



บริษัท กรุงเทพประกันชีวิต จำกัด (มหาชน)
BANGKOK LIFE ASSURANCE PUBLIC COMPANY LIMITED

Invitation Letter

The 2017 Annual General Meeting of Shareholders

Thursday, April 27, 2017

9.00 a.m. At the auditorium on 7th floor, Head Office

Bangkok Life Assurance PCL. 23,115-121 Soi Sun Wichai, Rama 9 Rd., Bangkok, Huaykwang, Bangkok



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REF. BLA 6/2017

March 22, 2017

Subject: Notice of the 2017 Annual General Meeting of Shareholders

To: Shareholders of the Company

Attachment:

- 1) A Copy of the minutes of the 2016 Annual General Meeting of Shareholders
- 2) CD-ROM of the Annual Report for 2016
- 3) Name List of Directors to be elected as directors
- 4) The criteria for appointment of Directors and definition of independent director
- 5) Articles of Association relating to the shareholders' meeting
- 6) Conditions, Rules and Procedures in Attending the Meeting, Authorization and Voting
- 7) List of Independent Directors for proxy case
- 8) Proxy Form, A, B and C
- 9) Map of the Annual General Shareholders' Meeting venue
- 10) The prepaid envelope

The Board of Directors of Bangkok Life Assurance Public Company Limited has resolved to summon the 2017 Annual General Meeting of Shareholders on Thursday, April 27, 2017, 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, Bangkapi, Huaykwang, Bangkok, to consider matters according to the following agendas:-

Agenda 1: To certify the Minutes of the Annual General Meeting of Shareholders 2016

Objective and Rationale: The 2016 Annual General Meeting of Shareholders was held on Tuesday, April 26, 2016. The Minutes of the Meeting were recorded and sent to The Stock Exchange of Thailand within 14 days of the meeting date and were also posted on the Company's website (www.bangkoklife.com). There was no request for any amendments to the minutes of the 2016 Annual General Meeting of Shareholder.

The Board of Directors' opinion: The Minutes of the 2016 Annual General Meeting of Shareholders were properly recorded and were therefore proposed for endorsement. ([Please see attachment 1.](#))

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

Agenda 2: To acknowledge the operating result for 2016.

Objective and Rationale: The Company summarized the 2016 operating result and important changes which are given in the CD-Rom of the annual report for 2016.

The Board of Directors' opinion: It is deemed appropriate to propose the 2016 operating result and important changes for the Annual General Meeting of Shareholders to acknowledge. The details are given in the CD-Rom. (Please see attachment 2.)

Agenda 3: To approve the financial statements for the year ended December 31, 2016.

Objective and Rationale: In compliance with the Public Company Limited Act, B.E. 2535 (including amendments), Section 112, the Company prepares the Statements of Financial Position and Statements of Income at the end of each fiscal year. The financial statements have been duly audited and certified by an auditor.

The Board of Directors' opinion: It is deemed appropriate to propose the financial statements for the year ended December 31, 2016, which have been duly audited by the Audit Committee of the Company 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 are as follows:

Comparative Financial Information

Unit: million baht

Items	2016		2015	
	Consolidate	Separate	Consolidate	Separate
Investment assets	272,358	272,402	240,804	240,813
Total assets	282,356	282,359	249,576	249,576
Life policy reserve	243,099	243,099	207,308	207,308
Total liabilities	249,027	249,018	222,585	222,579
Equity	33,329	33,341	26,990	26,998
Net written Premium	42,281	42,281	44,175	44,175
Net Investment Income	10,632	10,632	10,171	10,171
Underwriting Expenses	47,640	47,634	48,587	48,581
Operating Expenses	1,778	1,751	2,054	2,048
Net Income	5,100	5,122	4,108	4,112
Earning per share	3.00	3.00	2.41	2.42

The Company's financial statements are given in the Annual report for 2016 given in the CD-Rom. (Please see attachment 2.)

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 4: To Approve appropriation of profit and dividend payment for the year 2016.

Objective and Rationale: The Company has a policy to pay dividends of no less than 25% of net profit after deducting corporate income tax provided that there is no loss accrued and/or significant changes to the Company's and its subsidiaries' normal business operations. The Company posted a net profit of baht 5,112 million for its 2016 operating result or baht 3.00 per share. The Company already paid an interim dividend at the rate of baht 0.32 per share, total of baht 546 million.

The Board of Directors' opinion: The Public Company Limited Act, B.E. 2535 (including amendments), Section 116 and Articles of Association, clause 56 which state that the company is required to allocate a part of annual net profit as reserves until the amount is no less than 10% of its registered capital. The company has already complied with the requirement and does not have to allocate any additional part of annual net profit as reserve in the year of 2016.

Moreover, it is deemed appropriate to propose the 2017 Annual General Meeting of Shareholders to approve the final dividend payment for the operating period July 1 - Dec 31, 2016 at the rate of baht 0.43 per share which will be paid from retained earnings of which the corporate income tax is 25%. With the interim dividend of baht 0.32 per share or baht 546 million being paid. The total dividend payment would be baht 0.75 per share. The details are as follows:

Comparative Dividend Payment Rates

	2016	2015
1. Net profit (Million Baht)	5,112	4,108
2. Earning per share (Baht : Share)	3.00	2.41
3. Number of shares as of Dec 31, 2016 (Million Shares)	1,706	1,704
4. Dividend (Baht : Share)	0.75*	0.64
- Interim dividend payment	0.32	0.32
- Final dividend payment	0.43*	0.32
5. Total dividend payment (Million baht)	1,280**	1,089
6. Dividend payment ratio (Percentage)	25.04	26.51
(The Company has complied with the dividend policy)		

Note: * The Board of Directors' meeting no. 1/2017 on February 23, 2017 resolved to propose a final dividend payment at the rate of baht 0.43 per share for the 2017 Annual General Meeting of Shareholders' approval.

** The estimate is based on the number of shares on December 31, 2016. The amount of the final dividend payment will depend on the number of shares on the record date on May 11, 2017. There might be additional paid up shares from the exercise of the ESOP warrants on March 31, 2017.

The dividend payment can only be made once approval is granted by the Office of Insurance Commission.

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

Agenda 5: To approve the appointment of directors.

Objective and Rationale: According to clause 24 of the Articles of Association, in each Annual General Meeting of Shareholders, one-third or nearly one-third of directors shall retire by rotation. This year, the following 4 directors are due to their retirement by rotation:

- | | |
|---|---|
| 1. Mr. Sunthon Arunanondchai | Independent Director /
Chairman of the Audit committee |
| 2. Assoc.Prof. Damrong Thawesaengskulthai | Independent Director /
Member of the Audit Committee /
Member of the Good Corporate
Governance Committee |
| 3. Mr. Praphant Asava-aree | Independent Director /
Member of the Audit Committee / Chairman
of the Risk Management Committee |
| 4. Mrs. Prapaivan Limsong | Director |

In compliance with the Good Corporate Governance Policy, the Company on its website invited shareholders to propose qualified candidates for the directorships between October 1, 2016 and December 31, 2016. 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 these 4 directors are highly qualified with experiences 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 4 directors who will retire by rotation for another term of office.

Mr. Sunthorn Arunanondchai, Associate Professor Damrong Thawesaengskulthai and Mr. Praphant Asava-aree are proposed for the reappointment as independent directors who possess qualifications required by the Company. In this regard, only Mr. Sunthorn Arunanondchai has held the position of an independent director for more than 9 consecutive years due to his esteemed qualifications and expertise in the business.

The Board of Directors' opinion: The Board of Directors considered the proposal of the Nomination and Remuneration Committee and deemed it appropriate to propose the aforementioned appointments for the 2017 Annual General Meeting of Shareholders' approval. According to the Public Company Limited Act, B.E. 2535 and the Securities and Exchange Commission, all directors highly qualified based on their knowledge, expertise, and experiences which can advantage for the company's expansion and profit growth. They also have responsibilities and morality that complies with all relevant laws.

The Board of Directors, therefore, deemed Mr. Sunthorn Arunanondchai, Associate Professor Damrong Thawesaengskulthai and Mr. Praphant Asava-aree are qualified and suitable to be reappointed independent directors. Even though Mr. Sunthorn Arunanondchai has held the position of an independent director in excess of 9 years, during their respective tenure. However, the 3 independent directors were able to give advice and opine independently of the management and in line with the related regulations.

The profiles of those proposed directors are given in [attachment 3](#). The Company's director recruitment procedures and definition of independent director are provided in [attachment 4](#).

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

Agenda 6: To approve the directors' remuneration for 2017.

Objective and Rationale: To comply with the Public Company Limited Act, B.E. 2535 (including amendments), Section 90 and the Articles of Association, clause 44, the Annual General Meeting of Shareholders shall determine approval of directors' remuneration.

The Nomination and Remuneration Committee has considered the remuneration of directors and sub-committees based on their knowledge, expertise, 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	2017	2016	
Retainer Fee (every director)	N/A	6,300,000 Baht	
Meeting fee (per 1 meeting)			
- Directors (every director)	40,000 Baht / person	40,000 Baht / person	
- Sub-committee (only actual attendance)	40,000 Baht / person	40,000 Baht / person	
Other benefits	None	None	
Total	16,700,000 Baht	Proposed remuneration	Actual remuneration
		16,700,000	15,940,000

Note

- 1) The chairperson of each committee receives the meeting fee and retainer fee twice amount.
- 2) Directors who are an executive or employee of the Company shall not receive their remuneration as a director.

The disclosure of individual directors' remuneration for 2016 is attached in Annual Report for 2016

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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 Board of Directors' opinion: The Board of Directors considered the proposal of the Nomination and Remuneration Committee and therefore proposed the 2017 directors' remuneration in a sum of not exceeding baht 16,700,000 (sixteen million seven hundred thousand baht) for the Annual General Meeting of Shareholders' approval. The proposed remuneration is equal to what was approved for the previous year.

Voting: To approve this matter, a resolution must be passed by no less than two-thirds of shareholders who attend the meeting and are entitled to vote.

Agenda 7: To approve the appointment of company's auditor and auditor's remuneration for 2017

Objective and Reason: To comply with the Public Company Limited, B.E. 2535 (including amendments), Section 120 and Articles of Association, clause 50, the Annual General Meeting of Shareholders shall determine appointment of auditors and their remuneration.

The Audit Committee selected the Company's auditors for 2017 based on their knowledge, experience, expertise, understanding of the life insurance business, independence and impartiality. In replacement of EY office Ltd., the Committee propose to appoint the following certified public accountants from Deloitte Touche Tohmatsu Jaiyos Audit Co Ltd., who will be the auditor of the company and the company's subsidiaries for year 2017. The subsidiaries consist of BLA Insurance Broker Co., LTD and Bangkok Life Assurance (Cambodia) PLC. The auditors's names are as followed.

Name	Certified Public Accountant No.	Year of Appointment
1. Mr. Chavala Tianprasertkit	4301	1
2. Mr. Permsak Wongpatcharakorn	3427	1
3. Dr. Supamit Techamontrikul	3356	1
4. Dr. Suwatchai Meakhaamnouychai	6638	1

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, Deloitte Touche Tohmatsu Jaiyos Co., Ltd. shall assign other certified public accountants to perform audits 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 2017 are baht 1,800,000 (one million eight hundred thousand baht) which decreased by 25% of the remuneration for 2016.

Description	2017 (Baht) (Deloitte Touche Tohmatsu Jaiyos Audit Co Ltd.)	2016 (Baht) (EY office Ltd.)	Change (Baht)	Change (%)
The audit Fee	1,800,000	2,415,000	-615,000	-25.47
Financial Statement audit for the year	1,200,000	1,000,000	+200,000	+20.00
Quarterly statement reviewed for 3 quarters	600,000	600,000	0	0
Classification in the Financial Statement	-	365,000	-365,000	-100.00
TFRS4	-	450,000	-450,000	-100.00

Apart from the audit fee, the Company uses other services from Deloitte Touche Tohmatsu Jaiyos Audit Co Ltd , details of Non-Audit Fee as follow.

Description	2017 (Baht) (Deloitte Touche Tohmatsu Jaiyos Audit Co Ltd.)	2016 (Baht) (EY office Ltd.)	Change (Baht)	Change (%)
Non-Audit fee	2,400,000	2,730,000	-330,000	-12.09
Risk-Based Capital	1,400,000	1,730,000	-330,000	-12.09
Embedded value	1,000,000	1,000,000	0	0

The Board of Directors' opinion: The Board of Directors considered the proposal of the Audit Committee to appoint the auditors and determine their remuneration. The Board, therefore, proposed an appointment of the certified public accountants which are Mr.Chavala Tianprasertkit, Certified Public Accountant No.4301 and/or Mr.Permsak Wongpatcharapakorn, Certified Public Accountant No. 3427 and/or Dr.Supamit Techamontrikul, Certified Public Accountant No. 3356 and/or Dr.Suwatchai Meakhaamnouychai, Certified Public Accountant No. 6638 from Deloitte Touche Tohmatsu Jaiyos Audit Co Ltd., as the Company's auditors and deemed appropriate to propose their remuneration as details above for approval. The Board of Directors and the Audit Committee are certain that the Company's auditor will be able to finalize the audit of the Company's financial statement and those of its subsidiaries as scheduled.

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

Agenda 8: Other subjects (if any)

The record date on which names of the shareholders entitled to attend the 2017 Annual General Meeting of Shareholders will be listed according to Section 225 of the Securities and Exchange Act is on Thursday, March 16, 2017. The closing date of the register book is on Friday, March 17, 2017.

We would like to invite all shareholders to attend the meeting according to the date, time and place mentioned above. For shareholders who are unable to attend the meeting, please appoint a proxy or independent director of the Company to attend the meeting and vote on your behalf. The profile of the independent director who can be appointed as a proxy is given in [attachment 7](#).

The proxy forms A, B and C are provided in attachment 8. Please select one type of the forms, fill in all details, sign and deliver it to the Company along with all relevant supporting documents prior to the meeting date. A prepaid envelope is also 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 8672 Fax: 0 2777 8680

Note: Bangkok Life Assurance Public Co., Ltd. has posted the invitation letter of the 2015 Annual General Meeting of Shareholders on the company's website, www.bangkoklife.com

Minutes of the 2016 Annual General Meeting of Shareholders

Bangkok Life Assurance Public Company Limited

On Tuesday, 26th April, 2016 at 09.00 hrs. 7th 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 Ganjarerndee 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

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|-----------------------------|--|
| 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 Jaruwan 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 1st October until 31st 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 6th. First year premium's market share was 7.9%, ranked number 6th 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.

<p>Shareholder (Khun Kittichai Taechangamlert)</p>	<p>What were the main reasons of the margin’s fluctuation and down trend in the past 2-3 years?</p>
<p>President (Khun Chone Sophonpanich)</p>	<p>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.</p>

- 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 Jaruan 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 Ganjarendeep 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 Taechangamlert) 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 Ganjarende 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. 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 (%)
The auditor's remuneration	2,415,000	1,600,000	815,000	51
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

Auditor, EY Office Limited
(Khun Nonglak Pumnoi)

TFRS4 standard specifies how to classify types of insurance contracts. In following the requirement, the Company needs actuaries' assistance in performing audits.

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 Jaruan 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 Saiwjit, 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

Profiles of Directors Nominated to be the Company's Directors

Name: Mr. Sunthon Arunanondchai

Age: 74 years

Nationality: Thai

Position Appointed: Director (Independent Director)

Term of directorship: 40 years (appointed on April 29th, 1977)

Term of independent director: 10 years (appointed on December 18th, 2007)



Education

- MBA, University of Arkansas, USA
- Bachelor degree, Southern Arkansas University, USA
- Honorary Doctor of Business Administration, Khon Kaen University, Thailand
- Certificate of National Defense Diploma (Batch 366), National Defense College of Thailand
- Diploma, Politics and Governance in Democratic Regimes Program for Executives (Batch 5), King Prajadhipok's Institute
- Certificate of Executive Program (Batch 6), Capital Market Academy
- Certificate of Directors Certificate Program (DCP), Class of 98/2008, Thai Institute of Directors Association
- Certificate of Directors Accreditation Program (DAP) CP, Class of 4/2005, Thai Institute of Directors Association

Experiences

Listed Companies in SET

- 2007 - Present: Chairman of the Audit Committee, Bangkok Life Assurance Public Company Limited
- 1976 - Present: Director and Independent Director, Bangkok Life Assurance Public Company Limited
- 2004 - Present: Director, Charoen Pokphand Foods Public Company Limited

Other Organizations (4 companies)

- 2004 - Present: Vice Chairman, Charoen Pokphand Group Company Limited
- 1998 – Present: Chairman, Ek-Chai Distribution System Company Limited
- 1988 - Present: President, CP Land Public Company Limited
- 1985 – Present: Chairman, Rajburi Sugar Company Limited

Meeting Attendance in 2016	Board of Directors Meeting	8/8
	Audit committee meeting	6/6
Percentage of shareholding	579,200 shares (as of 30 th August 2016),	
	Equivalent to 0.034 percent of all shares with voting rights.	
	No change on number of shares from the date of 30 th October 2015	
	No indirect shareholding	

Type of Relationship	Qualification
Being related with other directors/executive/major shareholder in company or subsidiary	None
Being adjudged of convicting a crime during the past 10 years	None
Being in the position in the rival company/related to the company	None
Being Director participating in management role, an employee, an officer, or an advisor which receives regular salary.	None
Being a professional advisor such as statutory auditor or legal consultant	None
Having business relation that is material and could impair independent judgement.	None

Profiles of Directors Nominated to be the Company's Directors

Name: Assoc. Prof. Damrong Thawesaengskulthai

Age: 65 years

Nationality: Thai

Position Appointed: Director (Independent Director)

Term of directorship: 3 years (appointed on April 30th, 2014)

Term of independent director: 3 years (appointed on April 30th, 2014)



Education

- Bachelor of Engineering in Industrial Engineering, Chulalongkorn University
- Asian Institute of Technology (A.I.T) 1975
- Diploma of Lead Assessor of ISO-9000, QMI

Experiences

Listed Companies in SET

- 2014 - Present: Member of the Good Corporate Governance Committee, Bangkok Life Assurance Public Company Limited
- 2014 - Present: Member of the Audit Committee, Bangkok Life Assurance Public Company Limited
- 2014 - Present: Independent Director, Bangkok Life Assurance Public Company Limited

Other Organizations (4 companies)

- 2015 - Present: Executive Committee of Council of Engineers (Thailand)
- 2015 - Present: Director Committee of HE Quality Assessment, ONESQA
- 2013 - Present: Chair Professor of Innovation Management of Chulalongkorn University
- 2012 - Present: AUN-QA Expert for ASEAN University Network (AUN)

Meeting Attendance in 2016	Board of Directors Meeting	8/8
	Audit Committee Meeting	6/6
	Good Corporate Governance Committee Meeting	3/3

Percentage of shareholding No direct and indirect shareholding.

Type of Relationship	Qualification
Being related with other directors/executive/major shareholder in company or subsidiary	None
Being adjudged of convicting a crime during the past 10 years	None
Being in the position in the rival company/related to the company	None
Being Director participating in management role, an employee, an officer, or an advisor which receives regular salary.	None
Being a professional advisor such as statutory auditor or legal consultant	None
Having business relation that is material and could impair independent judgement.	None

Profiles of Directors Nominated to be the Company's Directors

Name: Mr. Praphant Asava-aree

Age: 60 years

Nationality: Thai

Position Appointed: Director (Independent Director)

Term of directorship: 3 years (appointed on April 30th, 2014)

Term of independent director: 3 years (appointed on April 30th, 2014)



Education

- Bachelor's Degree Liberal Arts (Political Science), Faculty of Political Science, Ramkhamhaeng University
- Certificate of Directors Certification Program (DCP) Class of 101/2008, Thai Institute of Directors Association
- Certificate of Audit Certification Program (ACP) Class of 21/2007, Thai Institute of Directors Association

Experiences

Listed Companies in SET

- 2016 - Present: Member of the Audit Committee, Bangkok Life Assurance Public Company Limited
- 2014 - Present: Chairman of the Risk Management Committee, Bangkok Life Assurance Public Company Limited
- 2014 - Present: Independent Director, Bangkok Life Assurance Public Company Limited
- 2014 - 9 Aug 2016: Member of the Investment Committee, Bangkok Life Assurance Public Company Limited
- 2007 - April 2014: Director, Eastern Water Resources Development and Management Plc.

Other Organizations (11 companies)

- 2016 - Present: Director, Intercarabao Limited (UK)
- 2015 - Present: Director, RFC Propco Limited
- 2014 - Present: Director, BC Andaman Ltd.
- 2014 - Present: Director, BC Golf Resort Management Co., Ltd.
- 2014 - Present: Director, Blue Canyon Holding (Thailand) Ltd.
- 2014 - Present: Director, Blue Canyon Property Corp., Ltd.
- 2014 - Present: Director, Blue Canyon Development Co., Ltd.
- 2014 - Present: Director, Canyon Capital Ltd.
- 2014 - Present: Director, Legacy Resources (Thailand) Ltd.
- 2014 - Present: Director, Murex Co., Ltd.

2014 - Present: Director, Pluakdaeng Eastern Estate Co., Ltd.
 2009 - April 2014: Director, Member of The Executive and Investment Committee and Member of the Competitiveness Committee, Thai Listed Companies Association
 2007 - May 2014: Director, Universal Utilities Company Limited

Meeting Attendance in 2016

Board of Directors Meeting	4/8
Audit Committee Meeting	2/6
Risk Management Committee Meeting	1/3
Investment Committee Meeting	1/11

Percentage of shareholding No direct and indirect shareholding

Type of Relationship	Qualification
Being related with other directors/executive/major shareholder in company or subsidiary	None
Being adjudged of convicting a crime during the past 10 years	None
Being in the position in the rival company/related to the company	None
Being Director participating in management role, an employee, an officer, or an advisor which receives regular salary.	None
Being a professional advisor such as statutory auditor or legal consultant	None
Having business relation that is material and could impair independent judgement.	None

Profiles of Directors Nominated to be the Company's Directors

Name: Mrs. Prapaivan Limsong

Age: 49 years

Nationality: Thai

Position Appointed: Director

Term of directorship: 11 years (appointed on April 26th, 2005)

Education

- MBA, Sasin Graduate Institute of Business Administration
- Bachelor of Commerce and Accountancy, Chulalongkorn University
- Certificate of Directors Certification Program (DCP), Class of 80/2006 Thai Institute of Directors Association



Experiences

Listed Companies in SET

2005 - Present: Director, Bangkok Life Assurance Public Company Limited

Other Organizations (3 companies)

2007 - Present: Director, Green Spot Company Limited

2004 - Present: Director, NL Asset Company Limited

1991 - Present: Director, NL Residence Company Limited

Meeting Attendance in 2016 Board of Directors Meeting 7/8

Percentage of shareholding 30,000,000 shares (as of 30th August 2016),
Equivalent to 1.76 percent of all shares with voting rights.
A Decrease of 6,000,000 shares from the date of 30th October 2015

No indirect shareholding

Type of Relationship	Qualification
Being adjudged of convicting a crime during the past 10 years	None
Being in the position in the rival company/related to the company	None
Being Director participating in management role, an employee, an officer, or an advisor which receives regular salary.	None
Being a professional advisor such as statutory auditor or legal consultant	None

The criteria for appointment of Directors and
definition of independent director

The criteria for appointment of Directors

Selection and Appointment of the Company's Board of Directors

The Member of the Nominating and Remuneration Committee selects those candidates who have capability, experience in various businesses, moral conduct and good attitude towards the organization -- matured and dedicated professionals willing to devote their time and knowhow for the progress of the Company.

Selection and Appointment of the Audit Committee

The Board of Directors appoints a number of Directors as independent members of the Audit Committee. Directors who are Members of the Audit Committee form a third of the total number of Directors and must fulfil the characteristics of an Independent Director as specified by the Capital Market Supervisory Board. At least one Member of Audit Committee must possess substantial expertise and / or experience in accounting and/or finance.

Selection and Appointment of the Executive Directors

The Board of Directors appoints a number of Directors as Executive Directors with the authority to manage the Company's business operations as prescribed by the Board of Directors. The Chairman of the Executive Board of Directors shall be an ex officio Director. The Executive Board of Directors shall appoint one of the Company's executive officers to act as the secretary to the Executive Board of Directors.

Selection and Appointment of the Member of the Risk Management Committee

The Board of Directors appoints a number of Directors and Executive officers as Member of the Risk Management Committee and appoints the assistant vice president of the Strategic Planning Department, acts as the Risk Management Committee's secretary for setting the policy framework and strategy for risk management and controlling risk to conform to all new legislations, orders, decrees, rules and standards issued by the public sector.

Selection and Appointment of the Member of the Nominating and Remuneration Committee

The Board of Director appoints a number of the Nominating and Remuneration Committee which appoints one of Independent Director, acts as the chairman of the Nominating and Remuneration Committee to consider a person who is qualify to be positional and setting the rule of Director's Remuneration. The director who is higher or equal the director choose a person as a process and propose to the Board of Directors to be approval and / or present to the Annual General Shareholders' Meeting to appoint as the company's act.

Selection and Appointment of the Member of the Good Corporate Governance

The Board of Directors has appointed some of its Directors to be members of the Good Corporate Governance Committee. An Independent Director has been appointed as Chairperson of the Committee. The Committee's role is to oversee the business to ensure that it has effective, transparent and auditable management system in place. By so doing, the Committee aims to establish trust and confidence of the shareholders, stakeholders and all concerned parties in accordance with the Good Corporate Governance Principles and the guidelines of the Office of Insurance Commission (OIC) and the Stock Exchange of Thailand.

Selection and Appointment of the Member of the Investment Committee

The Board of Directors has appointed at least three of its Directors and Company Executives as members of the Investment Committee. The appointed members have expertise and at least three years of experience in investment management, risk management or security analysis. The Committee's role is to be in charge of Company's investment and to ensure that it is in line with the Notification of the Office of Insurance Commission regarding Conducting Other Businesses of Life Insurance Companies B.E. 2556.

The definition of independent director

The Company defines independent director to in line with the good governance of The Stock Exchange of Thailand (SET) and the notification of the Capital Market Supervisory Board Tor Chor 4/2008 rule for Undertaking Derivatives Business for Registered Derivatives Advisors as follows;

1. At least has one third of director of the totally director of the Company but not less than 3 people
2. Independent Director has to acts as the role follows;
 - (1) Holding no more than 1% of the total number of voting shares of the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person including shares held by related persons of the independent director.
 - (2) Not be nor have been an executive director, officer, employee, controlling person or advisor who receives a salary, of the Company, its parent company, subsidiary, same-level subsidiary, affiliate, major shareholder or controlling person, unless the foregoing status ended not less than two years prior to the date of appointment.
 - (3) Not be a person related by blood or registration under law, such as a father, mother, spouse, sibling, or child, including spouses of children, executives, major shareholders, controlling persons, or persons to be nominated as executives or controlling persons of the Company or its subsidiaries.
 - (4) Not have nor have had a business relationship with the Company, its parent company, subsidiary, affiliate, majorshareholder or controlling person, in a manner which may interfere with his or her independent judgement, andneither being nor having been a substantial shareholder or controlling person of any entity

having business relationship with the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person who may have a conflict of interest unless the foregoing status ended not less than two years.

- (5) Neither be nor have been an auditor of the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person nor be a substantial shareholder, controlling person or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, unless the foregoing relationship ended not less than two years.
- (6) Neither be nor have been any kind of professional advisor including a legal advisor or financial advisor who receives an annual service fee exceeding two million baht from the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, and neither be nor have been a substantial shareholder, controlling person or partner of the professional advisor unless the foregoing relationship ended not less than two years
- (7) Not be appointed as a representative of the Company's directors, the major shareholder or any other shareholder who is a related person to the major shareholder.
- (8) Not conduct any business which of the same nature as the Company's or its subsidiaries' businesses and is in competition with them in any material respect, nor be a substantial partner, shareholder holding more than one (1) percent of the voting shares, director (having management role), employee, officer or advisor (obtaining a regular salary) of any company whose business is of the same nature as the Company's or its subsidiaries' businesses, and is in competition with them in any material respect.
- (9) Not have any characteristics which make him or her incapable of expressing independent opinions with regard to the Company's business affairs.

Articles of association of the Company related with Shareholders' Meeting

Chapter 4: Board of Directors

21. There are not less than 5 (five) directors of the Company and not less than half of all directors must reside in the kingdom.
22. Not less than three-fourth of all directors must be of Thai nationality.
23. The meeting of shareholders shall elect the board of directors in accordance with the rules and procedures as follows:
 - 23.1 Every shareholder shall have one vote for each share of which he/she is the holder.
 - 23.2 Each shareholder may exercise all the votes to elect one or several director(s). In the event of electing several directors, he/she may not allot his/her votes to each unequally.
 - 23.3 The election of board of directors shall be affirmed by the majority votes in the meeting. In case of equal votes, the chairman of the meeting shall have the casting vote.
24. At every annual ordinary meeting, one-third of the directors, or if their number is not a multiple of three, then the number nearest to one-third must retire from office.

The director to retire during the first and the second years following the registration of the Company shall be drawn by lots. In every subsequent year, the directors who have been longest in office shall retire.

A retiring director is eligible for re-election.

25. In addition to the termination of the term, a director shall be retired if he/she:
 - 25.1 dies
 - 25.2 resigns
 - 25.3 lacks some qualifications or is prohibited by the Section 68 of Public Company Limited Act, B.E. 2535.
 - 25.4 is ordered by the resolution of the general meeting of shareholders as stated in clause 28.
 - 25.5 is ordered by the court.
26. In case a director wishes to resign from his/her position, he/she shall submit the resignation letter to the Company. The resignation shall be effective immediately commencing from the date of receiving such letter. The resigning director in the first paragraph may notify a registrar of his/her resignation.
27. Subject to the provisions of clause 28, any vacancy among the members of the board of directors occurring otherwise than by rotation may be filled by the board of directors. An appointed person possessing the full qualifications and not being prohibited by the Public Company Limited Act shall replace in such vacant position in the next meeting of the board of directors, except when the term of office is less than two months.

In the first paragraph, the resolution of the board of directors shall consist of the majority votes not less than three-fourth of the existing directors.

Any appointed person shall retain office only during such time as the director whom he/she replaced would have been entitled to retain the same.

28. The resolution of the general meeting of shareholders may relate to the retirement of a director before the completion of its term, with the majority votes not less than three-fourth of the total directors attending, having the rights to vote and holding shares of not less than half of total shares held by the shareholders attending and having the rights to vote.
29. A director needs not to be a shareholder of the Company.
30. The directors shall elect a director as the chairman of the board of directors.

As the board of directors deems appropriate/fit, one or several director(s) may be elected to be the vice chairman of the board of directors. The vice chairman shall have responsibilities as stated in the articles of business and assigned by the chairman.

31. The meeting of board of directors must consist of directors not less than half of total directors to constitute a quorum. 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 directors attending the meeting shall elect one of the other directors to be the chairman at the meeting.

The resolution of the general meeting shall require to be passed by a majority of the votes.

Each director shall have one vote, except for the director obtaining the interests from such vote, shall not be entitled to the vote. In case of equal votes, the chairman of the meeting shall have the casting vote.

32. The chairman of the meeting shall have powers to summon the meeting or call for the meeting.
The notice summoning the meeting of the board of directors must be given 7 days in advance prior to the date of meeting. In an urgent case or for the benefits of Company, the notice summoning the meeting may be given by other means and the meeting shall be held earlier.
33. The board of directors shall perform duties according to the law, objectives, articles of association and resolution of shareholders' meeting.

The board of directors shall appoint a director to be the managing director who has powers which the board of directors deems appropriate/fit.

The board of directors may assign one or several directors or other persons to perform any task on behalf of the board of directors.

34. A director is not allowed to engage in a business, enter into a partnership or enter into a directorship of other juristic persons having the same state and being the competitors with the Company's business, except when it is notified at the shareholders' meeting prior to the resolution.
35. A director shall immediately notify the Company of the interests earned from the contract made with the Company, or increasing or decreasing shares or debentures held in the Company or affiliated companies.

36. The meeting shall be held once at least in every 3 months at the area where the head office or branch office is located or at neighboring provinces.
37. The board of directors may appoint the directors to be the board of management who shall be authorized to manage the business of Company assigned by the board of directors and the managing director shall be an executive director by position.

The board of management shall elect an executive director to be the chairman of the board of management. As the board of management deems appropriate/fit, one or several executive directors may be elected to be the vice chairman of the board of management. The vice chairman shall have responsibilities as stated in the articles of business and assigned by the chairman.

The executive director shall be entitled to receive remuneration and gratuity approved at the board of directors' meeting; however, it shall not affect the rights of the executive director to receive the remuneration or other benefits in this article as the director.

38. The chairman of the board of management shall preside at the board of management's 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 directors attending the meeting shall elect one of the other directors to be the chairman at the meeting.

In the board of management's meeting to consider any matter within the power given, a quorum shall consist of not less than half of the total number of board of management.

The resolution of the board of management's meeting shall require to be passed by a majority of the votes. Each director shall have one vote. In case of equal votes, the chairman of the meeting shall have the casting vote.

Any director obtaining interests in the matter shall not be entitled to the vote.

39. The board of directors may appoint the director(s) to be the board of examination according to the number, qualifications, responsibilities assigned by the board of directors.

The board of examination shall elect an examination director to be the chairman of the board of examination.

The examination director shall be entitled to receive remuneration and gratuity approved at the board of directors' meeting; however, it shall not affect the rights of the examination director to receive the remuneration or other benefits in this article as the director.

40. The chairman of the board of examination shall preside at the board of examination's meeting. If the chairman is not present at the meeting or is unable to perform duties, the directors attending the meeting shall elect one of the other directors to be the chairman at the meeting.

The resolution of the board of examination's meeting shall require to be passed by a majority of the votes. Each director shall have one vote. In case of equal votes, the chairman of the meeting shall have the casting vote.

41. The board of directors may establish or dissolve a branch office of the Company.
42. The power of directors to bind the Company is the joint signatures of two directors.

43. The board of directors has powers to consider and amend the name of authorized directors who sign on behalf of the Company and/or make legal acts on behalf of the Company and set up the conditions of authorized signatures of the Company.
44. A director shall be entitled to receive the remuneration in terms of meeting allowance, gratuity, bonus or other forms of benefits considered at the shareholders' meeting which the amount may be fixed, or it is subject to some conditions prescribed from time to time, or it shall be effective until further change, in addition to the allowance and welfare according to the regulations of the Company.

The provisions in the first paragraph shall not affect the rights of staff member or employee elected by the Company to be a director to receive remuneration and benefits as the staff member or employee of the Company.

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

Dividend Payment Policy

The company has a policy to pay dividends of not less than 25 percent of net profits after tax. However, prior approval from The Office of the Insurance Commission (OIC) is required before dividend payments are made.

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 8).

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 which is

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

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 8.00 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, Bangkapi Sub-district, Huay Kwang District, Bangkok Metropolis, according to the location map attached herewith. (Attachment 9)

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 the shareholder personally attends the Meeting, please present a valid document issued by government authority containing a photograph of the shareholder i.e. identification card, driving license or passport. In case of change of name or surname, related evidence is also required. The Company will not request for any other documents in addition to those mentioned above as it may discourage the shareholders from attending the meeting.
- 1.2 In case of the proxy authorized his proxy to attend the Meeting
 1. Power of Attorney only either form of attachment (Attachment 8), 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 copy 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 8) 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 signed 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.

1. Voting

- 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.
- 1.2 Voting could not be separated nor partial votes.
- 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.
- 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.

2. Vote counting

- 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.
- 2.2 Vote counting in the agenda related to the election of director shall record all agreed, disagreed and suspension of votes.
- 2.3 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

Name: Dr. Siri Garnjarndeek

Age: 68 Years

Nationality: Thai

Position in Company: Director (Independent Director)

Executive Director

Chairman of the Nominating and Remuneration Committee

Chairman of the Investment Committee

Term of directorship: 17 years (appointed on April 27th, 1999)



Education

- Ph.D., Monetary Economics and Econometrics & Operations Research, Monash University, Australia
- M.Ec., Economic Statistics and Monetary Economics, University of Sydney, Australia
- B.Ec. (Hons.), Economic Statistics, University of Sydney, Australia
- Certificate of Executive Program, Capital Market Academy, Class of 5/2007
- Certificate of Advanced Management Program, Class 113/1995, Harvard Business School
- Certificate of Audit Committee Program (ACP), Class of 6/2005, Thai Institute of Directors Association
- Certificate of Directors Certification Program (DCP), Class of 60/2005, Thai Institute of Directors Association
- Certificate of Directors Accreditation Program (DAP), Class of 4/2003, Thai Institute of Directors Association

Experiences

Listed Companies in SET

- 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
- 2014 – Present: Chairman, Risk Management Committee, Raimon Land Public Company Limited
- 2014 - Present: Independent Director, Member of the Audit Committee, Raimon Land Public Company Limited
- 2014 - Present: Independent Director, Member of the Audit Committee, Samitivaj Public Company Limited
- 2010 - Present: Independent Director, Member of Nominating and Remuneration Committee and Corporate Governance Committee, Indorama Ventures Public Company Limited

2004 - Present: Independent Director and Member of the Audit Committee,
Indorama Polymers Public Company Limited

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

Other Organizations

2011 - 2014: 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, Office of the Public Sector Development Commission

2009 - 2014: Expert Director, Bank of Thailand

2003 - Present: Member of the subcommittee for agreement drafting and evaluating state enterprises,
State Enterprise Policy Office, Ministry of Finance

2016 - Present: Chairman, TRIS Rating Company Limited

2003 - Present: Director, Member of the Audit Committee and Remuneration Committee,
TRIS Corporation Limited.

Meeting Attendance in 2016	Board of Directors Meeting	8/8
	Executive Committee Meeting	11/11
	Nomination and Remuneration Committee meeting	11/11
	Investment Committee Meeting	10/10

Percentage of shareholding No direct and indirect shareholding

Type of Relationship	Qualification
Being related with other directors/executive/major shareholder in company or subsidiary	None
Being adjudged of convicting a crime during the past 10 years	None
Being in the position in the rival company/related to the company	None
Being Director participating in management role, an employee, an officer, or an advisor which receives regular salary.	None
Being a professional advisor such as statutory auditor or legal consultant	None
Having business relation that is material and could impair independent judgement.	None

Proxy Form

Proxy Assignment

If shareholders are unable to attend the 2017 Annual General Meeting of Shareholders, the shareholder may assign the Independent Director of the Company, profile as shown in Attachment 7, 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)

Duty stamp 20 Baht

Proxy form (A)
(General Proxy Form)

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 2017 Annual General Meeting of Shareholders on Thursday, April 27, 2017 at 9.00 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, 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.

Duty stamp 20 Baht

Proxy form (B)
(Specific Proxy Form)

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 2017 Annual General Meeting of Shareholders on Thursday, April 27, 2017 at 9.00 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, 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 Annual General Meeting of Shareholders 2016.

- (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 acknowledge the operating results for 2016.

- (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 3 To approve the financial statements for the year ended December 31, 2016.

- (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 4 To approve the appropriation of profit and dividend payment for the year 2016.

- (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 5 To approve the appointment of directors.

- (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:
- The appointment of the whole Board of Directors
- Approve Not Approve Abstain
- The appointment of individual Directors
- Name Mr. Sunthon Arunanondchai
- Approve Not Approve Abstain
- Name Assoc.Prof. Damrong Thawesaengskulthai
- Approve Not Approve Abstain
- Name Mr. Praphant Asava-aree
- Approve Not Approve Abstain
- Name Mrs. Prapaivan Limsong
- Approve Not Approve Abstain

Agenda 6 To approve the director's remuneration for 2017

- (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 7 To approve the appointment of company's auditor and auditor's remuneration for 2017

- (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 8 Others (if any)

- (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
(.....)

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. In agenda regarding the appointment of new directors, the appointment can be made for all directors or for individual director.
3. 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 2017 Annual General Meeting of Shareholders on Thursday, April 27, 2017 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

Agenda.....Subject **appointment directors (continued)**

- Name _____
 Approve Not Approve Abstain
- Name _____
 Approve Not Approve Abstain
- Name _____
 Approve Not Approve Abstain
- Name _____
 Approve Not Approve Abstain

Duty stamp 20 Baht

Proxy form (C)

(for foreign shareholders who authorize the Custodian in Thailand)

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 2017 Annual General Meeting of Shareholders on Thursday, April 27, 2017 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, 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 Annual General Meeting of Shareholders 2016.

- (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 acknowledge the operating results for 2016.

- (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 3 To approve the financial statements for the year ended December 31, 2016.

- (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 4 To approve the appropriation of profit and dividend payment for the year 2016.

- (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 5 To approve the appointment of directors.

- (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:
- The appointment of the whole Board of Directors
- Approve Not Approve Abstain

- The appointment of individual Directors

Name Mr. Sunthon Arunanondchai

Approve Not Approve Abstain

Name Assoc.Prof. Damrong Thawesaengskulthai

Approve Not Approve Abstain

Name Mr. Praphant Asava-aree

Approve Not Approve Abstain

Name Mrs. Prapaivan Limsong

Approve Not Approve Abstain

Agenda 6 To approve the director's remuneration for 2017

- (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 7 To approve the appointment of Company's auditor and auditor's remuneration for 2017

- (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 8 Others (if any)

- (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
(.....)

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. In agenda regarding the appointment of new directors, the appointment can be mad for all directors or for individual director.
5. 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 2017 Annual General Meeting of Shareholders on Thursday, April 27, 2017 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

Agenda.....Subject **appointment directors (continued)**

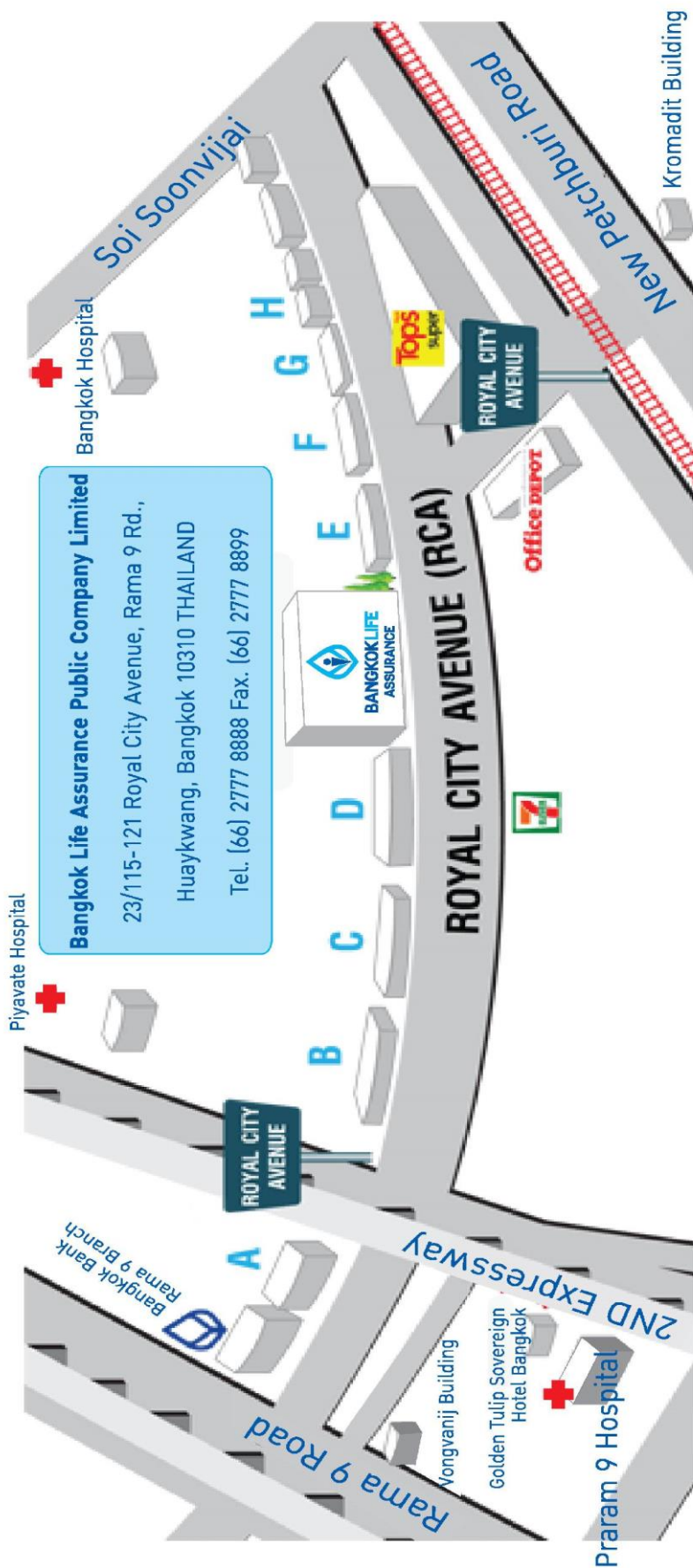
Name _____
 Approve Not Approve Abstain

Name _____
 Approve Not Approve Abstain

Name _____
 Approve Not Approve Abstain

Name _____
 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, 171, 517
- Petchaburi Road Bus, Number 11, 23, 60, 72, 93, 99, 113, 206, 512

2. By MRT

- Get off at Petchaburi, Exit Asoke-Dindang

Note : for more information of traveling to Bangkok Life Assurance Pci. please dial 0 2777 8888