

(Translation)

Minutes of the 2016 Annual General Meeting of Shareholders

Bangkok Life Assurance Public Company Limited

On Tuesday, 26<sup>th</sup> April, 2016 at 09.00 hrs. 7<sup>th</sup> floor auditorium, Head Office

23/115-121 Royal City Avenue, Rama 9 Road, Bangkok, Huaykwang, Bangkok.

---

The meeting started at 09:10 hrs.

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

**Directors in Attendance**

1. Khun Choedchu Sophonpanich Chairman of the Board of Directors /  
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 Ganjarendee Chairman of the Nomination and Remuneration  
Committee / Executive Director/ Member of the Investment  
Committee / Independent Director
4. Khun Praphan Asava-aree Chairman of the Risk Management Committee/Member of  
the Investment Committee / Independent Director
5. Khun Komkai Tusaranont Chairperson of the Good Corporate Governance Committee /  
Member of the Audit Committee/Member of the Risk  
Management Committee / Independent Director
6. Assoc. Prof. Damrong Taweesangsakulthai Member of the Audit Committee /  
Independent Director/Member of the  
Good Corporate Governance Committee
7. Khun Ruchanee Nopmuang Director / Member of the Nomination and Remuneration  
Committee

- |                             |   |
|-----------------------------|---|
| 8. 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 |
| 9. Khun Yuichi Honda        | Director  |
| 10. Khun Kazuhide Toda      | Director  |
| 11. Khun Pojjanee Kongkalai | Director  |
| 12. Khun Prapaivan Limsong  | Director  |
| 13. Khun Savitri Ramyarupa  | Director / Executive Director   |
| 14. Khun Chone Sophonpanich | Director / Executive Director / Member of the Investment Committee / President  |

#### **Management in Attendance**

- |                                  |  |
|----------------------------------|--|
| 1. Khun Sanor Thampipattanakul   | Senior Executive Vice President, Investment Division and Company Secretary |
| 2. Khun Ruangsak Panyabodegun    | Senior Executive Vice President, Marketing Division                        |
| 3. Khun Suchinda Lertkiatmongkol | Senior Vice President, Information Technology Division                     |
| 4. Khun Jaruan Limkhunnadhammo   | Senior Vice President, Accounting and Finance Division                     |
| 5. Khun Oranuch Samranrit        | Vice President, Life Operations Division                                   |
| 6. Khun Komsorn Chonsuvarnavat   | Senior Vice President, Legal Office  |
| 7. Khun Suphaporn Tipfun         | Vice President, Compliance Office  |

#### **Auditor**

- |                        |                             |
|------------------------|-----------------------------|
| 1. Khun Nonglak Pumnoi | Auditor from EY Office Ltd. |
|------------------------|-----------------------------|

#### **Meeting and Voting Observers**

- |                            |   |
|----------------------------|---|
| 1. Khun Lertsak Suthampond | Legal Adviser, Kanung & Partners Law Offices Co.,Ltd.   |
| 2. Khun Siriporn Kattapong | Rights Protection Volunteer, Thai Investors Association |

### Voting Procedure

1. The meeting will 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 there is an equality of votes, the Chairman shall have a separate 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 the 'disapprove' or 'abstain' box, and the Company's staff will collect the ballot. 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 shareholders, it shall be deemed that the meeting approves of such agenda.
5. For the agenda of appointing directors, the Company will collect the ballots from all shareholders, regardless of their vote being approval, disapproval or abstention. The shareholders must tick either 'approve', 'disapprove' or 'abstain'. The Company's staff will collect all ballots and count the votes. For proxies who do not receive any ballots at the registration desk, it means that the shareholders they represent have already cast their vote in a proxy form, and the resolution will be in accordance with their vote stated in the proxy form.
6. The vote result of each agenda will be presented on the screen for acknowledgement.

The Company Secretary further explained that the Company had given an opportunity for minor shareholders to propose meeting agendas and candidates for the post of director from 1<sup>st</sup> October until 31<sup>st</sup> December, 2015 by informing them via the Stock Exchange of Thailand's electronic news and the Company's website. However, neither motions nor candidates were proposed. Then summarized the number of shareholders who attended the meeting and were entitled to vote as follows:

Attending shareholders	130, equal to	102,025,270 shares
Proxies	521, equal to	1,326,069,563 shares
Total	651, equal to	1,428,094,833 shares

They accounted for 83.7968% of the total shares sold of 1,704,235,820 which constituted a quorum, according to the Articles of Association. The Company Secretary then invited the Chairman, Mr. Choedchu Sophonpanich, to welcome all shareholders. The Chairman declared the meeting open in order to consider the following agendas:

**Agenda 1: To certify the Minutes of the Annual General Meeting of Shareholders 2015**

The Chairman proposed the meeting consider the minutes of the Annual General Meeting of Shareholders 2015. 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 voting on the resolution to approve the minutes of the Annual General Meeting of Shareholders 2015.

**Resolution:** The meeting by the majority of the total votes cast by the shareholders in present and entitled to vote resolved to approve the minutes of the Annual General Meeting of Shareholders 2015, based on the following result:

- Approval	1,428,090,813 votes, equal to	100.0000%
- Disapproval	0 votes, equal to	0.0000%
- Abstention	28,060 votes, equal to	0.0000%
Total	1,428,118,873 votes, equal to	100.0000%

**Agenda 2: To acknowledge the operating results for 2015**

The Chairman assigned President Chone Sophonpanich to report to the meeting on the Company's 2015 operating result. The details were as follows:

In 2015, the Company total premium was 44,840 million baht, declined by 13.5% for the previous year. As the company emphasized on a long-term insurance coverage. In order to create sustainable growth in the long term. This marketing strategy was in line with bottom line performance. First year premium exclude single premium was 9,083 million baht, growth by 80.7%,

while single premium was 4,544 million baht, declined by 67.6% from the previous year. The First year premium was 13,627 million baht, declined by 28.5%. Renewal year premium decreased, which mainly come from high number of policyholders due. Total premiums earned primarily from the banking channels accounted for 65.3 % of channels, agents and other channels accounted for 31.9 % and 2.9 % respectively.

For 2015 market share, the Company market share for total premium was 8.3%, ranked number 6<sup>th</sup>. First year premium's market share was 7.9%, ranked number 6<sup>th</sup> comparing to the industry.

Regarding expenditure, the Company managed its 2015 expenditure more efficiently, as well as the life policy reserve was 29,874 million baht, declined 26.8% from the previous year. It could be accounted for 67.6% of net premium in 2015, comparing to 79.8% of net premium in 2014. The main reason was from the changes in Reserve Assumptions and there were more long term policies sold in 2015.

Claims and benefits payments amounted to 15,390 million baht, a 24.3% increase over the previous year. There were 34.8% of net premium, which higher than the previous year 24.2% of net premium. The main reason was from the increase in Policy benefits payments amounted 14,150 million baht, increased 27.5%, which due to an increase of surrender benefits that rose more than 60%. Unlike benefit payment, Claims expenses were 1,240 million baht, decreased by 3.7% from 2014.

The total expenses for commissions, sales promotion and other underwriting expenses were 3,318 million baht – an increase of 5.5% from the previous year's, equal to 7.5% of the net premium. The reason for an increase in commission was from high margin of the policies sold in 2015 comparing to the low margin of single premium policies sold in 2014. Sale promotion was 436 million baht, increased 40.3% from the previous year, while the commission was 2,850 million baht, and increased 1.6%. Other underwriting expenses were 33 million baht, a slight increased by 13.8% over the previous year.

Operating expenses were 2,173 million baht, a 7.1% increase. The ratio of operating expenses to net premium rose to 4.9% from 4.0% in the previous year.

In 2015, the Company's total assets reached 249,577 million baht, a 15.8% increase from 2014. Whereas, the investment assets were 240,813 million baht, up 15.4%.

The Company's life policy reserve was 207,308 million baht, increased by 16.8% or 29,874 million baht from 2014. Shareholders' equity has grown continually to 26,998 million baht, increased by 5.5% or 1,419 million baht from 2014.

The Company emphasized to invest in reliable long-term and short-term bonds i.e. government bonds, state enterprise bonds. However, the Company also adjusted its investment portfolio in alignment with financial market circumstances. Investments in bonds were reduced, as well as increased to invest in unit trusts and REITs.

Investment income in 2015 grew by 9.9% from 10,326 million baht to 11,351 million baht which consisted of interest income summed 9,057 million baht, a 15.4% increase. Gain from trading securities was 1,180 million baht, decreased 22.1%. Dividend income increased by 15.8%, amounting to 1,114 million baht. The rate of return on investment was 5.03%.

Net profit for 2015 amounted to 4,113 million baht, a 55.1% decrease or by 1,461 million baht from the previous year. This was because the lower of reserve by 26.8% and higher of investment income from the previous year.

Comprehensive gain for 2016 dropped by 32.9%, amounting to 2,560 million baht. The ratio of comprehensive gain to income was 4.7%, decreased because the mark-to-market value of gain (loss) in available-for-sale securities decreased.

Regarding the Company value and new business, the Company continued to enhance its profitability and shareholders' equity. EV was 51,240 million baht, up 7.2%, equal to 30.07 baht per share. Value of New Business was 1,441 million baht, increased 26.1%, equal to 0.85 baht per share.

The CAR at the end of 2015 was 310%, higher than 140% OIC minimum requirement. It decreased from 409% in 2014 due to the assumptions reviewed from OIC's requirements on credit rating of foreign bonds and other risky assets. Moreover, the lower interest rate had effected to CAR.

In 2015, the Company still emphasized on “building financial stability through integrated financial planning and establishing life security along with wealth”, by customizing financial building plans suitable for customers’ financial status and value of life. The Company also provides the general public with knowledge on integrated financial planning through various activities. Moreover, the Company focused on elderly products and health products more in this year.

In terms of operations and management, the Company is determined to implement its policy on expanding services to other branches nationwide. The expanded services included policy issue, policy-related services, and claims. At the same time, the Company has also managed its branches, following the universal quality standards. During 2015, all branches have been certified by the ISO 9001:2008 standard. By given first priority to customers, the Company’s Call Center was granted the award of Services Excellence at Complaint Handling by Office of the Customer Protection Board for the second year.

The Company does not only focus on generating profit but also commits to operate on the ground of corporate social responsibility (CSR). In 2015, the Company supports organizing various activities under the 6 main concepts which are: Financial planning knowledge, Health promotion, Educational support, the Elderly health care support, Art and Cultural promotion and Environmental awareness for every Thai people in the society.

The Company is determined to develop its services continually. In 2015, it was granted various awards and certificates that reflected its business quality and operational standards as follows:

- Best Corporate Management award for 2014 – Second runner up.
- Thailand’s Top Corporate Brands 2015- The award was granted by National Research Council of Thailand for year 2014.
- Call Center Services Excellence at Complaint Handling for 2015 – The award was granted by Office of the Consumer Protection Board and the Management System Certification Institute.
- The 2015 Annual General Meeting of Shareholders was given 100 scores and was rated “excellent + deserve to be a role model” for the second year by the

Thai Investors Association, the Thai Listed Companies Association, and the Securities and Exchange Commission.

- The Company was given “4 stars” for corporate governance rating (CG rating) for the third consecutive year by the Institute of Directors (IOD).
- The Company was certified ISO/IEC 27001:2013- Information Security management system (ISMS) from BUREAU VERITAS THAILAND
- The Company was grant “ESG 100”, to be in the top 100 of the listed companies who were understanding on Environmental, Social and Governance (ESG).

For 2015, the Company emphasized on health protection plans and pension products as well as strengthen financial stabilities of Thai people. At the same time, the Company still puts the importance on agencies and financial advisors’ improvements. Including building strong relationship with customers and distribution channels by opening new channel such as an online channel in order to give back to society through 6 CSR concepts of activities as mentioned.

The Chairman gave the shareholders an opportunity to ask questions and give comments which were as follows:

**Resolution:** The meeting acknowledged the report on the Company’s operating result for 2015.

Shareholder  
(Khun Kittichai Taechangamlert)      What were the main reasons of the margin’s fluctuation and down trend in the past 2-3 years?

President  
(Khun Chone Sophonpanich)      Interest rates continued to decline which caused the accounting reserve to increase. Moreover, most of the company's assets are long-term bonds which are classified under “held to maturity”, so their increased value had not been adjusted when interest rates decrease. As a result, the Company’s profit and loss statement was volatile and did not reflect the true profitability.



Shareholder  
(Khun Kittichai Taechangamlert)

Why did sales promotion increase while premiums earned decreased?

President  
(Khun Chone Sophonpanich)

Commissions and sales promotions depended on types of products sold. Long-term products with good profitability are given higher sales promotion budget than are short-term endowment products, while premiums of short-term products are typically higher than those of long-term products. In 2015, the Company sold more long-term endowment and protection products than it did in 2014, and therefore sales promotion increased.

Shareholder  
(Khun Kittichai Taechangamlert)

Why did policy benefit payments largely increase in 2015? Did such increase cause the Company's market share to fall?

President  
(Khun Chone Sophonpanich)

Most policy benefit payments are according to insurance policy conditions. The payments increased according to the size of the business that was sold in the past but is still currently in force. In addition, 2015 had higher surrender benefit payments than usual, partly because of the economic conditions. The overall industry also showed higher surrenders. However, the falling market share has no connection with the increase in policy benefit payments but depends on the features of the products sold and the Company's strategy. The Company does not only focus on improving its market share but also tries to maintain the balance between market share and products' profitability.

Shareholder  
(Khun Kittichai Taechangamlert)      What is the Company's policy on increasing the agent channel's sales?

President  
(Khun Chone Sophonpanich)      The Company is well aware of the imbalance between the sales channels and continues to improve its agent channel. The importance is not only placed on the quantity but also the quality of agents. Agents will focus on protection products and riders.

**Agenda 3: To approve the Financial Statements for the year ended December 31, 2015.**

The Chairman assigned Mr.Sunthorn Arunanondchai, Chairman of the Audit Committee to report to the meeting on the financial statement ending 31 December, 2015 for the meeting's approval.

The Chairman of the Audit Committee proposed the financial statement ending 31 December, 2015 for the meeting to approve. The financial statement was audited by the Company's Audit Committee and certified by Mrs.Nonglak Pumnoi, Certified Public Accountant (Thailand) No. 4172 from EY Office Limited who provided an unqualified opinion for the Annual General Meeting of Shareholders' approval. The details of the financial statement ending 31 December, 2015.

The Chairman of the Board of Directors then gave shareholders the opportunity to ask questions or provide comments. However, no questions or comments were raised. He then proposed that the meeting vote on approving the financial statement ending 31 December 2015.

Rights Protection Volunteer,  
Thai Investors Association  
(Khun Siriporn Kattapong)      Would like to know more information on "Forward and Swap exchange contracts payables and Premium received for policies not yet approved" in the 2015 Annual Report, on page 170.

Head of Accounting & Finance  
Division  
(Khun Jaruwan Limkhunnadhammo)      Forward and Swap exchange contracts payables are the hedging contracts in order to prevent the currency rate risk that company had invested more on foreign bonds in 2015.

Whereas Premium received for policies not yet approved, are the policies that company had already received premiums but had not yet approve.

**Resolution:** The meeting by the majority of the total votes cast by shareholders present and entitled to vote resolved to approve the financial statement ending 31 December 2015 which was audited by the Company's Audit Committee and certified by Mrs.Nonglak Pumnoi, Certified Public Accountant (Thailand) No. 4172 from EY Office Limited who provided an unqualified opinion for the Annual General Meeting of Shareholders' approval. The votes were as follows:

- Approval	1,485,663,450 votes, equal to	100.0000%
- Disapproval	0 votes, equal to	0.0000%
- Abstention	28,060 votes, equal to	0.0000%
Total	1,485,691,510 votes, equal to	100.0000%

**Agenda 4: To approve the Appropriation of Profit and Dividend Payment for the Year 2015**

The Board deemed it appropriate to propose dividend payment for the operating period between 1 July, 2015 and 31 December, 2015, at the rate of 0.32 baht per share. Such dividend payment will be taken from retained earnings which are taxed at 25% on corporate income tax. However, the Company had paid an interim dividend at the rate of 0.32 baht per share. The total interim dividend payment was 544 million baht. Therefore, the Company will pay the shareholders the dividends for the 2015 operating result at the rate of 0.64 baht per share, total of 1,089 million baht. The record date will be on Thursday 12 May, 2016. The book-closing date will be on Friday 13 May, 2016.

The Chairman then gave shareholders the opportunity to ask questions or provide comments. However, no questions or comments were raised. He then proposed that the meeting vote on approving the profit allocation and dividend payment for 2015.

**Resolution:** The meeting by the majority approved the dividend payment for the operating period between 1 July, 2015 and 31 December, 2015 at the rate of 0.32 baht per share. Such dividend payment will be taken from retained earnings which are taxed

at 25% on corporate income tax. However, the Company had paid an interim dividend at the rate of 0.32 baht per share. The total interim dividend payment was 544 million baht. Therefore, the Company will pay the shareholders the dividends for the 2015 operating result at the rate of 0.64 baht per share, total of 1,089 million baht. The record date will be on Thursday 12 May, 2016. The book-closing date will be on Friday 13 May, 2016. The votes were as follows:

- Approval	1,485,716,850 votes, equal to	100.0000%
- Disapproval	0 votes, equal to	0.0000%
- Abstention	28,060 votes, equal to	0.0000%
Total	1,485,744,910 votes, equal to	100.0000%

**Agenda 5: To approve appointment of directors**

The Chairman assigned Mrs.Ruchanee Nopmuang, Member of the Nomination and Remuneration Committee to report to the meeting on the appointment of directors. The details were as follows:

The Member of the Nomination and Remuneration Committee explained to the meeting that according to the Articles of Association, Clause 24, one third or nearly one third of the directors have to vacate their post in each Annual General Meeting of Shareholders. This year, four directors are due to their retirement by rotation:

1. Mr. Siri Ganjarerndee Director / Chairman of the Nomination and Remuneration Committee / Executive Director / Member of the Investment Committee
2. Mrs. Komkai Thusaranon Director / Chair of the Good Corporate Governance Committee / Member of the Risk Management Committee / Member of the Audit Committee
3. Ms. Pochanee Kongkalai Director
4. Mr. 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

In compliance with the Good Corporate Governance Policy, the Company on its website invited shareholders to propose qualified candidates for the directorships and agendas for the 2016 Annual General Meeting between October 1, 2015 and December 31, 2015. However, neither candidates nor agendas were proposed. The Nomination and Remuneration Committee has taken into account the criteria and guidelines on selecting appropriate directors. The Committee was of the opinion that all directors are highly qualified to be re-appointed as Company's directors. They performed their duties well and contributed their efforts as a director and/or member of the sub-committees. Therefore, the Committee proposed to appoint 3 following directors who will retire by rotation for another term of office:

1. Mr. Siri Ganjarendee Director
2. Mrs. Komkai Thusaranon Director
3. Ms. Pochanee Kongkalai Director

In replacement of Mr. Takeshi Fukuda, the Nomination and Remuneration Committee proposed to appoint Mr. Masahiro Keno as Company's director.

Mr. Chai Sophonpanich resigned from his directorship on March 17, 2016, the Nomination and Remuneration Committee therefore proposed to appoint Mr. Panus Thiravanitkul to replace him.

Mr. Masahiro Keno graduated from Sophia University, majoring in law. He has a lot of work experience at Nippon Life, which is a well-known life insurance company in Japan for more than 20 years. He was responsible in many fields such as marketing field and also used to be a branch manager. He currently serves as Deputy General Manager of the International Planning & Operations Department.

Mr. Panus Thiravanitkul has a lot of experience especially in the insurance business for more than 20 years. He currently serves as the Chairman of Executive Committee and a Member of the good Corporate Governance Committee of Bangkok Insurance Public Company Limited.

The Chairman of the Board of Directors explained to the meeting that according to the Stock Exchange of Thailand's corporate governance principle, the Company will collect all ballots from all attending shareholders, regardless of their vote being approval, disapproval or abstention.

The Chairman gave the opportunity for the shareholders to ask questions and provide comments which were as follows:

Shareholder (Khun Kittichai Taechangamert) Mr. Kittichai suggested that the Company should consider the maximum term of office for independent directors for up to 2 terms only so that independent directors can perform their duties with true independence. This approach is also recommended by the Thai Institute of Directors.

President (Khun Chone Sophonpanich) The President thanked Mr. Kittichai for his suggestion and would take it into consideration.

**Resolution:** The meeting by the majority of the total votes cast by shareholders present and entitled to vote resolved to approve Mr. Siri Ganjarerndee to resume his director post for another term. The vote result was as follows:

- Approval	1,426,265,810 votes, equal to	99.9202%
- Disapproval	1,139,440 votes, equal to	0.0798%
- Abstention	931,200 votes, equal to	0.0000%
Total	1,428,336,450 votes, equal to	100.0000%

**Resolution:** The meeting by the majority of the total votes cast by shareholders present and entitled to vote resolved to approve Mrs. Komkai Thusaranon to resume her directorship for another term. The vote result was as follows:

- Approval	1,428,203,150 votes, equal to	99.9999%
- Disapproval	2,100 votes, equal to	0.0001%
- Abstention	132,200 votes, equal to	0.0000%
Total	1,428,337,450 votes, equal to	100.0000%

**Resolution:** The meeting by the majority of the total votes cast by shareholders present and entitled to vote resolved to approve Ms. Pochanee Kongkalai to resume her directorship for another term. The vote result was as follows:

- Approval	1,428,203,150	votes, equal to	99.9999%
- Disapproval	2,100	votes, equal to	0.0001%
- Abstention	132,200	votes, equal to	0.0000%
Total	1,428,337,450	votes, equal to	100.0000%

**Resolution:** The meeting by the majority of the total votes cast by shareholders present and entitled to vote resolved to approve Mr. Masahiro Keno as Company's director. The vote result was as follows:

- Approval	1,428,005,870	votes, equal to	99.9867%
- Disapproval	189,380	votes, equal to	0.0133%
- Abstention	132,200	votes, equal to	0.0000%
Total	1,428,327,450	votes, equal to	100.0000%

**Resolution:** The meeting by the majority of the total votes cast by shareholders present and entitled to vote resolved to approve Mr. Panus Thiravanitkull as Company's director. The vote result was as follows:

- Approval	1,428,193,570	votes, equal to	99.9998%
- Disapproval	2,380	votes, equal to	0.0002%
- Abstention	130,800	votes, equal to	0.0000%
Total	1,428,326,750	votes, equal to	100.0000%

**Agenda 6: To approve Director's Remuneration for 2016**

The Chairman assigned Dr. Siri Garnrajerndee, Chairman of the Nomination and Remuneration Committee to present to the meeting the 2016 directors' remuneration the following details:

The Chairman of the Nomination and Remuneration Committee presented that according to the Public Company Limited B.E. 2535, Section 90 and the Article of Association, Clause 44, it is stipulated that directors' remuneration must be approved by a shareholders' meeting. The Nomination and Remuneration Committee has considered the remuneration of directors and sub-

committees based on their knowledge, expertise, and suitability for duties, responsibility as well as the Company's business expansion and profit growth. The Committee proposed the remuneration in a sum of not exceeding baht 16,700,000 (sixteen million seven hundred thousand baht) for the Board of Directors to seek the Annual General Meeting of Shareholders' approval. The remuneration consists of:

Item	2016	2015	
	Proposed remuneration	Proposed remuneration	Actual remuneration
Directors' remuneration (Baht)	16,700,000	16,700,000	15,140,000

1. The meeting fee is 40,000 baht per person per meeting. The chairperson of each committee receives twice this amount.
2. Bonus is allocated by the Board of Directors as appropriate.
3. Directors who are an executive or employee of the Company shall not receive their remuneration as a director.

The Directors do not receive any remuneration other than what was previously mentioned. However, the Company has supported them to fully perform their duties by providing a Directors and Officers Liability insurance policy, the cost of which is paid by the Company.

The Chairman gave the shareholders the opportunity to raise questions or give comments which were as follows:

**Resolution:** More than two thirds of the total votes cast by shareholders present and entitled to vote resolved to approve 2016 directors' remuneration of not exceeding 16.70 million baht. The vote result was as follows:

- Approval	1,485,904,372	votes, equal to	99.9965%
- Disapproval	0	votes, equal to	0.0000%
- Abstention	52,300	votes, equal to	0.0035%
Total	1,485,956,672	votes, equal to	100.0000%



**Agenda 7: To approve Appointment of Company's Auditor and Auditor's Remuneration for 2016**

The Chairman assigned Mr. Sunthorn Arunanondchai, Chairman of the Audit Committee to present to the meeting on the appointment of auditors and auditors' fees for 2015. The Audit Committee selected the Company's auditors for 2016 based on their knowledge, experience, expertise, understanding of the life insurance business, independence and impartiality. The Committee proposed to appoint the following certified public accountants from EY Office Ltd. for the Board of Directors to seek approval from the Annual General Meeting of Shareholder:

Name	Certified Public Accountant No.	Year of Appointment
1. Mrs. Nonglak Pumnoi	4172	2
2. Ms. Somjai Khunapasut	4499	2
3. Ms. Rachada Yongsawadvanich	4951	2

Any of the above certified public accountants shall audit and provide opinions on the Company financial statements. In the event that none of them can perform their duty, EY Office Limited (EY) shall assign other certified public accountants of EY Office Limited to perform audits and provide opinions on the Company financial statements on their behalf. These certified public accountants have neither relationship with nor interest in the Company/executive officers/major shareholders. They, therefore, have independence in performing audits and giving opinions on the Company's financial statements. The audit fees for 2016 are baht 2,415,000 (two million four hundred fifteen thousand baht).

Description	2016	2015	Change (Baht)	Change (%)
<b>The auditor's remuneration</b>	<b>2,415,000</b>	<b>1,600,000</b>	<b>815,000</b>	<b>51</b>
Financial Statement audit for the year	1,000,000	1,000,000	0	0
Quarterly statement review for total 3 quarters	600,000	600,000	0	0
Classification in the Financial Statement	365,000	-	365,000	100
TFRS4	450,000	-	450,000	100

The Chairman gave the shareholders the opportunity to raise questions or give comments which were as follows:

Shareholder  
(Khun Rachanee Thamjaroen)

Khun Rachanee asked for more details about reclassification in the financial statements and financial reporting in compliance with the TFRS4 standard.

Head of Accounting & Finance  
Division  
(Khun Jaruwan Limkhunnadhammo)

The Company has to prepare its consolidated financial statements to reflect the operating result of its subsidiary and the reclassification in the financial statements will increase the workload. Regarding TFRS4, the Company is required by the Office of Insurance Commission to conform to the standard. This TFRS4 standard specifies how to classify types of insurance contracts. In following the requirement, the Company needs actuaries' assistance in performing audits.

Auditor, EY Office Limited  
(Khun Nonglak Pumnoi)

Khun Nonglak added that when classifying contract types under the TFRS4 standard, the auditor needs to consider over 300 types of in-force life insurance and reinsurance contracts. Regarding the reclassification in the financial statements for the purpose of reflecting the operating result of the subsidiary, there will be considerable changes in the financial statements and note to the financial statements. These include sensitivity and concentration analysis which will increase the auditor's workload. Doing so, however, will enable shareholders to obtain more useful information from the financial statements.

Shareholder  
(Khun Rachanee Thamjaroen)

Khun Rachanee asked about roles of actuaries in performing audits.

Head of Accounting & Finance Division  
(Khun Jaruwan Limkhunnadhammo)

Actuaries calculate the Company's contractual liabilities, classify types of contracts, and calculate the reserve adequacy. During the audit process, actuaries are involved in examining the appropriateness of the work carried out because auditors cannot verify the accuracy.

Proxy  
(Khun Wichaya Saiwijit, representing Khun Siriluck Tanasansilp)

Khun Wichaya asked about impacts and risks associated with surrenders.

President  
(Khun Chone Sophonpanich)

When policies are surrendered, life policy reserve will decrease. Most products will continue to generate profit in the long run if they are not surrendered. However, considerably high surrenders may have an impact on the Company's liquidity.

**Resolution:** The meeting by the majority of the total votes cast by shareholders present and entitled to vote resolved to appoint the auditors from EY Office Limited as follows:

- (1) Mrs. Nongluck Poomnoi Certified Public Accountant, License No.4172 and/or;
- (2) Ms. Somjai Kunpasut Certified Public Accountant, License No.4499 and/or;
- (3) Ms. Rachada Yongsawatwanit Certified Public Accountant, License No. 4951

Any of the above certified public accountants shall audit and provide opinions on the Company financial statements. In the event that none of them can perform their duty, EY Office Limited (EY) shall assign other certified public accountants of EY Office Limited to perform audits and provide opinions on the Company financial statements on their behalf. These certified public accountants have neither relationship with nor interest in the Company/executive officers/major shareholders. They, therefore, have independence in performing audits and giving opinions on the Company's financial statements. The audit fees for 2016 are baht 2,415,000 (two million four hundred fifteen thousand baht). The vote result was as follows:

- Approval	1,485,915,592 votes, equal to	100.0000%
- Disapproval	280 votes, equal to	0.0000%
- Abstention	53,300 votes, equal to	0.0000%
Total	1,485,969,172 votes, equal to	100.0000%

**Agenda 8: Others (if any)**

No other motions were proposed by the shareholders.

The Chairman gave the opportunity for the shareholders to ask questions and give comments which were as follows:

Shareholder  
(Khun Sirichai Ten-uthai) Please briefly explain current competitions among the players in the industry, the penetration rate, and the investment policy under low interest rate environment.

President  
(Khun Chone Sophonpanich) Competitions in the life insurance industry are relatively intensive. The Company focuses on differentiating itself by enhancing its image as a financial advisor and providing life and health protection as well as wealth creation. It also emphasizes the importance of customers' and business partners' satisfaction and at the same time improves the efficiency of internal work processes. Suitable technology is also employed in the work and expense management process in order to strengthen the Company's long-term competitiveness.

Regarding the life insurance penetration rate, the ratio of premiums to national income is around 4.4%. Under the low interest rate environment, the Company's investment policy is to make more diverse investments in real estate and infrastructure funds which generate good return with not too high risks. The Company has also made more investments in

debentures, taking into account the overall market conditions and the price level of the intended securities. At the same time, the Company periodically monitors and revises cost of products in order to ensure its alignment with the Company's capability to seek investment return in a given period.

Shareholder  
(Khun Ittikorn Kosolsuwirat)

Khun Ittikorn asked about the Company's policy on the bancassurance and agent channels and unit linked products.

President  
(Khun Chone Sophonpanich)

The two major channels are significantly different. Because of its certain limitations, the bancassurance channel tends to sell simple, easy-to-understand products which do not have complicated conditions or benefits. In the agent channel, full-time agents have more time and expertise and can provide better after-sale services, so they can sell more complicated products with riders. The Company places the importance on and tries to improve both channels. Currently, unit-linked products are not widely sold in the market. The Company does not offer this type of product but may consider selling it in the future if market conditions permit.

Shareholder  
(Khun Rachanee Thamjaroen)

Khun Rachanee asked whether FINTECH will be used in the business.

President  
(Khun Chone Sophonpanich)

The Company has improved many tools such as an application for insureds or policyholders to check their personal information and/or search for products. For business partners, the Company has developed a supporting tool for agents to perform sale activities more efficiently. In addition, it is currently developing its online channel which is planned to operate in 2016.

Shareholder  
(Khun Wasant Pongputtamon)

Khun Wasant asked why the Company's sales fluctuated in each quarter and about endowment products' profitability and the rate of return on investment.

President  
(Khun Chone Sophonpanich)

Fluctuations in the operating result are due to 3 key factors: sales, expenses, and investment income. Sales in each quarter fluctuate according to the strategy agreed upon by the Company and its business partner to market each type of product. Under an actuarial common practice in the life insurance industry, Company expense assumption is typically adjusted in the last quarter every year in order to reflect the true and current experience. Investment income also fluctuates depending on dividend income and market conditions which have an impact on gain or loss from trading securities.

Regarding products' profitability, protection products typically generate higher profit than short-term endowment products which require favorable investment return to make profit. In 2015, the Company's accounting rate of return on investment was about 5%. The comprehensive rate of return on investment which includes unrealized gain/loss from available-for-sale investments was about 4% excluding gain from held-to-maturity investments. Value of new business (VNB) is a better reflection of profitability than accounting profit/loss. According to the presentation in agenda 2, VNB in 2015 was 1,441 million baht, compared with 1,143 million baht in 2014.

Proxy  
(Khun Wichaya Saiwijit, representing  
Khun Siriluck Tanasansilp)

Khun Wichaya asked whether customers can buy insurance plans directly from the Company's office.

President  
(Khun Chone Sophonpanich)

The President explained that currently the Company does not sell products directly from its office or branches because selling products through an intermediary such as professional agents or bancassurance channel is more efficient. Sellers are professional and able to provide information on or recommend products to customers better.

During the meeting more shareholders registered to attend the meeting, making the total number of 181 attending shareholders and 549 proxies, totaling 730 persons. These attendees represented 1,485,969,172 shares or 87.1927% of the total shares sold.

No other matters were proposed. The Chairman thanked all shareholders for joining the meeting and declared the meeting closed at 11.12 hrs.

.....  
(Mr.Choedchu Sophonpanich)  
Chairman

.....  
(Mr.Sanor Thampipattanakul)  
Company Secretary