remuneration Committee 4/4
- Investment Committee 3/4

The interest in the agenda - None -

Proxy Form

Proxy Assignment

If shareholders are unable to attend the Extraordinary Shareholders' Meeting No. 2/2557, the shareholder may assign the Independent Director of the Company, profile as shown in Attachment 4, or an individual as the proxy to attend the meeting and cast vote by choosing one of the following three proxy forms;

1. Form A: General Proxy Form
2. Form B: Specific Proxy Form
3. Form C: Partial Proxy Form (for foreign shareholders who authorize the Custodian in Thailand)

Proxy form (A)
(General Proxy Form)

Duty stamp 20 Baht

Made at
Date..... MonthYear.....

(1) I/We.....NationalityResiding at No. Road.....
Sub district.....District Province Postal Code

(2) as a shareholder of **Bangkok Life Assurance Public Company Limited**
holding a total amount of shares, and is entitled to cast votes
Ordinary shareshares, and is entitled to cast votes
Preferred share..... shares, and is entitled to cast votes

(3) hereby appoint

(1) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

(2) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

(3) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

Only one of above is assigned as my/our proxy to attend and vote in the Extraordinary Shareholders' Meeting No. 2/2557 on Friday, December 12, 2014 at 1.30 p.m. at the auditorium on the 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No.23/115-121 Royal City Avenue, Rama 9 Road, Bangkok, Huay kwang, Bangkok or at any adjournment thereof to any other date, time and venue.

Any act (s) undertaken by the Proxy at such meeting shall be deemed as my/our own act (s) in every respect.

Signed Grantor
(.....)

Signed.....Proxy
(.....)

Signed.....Proxy
(.....)

Signed.....Proxy
(.....)

Remarks: A shareholder assigning a proxy can authorize only on proxy to attend the meeting and cast the votes on his/her/their behalf and all votes of a shareholder cannot be split for more than one proxy.

Proxy form (B)
(Specific Proxy Form)

Duty stamp 20 Baht

Made at

Date..... MonthYear.....

(1) I/We.....NationalityResiding at No. Road.....
Sub district.....District Province Postal Code

(2) as a shareholder of **Bangkok Life Assurance Public Company Limited**
holding a total amount of shares, and is entitled to cast votes
Ordinary shareshares, and is entitled to cast votes
Preferred share..... shares, and is entitled to cast votes

(3) hereby appoint

(1) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

(2) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

(3) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

Only one of above is assigned as my/our proxy to attend and vote in the Extraordinary Shareholders' Meeting No. 2/2557 on Friday, December 12, 2014 at 1.30 p.m. at the auditorium on the 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No.23/115-121 Royal City Avenue, Rama 9 Road, Bangkok, Huay kwang, Bangkok or at any adjournment thereof to any other date, time and venue.

(4) I/We, hereby authorize the Proxy to vote on my/our behalf in this meeting as follows:

**Agenda 1 To certify the Minutes of the Extraordinary Shareholders' Meeting
No. 1/2557**

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda 2 To approve the allotment of shares to reserve for dividend payment and exercise ESOP warrant as well as to allot the remaining shares from dividend payment

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

(5) The Proxy's voting on any matters that are not pursuant to what is specified in this Proxy Form is considered invalid and would not be regarded as a shareholders voting.

(6) In case that I/we do not express my/our intention to vote on a particular matter, or do not express my/our intention clearly, or in case that the Meeting considers and resolves matters other than those specified above, as well as the case that there is any amendment made or provision of additional facts, the Proxy is entitled to consider and vote on my/our behalf as the Proxy deems appropriate in all respects.

Any act (s) undertaken by the Proxy at such meeting shall be deemed as my/our own act (s) in every respect.

Signed Grantor
(.....)

Signed.....Proxy
(.....)

Signed.....Proxy
(.....)

Remarks

1. A shareholder assigning a proxy can authorize only on proxy to attend the meeting and cast the votes on his/her/their behalf and all votes of a shareholder cannot be split for more than one proxy.
2. Should the provisions prescribed above are not sufficient to cover all the Proxy's intentions; the Proxy may use the attached Annex to the Proxy Form B.

Annex to the Form of Proxy (Form B)

Grant of proxy as a shareholder of Bangkok Life Assurance Public Company Limited. At the Extraordinary Shareholders' Meeting No. 2/2557 on Friday, December 12, 2014 at 09.00 a.m. at the auditorium on the 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No.23/115-121 Royal City Avenue, Rama 9 Road, Bangkok, Huaykwang, Bangkok or at any adjournment thereof to any other date, time and venue.

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Proxy form (C)

(for foreign shareholders who authorize the Custodian in Thailand)

Duty stamp
20 Baht

Made at

Date..... MonthYear.....

(1) I/We.....NationalityResiding at No. Road.....
Sub district.....District Province Postal Code

As the Custodian of (Please specify the fund name / Shareholder name)

As a shareholder of **Bangkok Life Assurance Public Company Limited,**

holding a total amount of shares, and is entitled to cast votes

Ordinary shareshares, and is entitled to cast votes

Preferred share..... shares, and is entitled to cast votes

(2) hereby appoint

(1) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

(2) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

(3) Name..... AgeResiding at No..... Road.....
Sub district.....District Province Postal Codeor

Only one of above is assigned as my/our proxy to attend and vote in the Extraordinary Shareholders' Meeting No. 2/2557 on Friday, December 12, 2014 at 1.30 p.m. at the auditorium on the 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No.23/115-121 Royal City Avenue, Rama 9 Road, Bangkok, Huay kwang, Bangkok or at any adjournment thereof to any other date, time and venue.

(3) The number of votes for which I/We authorize the Proxy to vote in this meeting is

To authorize the Proxy to cast the votes pursuant to the total number of shares

To authorize the Proxy to cast the votes less than the total number of shares

Ordinary Shareshares, and is entitled to cast.....votes

Preference Share.....shares, and is entitled to cast.....votes

Total votes

(4) I/We, hereby authorize the Proxy to vote on my/our behalf in this meeting as follows:

Agenda 1 To certify the Minutes of the Extraordinary Shareholders' Meeting

No. 1/2557

(a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects

(b) The Proxy may consider the matters and vote on my/our behalf as follows:

Approve

Not Approve

Abstain

Agenda 2 To approve the allotment of shares to reserve for dividend payment and exercise ESOP warrant as well as to allot the remaining shares from dividend payment

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
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(5) The Proxy’s voting on any matters that are not pursuant to what is specified in this Proxy Form is considered invalid and would not be regarded as a shareholders voting.

(6) In case that I/we do not express my/our intention to vote on a particular matter, or do not express my/our intention clearly, or in case that the Meeting considers and resolves matters other than those specified above, as well as the case that there is any amendment made or provision of additional facts, the Proxy is entitled to consider and vote on my/our behalf as the Proxy deems appropriate in all respects.

Any act (s) undertaken by the Proxy at such meeting shall be deemed as my/our own act (s) in every respect.

Signed Grantor
(.....)

Signed.....Proxy
(.....)

Signed.....Proxy
(.....)

Remarks

1. Only foreign shareholders as registered in the registration book who authorize the Custodian in Thailand use the Proxy form C.
2. Evidences to be enclosed with the proxy form are :
 - (1) Letter of attorney form shareholder authorizes a custodian to sign the Proxy Form on behalf of the shareholder.
 - (2) Letter of certification to certify that the signer in the Proxy Form have a permit to act as a Custodian.
3. The shareholder assigning a proxy must authorize only one proxy to attend the meeting and cast the votes on his/her/their behalf and all votes of such shareholder cannot be split for more than one proxy.
4. Should the provisions prescribed above are not sufficient to cover all the Proxy’s intentions; the Proxy may use the attached Annex to the Proxy Form C.

Annex to the Form of Proxy (Form C)

Grant of proxy as a shareholder of Bangkok Life Assurance Public Company Limited. At the Extraordinary Shareholders' Meeting No. 2/2557 on Friday, December 12, 2014 at 1.30 p.m. at the auditorium on the 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No.23/115-121 Royal City Avenue, Rama 9 Road, Bangkapi, Huaykwang, Bangkok or at any adjournment thereof to any other date, time and venue.

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
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Agenda.....Subject.....

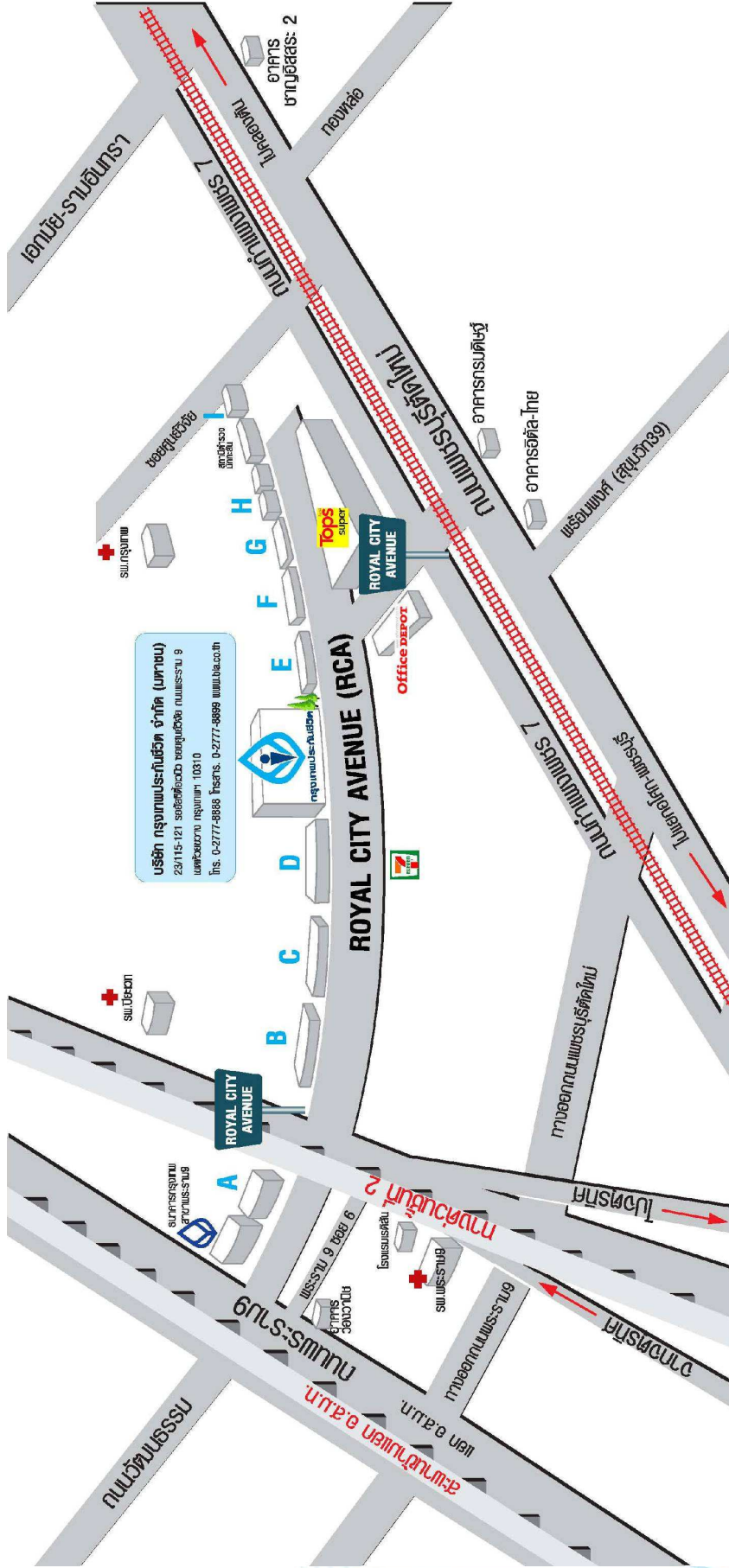
- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
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Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain



Map of the Annual General Meeting of Shareholders Venue



Traveling Route

1. By Bus

- Rama 9 Road Bus, Number 137, 168, 517, 551
- Petchaburi Road Bus, Number 11, 23, 60, 72, 93, 113, 206, 512

2. By MRT

- Get off at Petchaburi, Exit Asoke-Dindang

Note : for more information of traveling to Bangkok Life Assurance Plc. please dial 0 2777 8000