

(Translation)

Invitation Letter

The Extraordinary Shareholders' Meeting

No.1/2557

on Thursday, September 25, 2014

09.00 A.M.

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

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(Translation)

REF. BLA 34/2557

August 25, 2014

Subject: Notice of the Extraordinary Shareholders' Meeting No.1/2557

To: Shareholders of the Company

Attachment: 1) A Copy of the minutes of the 2014 Annual General Meeting of Shareholders
2) Capital Increase Report Form
3) Articles of Association relating to the shareholders' meeting
4) Conditions, Rules and Procedures in Attending the Meeting, Authorization and Voting
5) List of Independent Directors for proxy case
6) Proxy Form, A, B and C
7) Map of the Annual General Shareholders' Meeting venue
8) The prepaid envelope

The Board of Directors of Bangkok Life Assurance Public Company Limited has resolved to summon the Extraordinary Shareholders' Meeting No.1/2557 **on Thursday, September 25, 2014, at 09.00 a.m., at the auditorium on the 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No. 23/115-121, Royal City Avenue, Rama 9 Road, Bangkok, Huaykwang, Bangkok**, to consider several matters according to the following agendas:-

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

Objective and Reason: The company held the 2014 Annual General Meeting of Shareholders, on Wednesday 30, April 2014 and the Minutes of the Meeting has been recorded accordingly and submitted to the Stock Exchange of Thailand and the Ministry of Commerce within the timeframe as prescribed by relevant laws. It was also disclosed on the Company's website, according to the details appeared in Attachment 1.

The Board of Directors' comment: The Minutes of Meeting is correct and deemed appropriate to propose the 2014 Annual General Meeting of Shareholders to certify such minutes.

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

Agenda 2: To approve the interim dividend payment by means of stock and cash dividend

Objective and Reason: the Board of Directors' Meeting No. 5/2557 had resolved to approve the interim dividend payment by means of stock and cash dividend. Approval by The Office of Insurance Commission is required before the dividend can be paid

The Board of Directors' comment: To propose the Extraordinary Shareholders' Meeting No.1/2557 to approve the interim dividend payment for the operating period January 1 - June 30, 2014 at the rate of baht 0.45 per share, by paying in cash dividend at the rate of baht 0.05 per share and paying stock dividend at the rate of 5 existing shares to 2 shares of stock dividend or baht 0.40 per share, equivalent to the total 485,059,200 shares with par value of baht 1. In case fraction of a share, the company will pay dividends in cash at the rate of bath 0.40 per share. Remaining shares after allocated for stock dividend (if any) will be offered to Bangkok Life Assurance Pcl. Employee Provident fund at par value. The dividends to be paid shall be taken from retained earnings which are taxed at 30% until they are used up. Then the remaining dividend payout shall be taken from retained earnings which are taxed at 25%. Record date for the right to receive stock and cash dividend payment will be on October 10, 2014 and the closing date of register book will be on October 13, 2014.

Nevertheless, the above dividend payment still uncertain depending on the resolution of the Extraordinary Shareholders' Meeting. Approval by The Office of Insurance Commission is required before the dividend can be paid.

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

Agenda 3: To approve the increase of registered capital

Objective and Reason: To correspond with the interim dividend payment by means of stock dividend and reserve for the exercise of Company's warrants, the Meeting was thus proposed to approve the increase of registered capital from formerly 1,220,000,000 baht to 1,708,000,000 baht by issuing 488,000,000 ordinary shares, each of 1 baht to support the interim dividend payment by means of stock dividend and reserve for the exercise of Company's warrants.

The Board of Directors' comment: It is deemed appropriate to propose the Extraordinary Shareholders' Meeting No.1/2557 to consider and approve the increase of registered capital from formerly 1,220,000,000 baht to 1,708,000,000 baht by issuing 488,000,000 ordinary shares, each of 1 baht to support the interim dividend payment by means of stock dividend and reserve for the exercise of Company's warrants. Remaining shares after allocated for stock dividend (if any) will be offered to Bangkok Life Assurance Pcl. Employee Provident fund at par value, according to the details appeared in Attachment 2.

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

Agenda 4: To approve the amendment of Company’s memorandum

Objective and Reason: To be in consistent to the increase of registered capital, the Meeting is thus proposed to approve the amendment of company’s Memorandum of Association clause 4 as follows:

Present

Clause 4:	The registered capital is	1,220,000,000	baht	(One thousand two hundred twenty million baht only)
	Divided into	1,220,000,000	share	(One thousand two hundred twenty million shares)
	Par value per share	1	baht	(one baht only)
	Separated as:-			
	Ordinary shares	1,220,000,000	share	(One thousand two hundred twenty million shares)
	Preferred shares	-	share	(zero)

To be amended to read as follows:-

Clause 4:	The registered capital is	1,708,000,000	baht	(One thousand seven hundred eight million baht only)
	Divided into	1,708,000,000	share	(One thousand seven hundred eight million shares)
	Par value per share	1	baht	(one baht only)
	Separated as:-			
	Ordinary shares	1,708,000,000	share	(One thousand seven hundred eight million shares)
	Preferred shares	-	share	(zero)

The Board of Directors’ comment: It is deemed appropriate to propose the Meeting to approve the amendment of company’s memorandum clause 4 to be in consistent to the increase of registered capital of the company

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

Agenda 5: Others (if any)

Record date for the right to attend the meeting was on August 22, 2014. The closing date of the register book for preparing list of the eligible shareholders under Section 225 of the Securities and Exchange Act was on August 25, 2014.

This is to cordially invite all shareholders to please attend the Meeting according to the date, time and place as mentioned above. Should you are unable to personally attend the Meeting, please appoint other person or independent director of the company as your proxy. The profile of independent director who appointed to be the proxy to attend and vote in this Meeting is appeared in Attachment 5.

The company do herewith attach the proxy form A, B and C as appeared in Attachment 6. Please select one type of the form, complete all details and sign and attach relevant supporting evidence and deliver to the company in advance before the Meeting date, of which, the company has attached an envelope for your convenience (Please deliver the proxy form in advance not less than 1 day before the Meeting).

Yours sincerely,



(Mr.Sanor Thampipattanakul)

Company Secretary

Authorized by the Board of Directors
Bangkok Life Assurance Public Company Limited

Investor Relations

Tel: 0 2777 8681, 0 2777 8672

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Note : Bangkok Life Assurance Public Co., Ltd. has posted the invitation letter of the Extraordinary Shareholders' Meeting No.1/2557 on the Company's website, www.bangkoklife.com

(Translation)

**Minutes of the 2014 Annual General Meeting of Shareholders
of Bangkok Life Assurance Public Co., Ltd.**

Date, Time & Place

The meeting was held on Wednesday, 30th April, 2014 at 09.00 hrs. at the 7th floor auditorium, Head Office No. 23/115-121 Royal City Avenue, Rama 9 Road, Bangkapi Sub-District, Huaykwang District, Bangkok.

Directors in Attendance

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

Directors in Absence

- | | |
|----------------------------|------------------------------|
| 1. Khun Pojjanee Kongkalai | Unable to attend the meeting |
|----------------------------|------------------------------|

Management in Attendance

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

Auditor

- | | |
|---------------------------------|--------------------------------|
| 1. Khun Ratchada Yongsawatwanit | CPA, Ernst & Young Office Ltd. |
|---------------------------------|--------------------------------|

Observers

- | | |
|----------------------------|---|
| 1. Khun Lertsak Suthampond | Legal Adviser, Kanung & Partners Law Offices Co.,Ltd. |
|----------------------------|---|

The meeting started at 09:10 hrs.

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

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 votes on a matter are equal, the Chairman shall have a second or casting vote.
3. The shareholders cannot divide their vote or cast partial vote.
4. In the event that the shareholders disapprove of an agenda or would like to abstain from voting, please tick 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 casted 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 position of director from 1st October until 31st December, 2013 by informing them via the Stock Exchange of Thailand's electronic news and the Company's website. However, there was no proposal for any matters or candidates.

The Company Secretary informed the meeting of amendments in the invitation to the 2014 Annual General Meeting of Shareholders. On page 4, agenda 3 net premium for 2013 should be changed to 38,795 million baht from 34,128 million baht. Net investment income should be changed to 7,601 million baht from 6,263 million baht.

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

Personally attended shareholder:	116 persons,	equaled to	67,784,922 shares
Proxies:	324 persons,	equaled to	989,211,991 shares
Total:	440 persons,	equaled to	1,056,996,913 shares

They accounted for 87.2249% of the total shares sold of 1,211,806,650 which constituted a quorum, according to the Articles of Association. The Chairman then declared the meeting open in order to consider the following agendas:

Agenda 1: To Approve the Minutes of the 2013 Annual General Meeting of Shareholders

The Chairman proposed the meeting consider the minutes of the 2013 Annual General Meeting of Shareholders. A copy of which was sent to all shareholders in advance along with the invitation to the meeting.

The Chairman subsequently gave the shareholders an opportunity to ask questions and provide comments. Since no questions were raised, he then proposed the meeting to vote on the resolution to approve the minutes of the 2013 Annual General Meeting of Shareholders.

Resolution: The meeting by the majority of the total votes casted by shareholders present and entitled to vote resolved to approve the minutes of the 2013 Annual General Meeting of Shareholders, based on the following:

- Approved	1,065,763,770	votes, or	100.0000%
- Disapproved	0	votes, or	0.0000%
- Abstained	500	votes, or	0.0000%
Total	1,065,764,270	votes, or	100.0000%

Agenda 2: To Acknowledge Company's 2013 Operation Result

The Chairman assigned President Chone Sophonpanich to report to the meeting on the Company's 2013 operation result. The details were as follows:

The Company's performance of its premium earned in 2013 was satisfactory. The first year premium hit ten billion baht; it amounted to 10,534 million baht, a 20.1% increase. This was because the products were developed to meet the needs of customers, and the sales teams performed efficiently. Most of the first year premium was from bancassurance channel in which endowment products are in demand. The renewal year

premium summed to 28,545 million baht, a 10.3% growth over the previous year. The premium collection rate was 93.2%, higher than the industry's average. In 2013, the Company earned 39,079 million baht in total premium or a 12.8% growth over the previous year.

The Company maintained its good position in the industry's market share rankings. Compared to the industry, the Company hold an 8.8% market share for total premium and was ranked 5th in the industry. Its first year premium had a 7.1% market share, which increased from the previous year's 6.7% and was ranked 6th. Industry total premium growth was 13.1%, while industry first year premium growth was 13.5%.

Regarding expenditure, the Company managed to control expenditure effectively. The life policy reserve increased over the previous year. In 2013, it amounted to 25,357 million baht, a 10.9% increase. It was 65.4% of the net premium – a decline from 67.0% or 22,873 million baht in 2012. Such decline was because a number of policies matured. Most of them that matured were the agent channel's 12/1 endowment product. In addition, the product mix was different from 2012. For example, first year premium of the single-premium whole life 1st 175, which requires high reserve decreased by 34.0% in 2013, compared to the previous year.

Claims and benefits payments amounted to 10,851 million baht, a 36.1% increase over the previous year. They were 28.0% of net premium, which were higher than the previous year's percentage. In 2013, policy benefits payments rose by 46.7%, compared to the previous year. They were 24.7% of net premium. The majority of expenses in this category were maturity benefits. Compared to the previous year, maturity benefits increased by 461%. However, claims payments, amounting to 1,252 million baht decreased by 12.4%.

The commission summed to 2,705 million baht, a 1.9% decrease over the previous year. Sales promotion was 352 million baht, a 5.3% increase over the previous year. Other underwriting expenses were 31 million baht, a slight increase of 2.6% over the previous year. The total expenses for commission, sales promotion and other underwriting expenses were 3,088 million baht, 8.0% of the net premium – a decrease over the previous year's 9.1%.

The operating expenses amounted to 1,828 million baht, a 15.6% increase. The ratio of operating expenses to net premium went up to 4.7% from the previous year's 4.6%. The expense items that considerably increased were advertising and public relations expenses, summing to 200 million baht, a 70.1% increase over the previous year. Advertising was done to enhance the Company's image and access more customers. Compared to the industry, however, the Company's advertisement expenses were still relatively low.

In 2013, the Company's total assets amounted to 172,235 million baht which increased from 143,567 in 2012, a 20.0% increase. Most of the assets were investment assets summing to 165,983 million baht, 96.4% of total Company assets. This was close to the previous year's percentage.

The Company used the same asset allocation approach as that of the previous year. It mainly invested in long-term and short-term bonds i.e. government bonds, state enterprise bonds, the Bank of Thailand's bonds and creditworthy corporate debentures in a high percentage, 86.7%. The Company's investments in common stocks, unit trusts and loans accounted for 7.8%, 3.4% and 2.1% of the total investment assets respectively.

The majority of the Company's investment income came from interest and purchase discount which were highly stable. The Company's gain from selling securities was 592 million baht. The total investment

income amounted to 7,702 million baht. It increased from 6,234 million baht in 2012, a 23.4% increase. The rate of return on investment was 5.0%, a slight decrease from the previous year's 5.1%.

The Company incurred loss of 519 million baht when taking into account mark-to-market value of its available-for-sale securities. It was because the Stock and Exchange of Thailand index dropped as it was impacted by political problems and capital outflow. As a result, when offsetting this loss against the actual investment income, the value of the investment income went down to 7,183 million baht, a 29.5% decrease over the previous year. The rate of return on investment including unrealized gain was 4.7%, a decrease from the previous year's 8.3%.

The net profit for 2013 amounted to 4,381 million baht, a 17.6% increase over the previous year. It was as a result of expenditure and tax reserve management. Plus, the corporate income tax rate was adjusted down to 20% from 23%. Consequently, the profit for 2013 increased. The return on equity for 2013 was 21.0%.

The Company's comprehensive gain for 2013 dropped by 47.5% over the previous year. It was 3,618 million baht. The ratio of comprehensive gain to income was 7.9%. The comprehensive gain decreased because the value of mark-to-market gain (loss) declined.

The Company's reserve increased to 136,616 million baht. It increased from 111,259 million baht in 2012, a 22.8% increase. Shareholders' equity has grown continually. It summed to 22,264 million baht, a 14.4% increase from the previous year's 19,465 million baht.

In 2013, the Company managed tax expenses well. As a result, the effective tax rate was at 22.9%, lower than the previous year's 31.1%.

The capital adequacy ratio (CAR) has fluctuated due to interest rate change. The Company tried to reduce CAR volatility by lessening the duration gap continually. The CAR in 2013 was 243.6%, higher than 140%, which is OIC requirement. From the information shown, at the end of 2013 the CAR declined from the third quarter, because the Company changed its assumptions in evaluating liabilities to be more conservative in order to better reflect the actual value.

The average duration of assets was 8.8 years, while that of liabilities was 11.7 years. The duration gap was 2.9 years, smaller than the previous year's 3.5 years. It is also likely to become smaller continually.

In 2013, the Company still places the emphasis on "building financial stability through integrated financial planning" by customizing financial building plans for customers' financial status and value of life. This is a continued campaign from the "BLA...Ready" campaign in 2012. The Company has continually provided the public with knowledge about creating financial stability and has joined hands with its alliance to organize various services and activities. For example, Bangkok Life together with its bank partners and Bangkok bank carried out the Bualuang Family project.

In terms of operations and management, the Company has established BLA Insurance Broker in 2013 to provide integrated insurance brokerage service. It also gives a wide range of support to financial advisers' teams, in addition to support in selling mutual funds provided by the existing brokerage operations unit. Moreover, the Company has expanded more types of service to its nationwide branches which include policy issuance, policy-related services and claims, for example. At the same time, the Company has also managed its

branches, following the universal standards. During 2013, another 11 branches have been certified by the ISO 9001:2008 standard, making the total number of certified branches to 42 branches out of 75 branches. In terms of service, the Company has a project to establish a one-stop service to enhance service efficiency and facilitate the process for walk-in customers and agents. The Company officially opens its one-stop service center at the head office in January 2014. Regarding sale channels, the Company has developed its telemarketing channel to access new customers and offer products that can meet a variety of needs.

In 2013, the Company has further built up and strengthened its good image. The following awards were granted to the Company:

- “Thailand’s Corporate Brand Rising Star 2013” – for being a listed company that has the highest growth of brand value, under the category of financial business
- Rated as “excellent” for the 3rd year in quality evaluation of the 2013 Annual General Meeting of Shareholders
- Rated “4 stars” from previously 3 stars in corporate governance rating or CG rating

With a view to enhancing brand awareness, the Company increased the budget for advertisement through a variety of media, including organizing activities. These are the channels that the Company communicates with the public and accesses more people to enhance its brand awareness.

Bangkok Life Assurance does not only focus on generating profit for the organization but also commits to operating on the ground of corporate social responsibility. In 2013, the Company supports organizing various activities under the two main concepts which are:

1. Designable Life – involving various projects that provide the public with financial planning knowledge
2. BLA Happy Life – involving projects that enhance public happiness in five aspects as follows:
 - Education
 - Health Promotion
 - Environmental Awareness
 - Arts & Cultural Promotion
 - Elderly Care

For 2014 the Company focuses on expanding its market share by taking an aggressive approach along with providing customers with excellent service. At the same time, the Company still puts the importance on risk management by implementing enterprise risk management (ERM) and improving effectiveness of various work systems. Such implementation and improvement are done to enhance the trust and confidence of customers. The Company sets the 2014 growth target of 49% for first year premium and 16% for renewal year premium; therefore, the total premium growth is 25%.

Regarding risk-based capital (RBC), the Company sets the capital adequacy ratio target of not lower than 200%, higher than the RBC requirement’s 140%. The Company also sets its long-term risk-based capital target of at least 300%.

Bangkok Life Assurance is determined to become a leader in establishing financial security for all groups of people by protecting their value of life, providing financial planning advice and impressive service. The Company's service helps establish stability and happier life for all groups of people.

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

Khun Tanat Techalert, shareholder The shareholder would like to know the detail about BLA Insurance Broker's integrated service and office location.

Khun Chone Sophonpanich, president The establishment of BLA Insurance Broker is the Company's strategy to develop its agents to become financial adviser. This way they can provide integrated service in connection with security and wealth building under which insurance is an important foundation. Also, it helps facilitate the process for agents in providing better service for customers. It also helps the Company's market to expand and increases the Company's income. BLA Insurance Broker's office is at BLA's head office. It currently rents the office space from BLA.

Khun Wipa Suwanit, representative from the Thai Investors Association 1.What is 'enterprise risk management' in the annual report?
2.Consumers' confidence and the economy overall are not good. Will these factors impact renewal year premium or 2014 growth target?

Khun Chone Sophonpanich, president 1.Enterprise risk management originates from the concept that staff can see their own operational risk more clearly than others. The Company, therefore, focuses on building awareness of organizational risk management among all employees. This includes various processes of understanding risks and identifying major risks of each function. By practicing the processes, each function can consider the possibility and impact of risks on the organization, come up with preventive measures and report to the Company when the risk level deviates from the standard.
2.Even though the index of consumers' confidence has dropped overall, the industry's and the Company's premium collection rates for the first two months are still in a good level. There has been no significant signal so far. The Company puts the emphasis on direct and indirect communication with customers about measures to maintain policy persistency rate through agents and the bank's employees which allows customers to see the benefit of policy

renewal. The renewal year premium target is also challenging, because the industry's growth rate for the first two months was lower than 10%.

Khun Tanat Techalert,
shareholder

- 1.The first year premium target is high. How confident is the Company towards the high target? Does the target have any impact on the Company's reserve?
- 2.Will 2014 maturity benefit be as high as that of 2013?

Chone Sophonpanich,
president

- 1.The Company currently maintains the same first year premium target. Regarding impact on the Company's reserve, endowment products which are in demand usually require high reserve. As a result, the ratio of reserve to premium may be high.
- 2.Maturity benefit will still be paid continually, same as 2013.

Resolution: The meeting acknowledged the report on the Company's operation result for 2013.

Agenda 3: To Consider Approving Financial Statement Ending 31 December, 2013

The Chairman assigned Mr.Sunthorn Arunanondchai, Chairman of the Audit Committee to report to the meeting on the financial statement ending 31 December, 2013 for the meeting's approval.

The Chairman of the Audit Committee proposed the financial statement ending 31 December, 2013 for the meeting to approve. The financial statement was audited by the Company's Audit Committee and certified by Ernst & Young Office Limited's certified public accountants who provided an unqualified opinion. However, there was a remark about the change in the accounting policy, because the Company implemented the accounting standard on income taxes. The detail of the financial statement ending 31 December, 2013 was given in the annual report from page 168 to 278.

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 2013.

Resolution: The meeting by the majority of the total votes casted by shareholders present and entitled to vote resolved to approve the financial statement ending 31 December 2013 which was audited by the Audit Committee and certified by Ernst & Young Office Limited's certified public accountants. The votes were as follows:

- Approved	1,065,506,770	votes, or	99.9758%
- Disapproved	28,000	votes, or	0.0026%
- Abstained	229,500	votes, or	0.0215%
Total	1,065,764,270	votes, or	100.0000%

Agenda 4: To Approve Asset Allocation and Dividend Payment for 2013

The Chairman explained to the meeting that according to the Public Company Limited Act B.E.2535, Section 116 and the Articles of Association, Clause 56 the Company is required to allocate at least 5% of net profit after deducting accumulated loss (if any) as the Company's reserve until the reserve reaches 10% of the Company's registered capital. Currently, the Company's statutory reserve amounted to 122 million baht, 10% of the registered capital. As a result, the Company does not have to allocate its profit as the statutory reserve for 2013.

The Chairman referred to the Company's dividend payment policy which states that no less than 25% of the Company's net profit will be paid as dividend. Considering relevant information, the Board of Directors sought the shareholders' approval on paying dividend for 2013 at the rate of 0.91 baht per share, equaling to 25.14%. However, the Company has already paid an interim dividend on 9 September, 2013 at 0.40 baht or 484.65 million baht. As a result, the Company will pay the final dividend at 0.51 baht per share. The dividend to be paid will be taken from the portion of the Company's accumulated profit which is taxed at 30%, and the amount to be paid depends on number of shares as of 15 May, 2014, the date on which names of those entitled to receive the dividend will be listed. The book-closing date will be 16 May, 2014, and the dividend payment is scheduled on 29 May, 2014.

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

Khun Manit Lertsakornsiri, shareholder The figure of 2012 net profit stated in the 2013 financial statement is different from what was presented in the agenda on dividend payment.

Khun Jaruwat Limkhunnadhammo, Senior Vice President of Accounting and Finance Division The figure has been adjusted so that it can be compared to that of 2013 due to the implementation of the new accounting standard on deferred tax asset.

Resolution: The meeting by the majority of the total votes casted by shareholders present and entitled to vote resolved to approve the dividend payment for 2013 at the rate of 0.91 baht per share, summing to 1,102.93 million baht or 25.18% of the net profit after deducting corporate income tax. However, the Company paid an interim dividend on 9 September 2013 at the rate of 0.40 baht or 484.65 million baht. The Company, therefore, will pay the final dividend at 0.51 baht or 618.28 million baht. The dividend to be paid will be taken from the portion of the Company's accumulated profit which is taxed at 30%. Names of those entitled to the payment will be listed on 15 May, 2014. The book-closing date will be 16 May, 2014. The dividend payment will be made on 29 May, 2014. The votes were as follows:

- Approved	1,065,682,074	votes, or	99.9985%
- Disapproved	16,000	votes, or	0.0015%
- Abstained	0	votes, or	0.0000%
Total	1,065,698,074	votes, or	100.0000%

Agenda 5: To Appoint Directors

The Chairman assigned Dr. Siri Garnjarerndee, Chairman of the Nomination and Remuneration Committee to report to the meeting on the appointment of directors. The details were as follows:

The Chairman 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 directors have to resign from their position in each Annual General Meeting of Shareholders. This year, five directors who resigned were as follows:

- | | |
|-------------------------------|---|
| 1) Mr. Sunthorn Arunanondchai | Chairman of the Audit Committee, Independent Director |
| 2) Mr. Pradit Rodloytook | Independent Director, Member of the Audit Committee |
| 3) Mr. Pramote Pasuwat | Independent Director, Member of the Audit Committee |
| 4) Mrs. Prapaivan Limsong | Director |
| 5) Mr. Chone Sophonpanich | Director, Executive Director, Member of the Investment Committee, President |

The Chairman of the Nomination and Remuneration Committee further explained that in accordance with the good corporate governance principle, the Company announced on its website between 1 October and 31 December 2013 to invite the shareholders to propose candidates for the replacement of directors. However, no shareholders proposed any candidate.

The Board of Directors considered the proposal of the Nomination and Remuneration Committee which took into account the directors' qualification, capability and experience. The Committee proposed the appointment of the three following directors for the Shareholders' Meeting's consideration:

- | | |
|-------------------------------|---|
| 1) Mr. Sunthorn Arunanondchai | Chairman of the Audit Committee, Independent Director |
| 2) Mrs. Prapaivan Limsong | Director |
| 3) Mr. Chone Sophonpanich | Director, Executive Director, Member of the Investment Committee, President |

The Nomination and Remuneration Committee proposed the appointment of Assoc. Prof. Damrong Taweasangsakulthai and Mr. Praphan Asava-Aree to replace the two directors whose term had expired.

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 the ballot from all attending shareholders, regardless of their vote being approval, disapproval or abstention.

The Chairman gave the opportunity for the shareholders to provide comments. There were neither questions nor comments raised; he then proposed that the meeting vote on appointing directors.

Resolution: The meeting by the majority of the total votes casted by shareholders present and entitled to vote resolved to approve Mr. Sunthorn Arunanondchai to resume his director position. The vote result was as follows:

- Approved	1,064,384,281	votes, or	99.9917%
- Disapproved	53,000	votes, or	0.0050%
- Abstained	35,700	votes, or	0.0034%
Total	1,064,472,981	votes, or	100.0000%

Resolution: The meeting by the majority of the total votes casted by shareholders present and entitled to vote resolved to approve Mrs. Prapaivan Limsong to resume her director position. The vote result was as follows:

- Approved	1,064,384,281	votes, or	99.9861%
- Disapproved	112,000	votes, or	0.0105%
- Abstained	35,700	votes, or	0.0034%
Total	1,064,531,981	votes, or	100.0000%

Resolution: The meeting by the majority of the total votes casted by shareholders present and entitled to vote resolved to approve Mr. Chone Sophonpanich to resume his director position. The vote result was as follows:

- Approved	1,064,304,781	votes, or	99.9842%
- Disapproved	148,500	votes, or	0.0140%
- Abstained	19,700	votes, or	0.0019%
Total	1,064,472,981	votes, or	100.0000%

Resolution: The meeting by the majority of the total votes casted by shareholders present and entitled to vote resolved to approve Assoc. Prof. Damrong Taweangsakulthai to replace one director whose term had expired. The vote result was as follows:

- Approved	1,064,402,681	votes, or	99.9718%
- Disapproved	265,000	votes, or	0.0249%
- Abstained	35,200	votes, or	0.0033%
Total	1,064,702,881	votes, or	100.0000%

Resolution: The meeting by the majority of the total votes casted by shareholders present and entitled to vote resolved to approve Mr. Praphan Asava-Aree to replace the other director whose term had expired. The vote result was as follows:

- Approved	1,064,194,181	votes, or	99.9513%
- Disapproved	474,600	votes, or	0.0446%
- Abstained	44,200	votes, or	0.0042%
Total	1,064,712,981	votes, or	100.0000%

Agenda 6: To Approve Directors' Remuneration for 2014

The Chairman assigned Dr. Siri Garnrajerndee, Chairman of the Nomination and Remuneration Committee to present to the meeting the 2014 directors' remuneration the following detail:

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 considered remuneration for directors and sub-committees' members, taking into account directors' capability, suitability for their responsibilities and business and profit growth. The rates of directors' meeting allowance and bonus are the same as what was approved in 2013 as follows:

1. The rate for meeting allowance is 40,000 baht per meeting per person, same as 2013. For each committee's chairperson, the rate is double.
2. The rate for annual bonus is 450,000 baht per person, same as 2013. For each committee's chairperson, the rate is double.

Company Directors who are also Company executives do not receive their remuneration as director.

The Nomination and Remuneration Committee proposed that the Board of Directors seek the shareholders' meeting's approval on the limit of not exceeding 15 million baht for directors' remuneration. This amount is a 7.14% increase over that of 2013.

The Chairman gave the shareholders the opportunity to raise questions or give comments. No questions were raised. He then proposed that the meeting cast its vote on the agenda of 2014 directors' remuneration.

Resolution: The meeting, greater than two third of the total votes casted by shareholders present and entitled to vote resolved to approved the amount of not exceeding 15 million baht for 2014 directors' remuneration. The vote result was as follows:

- Approved	1,065,719,788	votes, or	99.9958%
- Disapproved	0	votes, or	0.0000%
- Abstained	44,500	votes, or	0.0042%
Total	1,065,764,288	votes, or	100.0000%

Agenda 7: To Appoint Auditors and Auditors' Fees for 2014

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 2014.

The Chairman of the Audit Committee explained that in accordance with the Public Company Limited B.E.2535, Section 120 and the Articles of Association, Clause 50, it is stipulated that auditors and audit fees shall be approved by a shareholders' meeting. The Audit Committee selected the Company's auditors for the year 2014, taking into account auditors' knowledge, capability, understanding and audit experience in the life insurance business, expertise in their profession, independence and neutrality. The Audit Committee also took a shareholder's comments raised in the 2013 shareholders' meeting into consideration. The comments were about pros and cons of using the same audit firm for a long time. The Audit Committee then considered the fact

based on what the shareholder raised and found that Ernst & Young Office Limited had provided the Company with its audit service for more than 10 years. Consequently, changing the audit firm may help bring new and useful perspectives to the Company. Therefore, the Company selected KPMG Phoomchai Audit Limited as the Company's audit firm. It is one of the four leading audit firms at the international level and has experience in auditing six out of top-ten life insurance companies.

The Audit Committee proposed that the Board of Directors seek the shareholders' meeting's approval on the appointment and audit fees of certified public accountants from KPMG Phoomchai Audit Limited as replacements of those from Ernst & Young Office Limited. Their names were as follows:

- (1) Mr. Chanchai Sakullertsin Certified Public Accountant, Registration No. 6827 and/or;
- (2) Mrs. Wilai Buranakittisophon Certified Public Accountant, Registration No. 3920 and/or;
- (3) Ms. Pantip Kulsantitamrong Certified Public Accountant, Registration No. 4208

One of the aforementioned certified public accountants shall audit and provide comments on the Company's financial statements. The Board of Directors also sought the meeting's approval on 2014 audit fees in a sum of 1,600,000 baht. This was a 10.57% increase over the fees approved in 2013. The detail was as follows:

	2014	2013	Variance %
Audit Fees	1,600,000	1,447,000	+10.57
Yearly Financial Statement Audit	1,000,000	962,500	+3.90
Quarterly Financial Statement Review (Total of 3 Quarters)	600,000	484,500	+23.84

The Chairman provided the opportunity for the shareholders to express their opinions which were as follows:

- | | |
|---|--|
| Khun Suriyont Jittraphan, proxy | The audit fees for 2013 shown were not the same as what was approved by the 2013 shareholders' meeting. |
| Khun Jaruwan Limkhunnadhammo
Executive of the Accounting
Division | In 2013, the Company had cancelled an audit on internal control adequacy which would have cost 90,000 baht. As a result, the audit fees spent in 2013 decreased to 1,447,000 baht only, compared to 1,537,000 baht which was approved by the 2013 shareholders' meeting. |
| Khun Suriyont Jittraphan, proxy | Are there any other fees that the Company pays for KPMG Phoomchai Audit Limited in addition to the proposed audit fees? If yes, please present the detail to the shareholders for acknowledgement. |
| Khun Sunthorn Arunanondchai,
Chairman of the Audit Committee | In addition to the audit fees for yearly and quarterly financial statements, there are extra fees for evaluating embedded value & value of new business. In considering the fees, the Company also compares the total fees for each type of service. |

- Khun Tanat Techalert, shareholder Will the Company have KPMG Phoomchai Audit Limited do the valuation of embedded value and value of new business instead of PwC which did it last year?
- Khun Sunthorn Arunanondchai, Chairman of the Audit Committee Last year it was Ernst & Young that did it. For this year, the Company is still under the selection process. However, the fees quoted by KPMG Phoomchai Audit Limited are not higher than what the Company paid in the previous year.
- Khun Wipa Suwanit, Representative from the Thai Investors Association Khun Wipa expressed her appreciation and thanks to the Board of Directors for presenting a comparison of audit fees and changing the audit firm. She was of the opinion that using the same audit firm for a long time may be impossible for the Company to see problems on its financial statements. Instead, a new audit firm may see those problems and can help the Company solve them. She also appreciated that the Company was among the first companies that joined the Anti-Corruption Program and received a certificate from the Thai Institute of Directors. This sparked enthusiastic response among other listed companies to join the program which will be beneficial to the country.

Resolution: The meeting by the majority of the total votes casted by shareholders present and entitled to vote resolved to appoint auditors from KPMG Phoomchai Audit Limited as follows:

- (1) Mr. Chanchai Sakullertsin Certified Public Accountant, Registration No. 6827 and/or;
- (2) Mrs. Wilai Buranakittisophon Certified Public Accountant, Registration No. 3920 and/or;
- (3) Ms. Pantip Kulsantitamrong Certified Public Accountant, Registration No. 4208

One of the aforementioned certified public accountants shall audit and provide comments on the Company's financial statements. The meeting also resolved to approve the audit fee for 2014, amount of 1,600,000 baht. The vote result was as follows:

- Approved	1,065,650,970	votes, or	99.9924%
- Disapproved	40,000	votes, or	0.0038%
- Abstained	40,500	votes, or	0.0038%
Total	1,065,731,470	votes, or	100.0000%

Agenda 8: Other Matters (if any)

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

Khun Tanaprasert Pamornpairoj,
shareholder

- 1.The Company's net profit increased by about 600 million baht, but why did the CAR, ROI and ROI decrease?
- 2.What is the tendency of the Company's performance in Q1/2014?
- 3.Does the Company invest in long-term bonds? How will the Company manage its investments as the rate of return on investment is likely to decrease in the future?
- 4.Khun Tanaprasert suggested investing in equity mutual funds in order to increase the rate of return on investment if not prohibited by law.

Khun Chone Sophonpanich,
President

- 1.The CAR decreased despite of the increase of profit, because there was an adjustment to actuarial assumptions to make them more suitable for the changing business base. Such adjustment resulted in higher life policy reserve which impacted the capital level. For the rate of return on investment, it decreased due to the market situation. Most of the Company's investments were long-term bonds. For the decrease of the rate of return on equity, it was because the base of shareholders' equity became larger.
- 2.The Company cannot disclose the tendency of its performance in Q1/2014 yet.
3. Most of the Company's investments in bonds are long term so as to be in line with its long-term obligation. About 85% of the Company's investment assets are long-term bonds. 66% are government bonds. 20% are debentures. The average tenure for government and state enterprise bonds is 18 years, while that of debentures is 8 years.
4. No laws prohibit investments in mutual funds. The Company's investments in foreign common stocks are done through mutual funds. For domestic stocks, the Company, as an institutional investor, can invest directly in domestic common stocks. The proportion of this type of investment is about 8%.

Khun Suriyont Jittraphan, proxy

What is the Company's reinsurance policy? Which insurers does the Company use?

Khun Chone Sophonpanich,
President

The Company has its policy in transferring risks to reinsurers, considering insurers' financial stability rating which has to be at least A-. The Company also considers other types of service of its reinsurers such as support on policy plans, underwriting and so on. Currently, the Company's reinsurers are: Hannover Re, Toa Re, Thai Re Life, Munich

Khun Sasitorn Thitipakaikaew
Vice President of the Risk
Management Department

Re and Swiss Re. The reinsured risks are: life, dread diseases and health. However, usually if the risks are not concentrated, and the sum assured is not that high; the Company will accept those risks by itself.

Only ordinary life policies are reinsured. The reinsured policies are 5% of the total number of policies, 2% of the total premium and 2% of the total sum assured.

Khun Polapat Aramruengsakul,
shareholder
Khun Chone Sophonpanich
President

How will the Bank of Thailand's stricter policy towards selling insurance plans through bancassurance impact the Company?

The Bank of Thailand tries to ensure good after-sale service provided to customers. It tries to clearly distinguish between responsibilities of commercial banks and life or non-life insurance companies. In the overall picture, the Bank of Thailand still supports this business as it is one of the major sources of income for commercial banks.

Khun Suriyont Jittraphan, proxy
Khun Choedchu Sophonpanich
Chairman

Does the Company sell unit-linked products?

Currently, the Company does not sell this type of policy. The Company is concerned about insureds' investment risks due to high volatility in the capital market in Thailand. However, the Company will closely monitor the situation in the future to see if it is feasible to sell this type of policy.

Khun Kritsada Arunwate, proxy

Does the Company's high growth target rely on short-term products? How will the target affect the Company's profitability and growth in the following years?

Khun Chone Sophonpanich
President

The Company tries to have different groups of products to meet market needs, while at the same time considering the rate of return on investment, risks, bancassurance partner and agents. When the market situation changes, the Company's product strategy needs to be changed too in order to build up the trust of customers and partners. The Company also takes into account its short-term and long-term profitability and market share at the same time.

Khun Darawan Prakaitip, proxy

What is the 2014 growth target for each channel?

Khun Chone Sophonpanich
President

The growth targets for both agent and bancassurance channels are similarly 50% for first year premium.

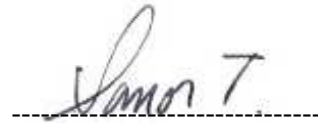
During the meeting more shareholders registered to attend the meeting, making the total number of 168 attending shareholders and 358 proxies, totaling 526 persons. These attendees represented 1,065,764,288 shares or 87.9484% of the total shares sold.

No other matters were proposed. The Chairman thanked all shareholders for joining the meeting and declared the meeting closed at 11.10 hrs.



(Mr. Choedchu Sophonpanich)

Chairman



(Mr. Sanor Thampipattanakul)

Company secretary

(F 53-4)

Capital Increase Report Form
Bangkok Life Assurance Public Company Limited
Date August 8, 2014

We Bangkok Life Assurance Public Company Limited hereby report of the resolution of the Board of Directors' Meeting no.5/2557, held on August 8, 2014 from 09.00 to 12.00 hrs. in respect of a capital increase/share allotment as follows:

1. Capital increase:

The meeting of the board of directors passed a resolution approving the increase of a registered capital of the Company from 1,220,000,000 baht to 1,708,000,000 baht by issuing 488,000,000 ordinary shares with a par value of baht 1, totaling amount of baht 488,000,000.

2. Allotment of new shares:

2.1 Details of shares allotment

Allotted to	Number (shares)	Ratio (old : new)	Sale price per share (Baht)	Subscription and payment period	Note
Existing Shareholders	485,059,200	5 : 2	-	-	For the interim stock dividend payment
Reserve for the exercise of Company's warrants	2,940,800	-	-	-	-

2.2 The Company's plan in case there is fraction of shares remaining

The company will pay dividends in cash at the rate of bath 0.40 per share

2.3 The number of shares remaining from the allotment

Remaining shares after allocated for stock dividend (if any) will be offered to Bangkok Life Assurance Pcl. Employee Provident fund at par value.

3. Schedule for shareholders meeting to approve the capital increase/allotment

The Extraordinary Shareholders' Meeting No.1/2557 is scheduled to be held on Thursday, September 25, 2014, 09.00 a.m., at the auditorium on 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No. 23/115-121, Royal City Avenue, Rama 9 Road, Huaykwang, Bangkok.

Record date for the right to attend the meeting will be on August 22, 2014. The closing date of the register book for preparing list of the eligible shareholders under Section 225 of the Securities and Exchange Act will be on August 25, 2014.

4. Approval of the capital increase/share allotment by relevant governmental agency and conditions thereto (if any)

Approval by The Office of Insurance Commission is required before the dividend payment can be paid.

5. Objectives of the capital increase and plans for utilizing proceeds received from the capital increase

To distribute as the interim stock dividend payment and reserve for the exercise of Company's warrants.

6. Benefits which the Company will receive from the capital increase/share allotment:

To strengthen the company's capital position.

7. Benefits which the shareholders will receive from the capital increase/share allotment:

Shareholder will enjoy favorable long term operating result by means of dividend income as well as stock price appreciation.


8. Other details necessary for shareholders to approve the capital increase/ share allotment:

-None-

9. Schedule of action where the board of directors of the Company passes a resolution approving the capital increase or allotment of new shares:

No.	Procedures of the capital increase	Date
1	Record date for the right to attend the Extraordinary Shareholders' Meeting No.1/2557	22 August 2014
2	Closing date of the register book for preparing list of the eligible shareholders to attend the Extraordinary Shareholders' Meeting No.1/2557	25 August 2014
3	Extraordinary Shareholders' Meeting No.1/2557	25 September 2014
4	Record date for the right to receive stock and cash dividend payment	10 October 2014
5	Closing date of the register book for preparing list of the eligible shareholders to receive stock and cash dividend payment	13 October 2014

The Company hereby certifies that the information contained in this report form is true and complete in all respects.

Signed 
(Mr.Sanor Thampipattanakul)
Company Secretary

Articles of association of the Company related with Shareholders' Meeting

Chapter 5 : Shareholders' Meeting

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

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

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

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

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

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

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

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

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

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

1. Authorization

In case of any shareholder is unable to personally attend the Meeting, such shareholder can consider to authorize other person or independent director of the company as his proxy to attend the Meeting and vote in the Meeting on his behalf whereby the company must deliver either Power of Attorney Form "A", "B" or "C" as prescribed by Department of Business Development, Ministry of Commerce (Attachment 6).

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

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

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

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

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

2. Registration and presentation of document before attending the Meeting

The company shall starts to examine the completeness and correctness of documents for the Meeting and open for registration since 08.00 a.m. onwards at conference room, 7th floor, of the head office of Bangkok Life Assurance PCL. , No. 23/115-121, Royal City Avenue, Rama 9 Road, Bangkok Sub-district, Huay Kwang District, Bangkok Metropolis, according to the location map attached herewith. (Attachment 7).

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

1. In case of ordinary person

- 1.1 In case of the shareholder personally attends the Meeting, please present document issued by government authority contained with photograph of the shareholder which is still valid, i.e. Identification Card, Driving License or Passport. In case of change of name or surname, related evidences are also required.
- 1.2 In case of the proxy authorized his proxy to attend the Meeting
 1. Power of Attorney only either form of attachment (Attachment 6), duly completely and correctly completed and signature of the Authorizer and proxy with 20 baht duty stamp affixed.
 2. Photocopy of documents issued by government authority containing details as mentioned in 1.1 above and signed to certify true copy by the Authorizer.
 3. Document issued by government authority of the proxy duly contained with details according to clause 1.1 above.

2. In case of shareholder who is juristic person

- 2.1 In case of the shareholder's authorized person shall personally attend the Meeting.
 1. Document issued by government authority of the Agent according to the details in clause 1.1 above.
 2. Photocopy of juristic person registration certificate of the shareholders duly signed to certify true cop by representative of juristic person which its contents to illustrated that the proxy is authorized to act on behalf of juristic person who is shareholder.
- 2.2 In case of the shareholder had assigned the proxy to attend the Meeting
 1. Power of Attorney (Attachment 6) either type, fully and correctly complete and signed by the Authorizer and proxy with 20 bath duty stamp affixed.
 2. Certificate of juristic person registration certificate duly certified true copy by the representative with statement that the juristic person representative who singed in Power of Attorney is authorized to act on behalf of juristic person who is the shareholder.
 3. Document issued by government authority of the proxy duly contained with details according to clause 1.1 above

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

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

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

3. Voting and vote counting

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

3.1 Voting

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

3.2 Vote counting

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

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

Name – Surname Dr. Siri Ganjarerndee

Age 66 Years

Nationality Thai



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

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

Educational background

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

Training of the Director Program

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

Work Experiences in present

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

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

Share Holding - None -

Meeting Attendance in 2013

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

The interest in the agenda - None -

Proxy Form

Proxy Assignment

If shareholders are unable to attend the Extraordinary Shareholders' Meeting No.1/2557, the shareholder may assign the Independent Director of the Company, profile as shown in Attachment 5, or an individual as the proxy to attend the meeting and cast vote by choosing one of the following three proxy forms;

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

Proxy form (A)
(General Proxy Form)

Duty stamp 20 Baht

Made at

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

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

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

(3) hereby appoint

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

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

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

Only one of above is assigned as my/our proxy to attend and vote in the Extraordinary Shareholders' Meeting No.1/2557 On Thursday, September 25, 2014 at 09.00 a.m. at the auditorium on the 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No.23/115-121 Royal City Avenue, Rama 9 Road, Bangkapi, Huay kwang, Bangkok or at any adjournment thereof to any other date, time and venue.

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

Signed Grantor
(.....)

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

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

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

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

Proxy form (B)
(Specific Proxy Form)

Duty stamp 20 Baht

Made at

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

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

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

(3) hereby appoint

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

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

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

Only one of above is assigned as my/our proxy to attend and vote in the Extraordinary Shareholders' Meeting No.1/2557 on Thursday, September 25, 2014 at 09.00 a.m. at the auditorium on the 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No.23/115-121 Royal City Avenue, Rama 9 Road, Bangkok, Huay kwang, Bangkok or at any adjournment thereof to any other date, time and venue.

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

Agenda 1 To certify the Minutes of the 2014 Annual General Meeting of Shareholders

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

Agenda 2 To approve the interim dividend payment by means of stock and cash dividend

- (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 increase of registered capital

- (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 amendment of Company's memorandum

- (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 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
(.....)

Remarks

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

Annex to the Form of Proxy (Form B)

Grant of proxy as a shareholder of Bangkok Life Assurance Public Company Limited. At the Extraordinary Shareholders' Meeting No.1/2557 on Thursday, September 25, 2014 at 09.00 a.m. at the auditorium on the 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No.23/115-121 Royal City Avenue, Rama 9 Road, Bangkok, Huaykwang, Bangkok or at any adjournment thereof to any other date, time and venue.

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

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

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

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

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

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

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

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

Proxy form (C)

(for foreign shareholders who authorize the Custodian in Thailand)

Duty stamp
20 Baht

Made at

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

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

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

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

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

Ordinary shareshares, and is entitled to cast votes

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

(2) hereby appoint

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

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

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

Only one of above is assigned as my/our proxy to attend and vote in the Extraordinary Shareholders' Meeting No.1/2557 on Thursday, September 25, 2014 at 09.00 a.m. at the auditorium on the 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No.23/115-121 Royal City Avenue, Rama 9 Road, Bangkok, Huay kwang, Bangkok or at any adjournment thereof to any other date, time and venue.

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

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

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

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

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

Total votes

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

Agenda 1 To certify the Minutes of the 2014 Annual General Meeting of Shareholders

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

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

Approve

Not Approve

Abstain

Agenda 2 To approve the interim dividend payment by means of stock and cash dividend

- (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 increase of registered capital

- (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 amendment of Company's memorandum

- (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 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
(.....)

Remarks

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

Annex to the Form of Proxy (Form C)

Grant of proxy as a shareholder of Bangkok Life Assurance Public Company Limited. At the Extraordinary Shareholders' Meeting No.1/2557 on Thursday, September 25, 2014 at 09.00 a.m. at the auditorium on the 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No.23/115-121 Royal City Avenue, Rama 9 Road, Bangkok, Huaykwang, Bangkok or at any adjournment thereof to any other date, time and venue.

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

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

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

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

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

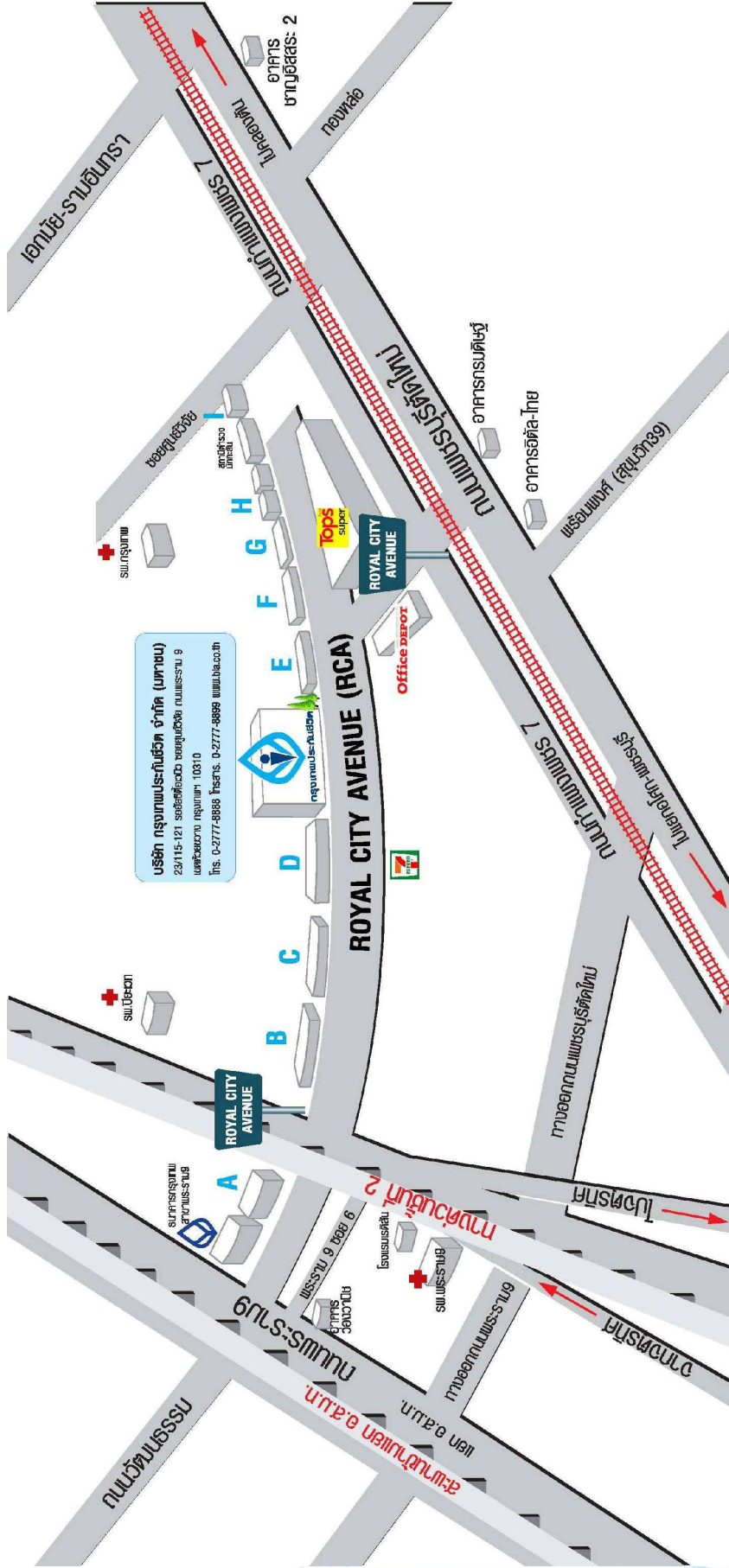
- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

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

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



Map of the Annual General Meeting of Shareholders Venue



Traveling Route

1. By Bus

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

2. By MRT

- Get off at Petchaburi, Exit Asoke-Dindang

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