

**(Translation)**

# **Invitation Letter**









## **The 2015 Annual General Meeting of Shareholders**

**Wednesday, April 29, 2015**

**9.00 a.m.**

**At the auditorium on 7<sup>th</sup> 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 10/2558

March 23, 2015

Subject: Notice of the 2015 Annual General Meeting of Shareholders

To: Shareholders of the Company

Attachment: 1) A Copy of the minutes of the 2014 Annual General Meeting of Shareholders  
2) CD-ROM of the Annual Report for 2014  
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 2015 Annual General Meeting of Shareholders **on Wednesday, April 29, 2015, 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, to consider matters according to the following agendas:-

**Agenda 1: To certify the Minutes of Extraordinary Shareholders' Meeting No. 2/2557**

**Objective and Rationale:** The company held the Extraordinary Shareholders' Meeting No. 2/2557, on Friday, December 12, 2014 and the Minutes of the Meeting has been recorded and posted on the Company's website, according to the details appeared in Attachment 1.

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

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

**Agenda 2: To acknowledge the operating results for 2014**

**Objective and Rationale:** The Board of Directors summarized operating result for 2014 and other important data as appeared in CD-Rom of annual report for 2014, according to the details appeared in Attachment 2.

**The Board of Directors' opinion:** To propose the Annual General Meeting of Shareholders to acknowledge report of operation result for 2014.

**Agenda 3: To approve the financial statements for the year ended December 31, 2013**

**Objective and Rationale:** To comply with the Public Company Limited Act, B.E. 2535, Section 112, which stipulated the company, prepared the Statements of Financial Position and Statements of Income at the end of each fiscal year. For the financial statements of the year ended December 31, 2014 duly audited from the Audit Committee of the company and certified by Mr. Chanchai Sakulkoedsin, the Certified Public Accountant (Thailand) No. 6827 From KPMG Phoomchai Audit Co., Ltd., which had shown the financial status and operating result of the company in 2014 as summarized as follows:-

Unit: million baht

Items	As of December 31		
	2014		2013
	Consolidate	Separate	Separate
Investment assets	208,680	208,676	165,983
Total assets	215,589	215,588	171,795
Life policy reserve	178,492	178,492	137,638
Total liabilities	190,013	190,009	149,532
Equity	25,576	25,579	22,264
Net written Premium	51,172	51,172	38,795
Net Investment Income	10,255	10,255	7,601
Underwritering Expenses	56,349	56,349	39,296
Operating Expenses	1,881	1,878	1,720
Net Income	2,662	2,665	4,381
Earning per share	1.57	1.57	2.59*

Note : \* Number of shares used to calculate EPS are shares after adjustment for impact from stock dividend payment in 2014 of approximately 482 million shares.

The company's financial statements are shown on the Annual report for 2014, which appeared in Attachment 2.

**The Board of Directors' opinion:** It is deemed appropriate to propose the financial statements for the year ended December 31, 2014 for the Annual General Meeting of Shareholders' approval. The financial statements were duly audited by the Audit Committee of the Company and certified by Mr. Chanchai Sakulkoedsin, certified public accountant (Thailand) No. 6827 from KPMG Phoomchai Audit Ltd. who provided an unqualified opinion.

**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 the appropriation of profit for the year 2014 and determine dividend payment**

**Objective and Rationale:** To comply with the Public Company Limited Act, B.E. 2535, Section 116 and Articles of Association, clause 56 which determined that the company was required to allocate a part of annual net profit as reserves not less than 5% of net annual profit less accrued loss brought forward (if any) until such reserved amount shall reach 10% of registered capital.

The company has policy to pay dividend not less than 25% of net profit after deduction of corporate tax provided that there was no accrued loss. In this regard, payment of dividend, the company would have been approved by Office of Insurance Commission pursuant to the Life Assurance Act, B.,E. 2535.

Operating result for 2014, the company earned net profit baht 2,665 million, or 1.57 baht per share which was decreased from baht 4,381 million or baht 2.59 per share or 39.17% decrease. In this regard, the company paid interim dividend at the rate of baht 0.45 per share or baht 545.74 million being paid, by paying in cash dividend at the rate of baht 0.05 per share or baht 60.64 million and paying stock dividend at the rate of baht 0.40 per share or baht 485.10 million subject to the comparative rates as follows:-

	<b>2014</b>	<b>2013</b>	<b>2012</b>
1. Net profit (million baht)	2,665	4,381	3,724
2. Earning per share (baht : share)	1.57	2.59***	2.21***
3. Number of share (million shares)	1,698	1,212	1,205
4. Dividend (baht : share)	0.91	0.91	0.72
4.1 Interim dividend payment	0.45	0.40	0.36
4.2 Final dividend payment	0.46*	0.51	0.36
5. Total dividend payment (million baht)	**1,325	1,101	863
6. Dividend payment ratio	57.96	35.14	32.58

Note: \* In the opinion of the Meeting of Board of Directors no. 1/2558 on February 25, 2015 to propose the 2015 Annual General Meeting of Shareholders to consider and approve the final dividend payment at the rate of baht 0.46 per share.

\*\* Calculated by the number of paid-up shares on December 31, 2014.

\*\*\* Number of shares used to calculate EPS are shares after adjustment for impact from stock dividend payment in 2014 of approximately 482 million shares.



**The Board of Directors' opinion:** To propose the Annual General Meeting of Shareholders to approve the appropriation of baht 49 million of net profit to the legal reserve for the year of 2014. Therefore, the Company legal reserve at year-end 2014 will be baht 170.8 million and the final dividend payment for the operating period July 1 - Dec 31, 2014 at the rate of baht 0.46 per share which was paid from retained earnings and the corporate income tax was 25%. With the interim dividend of baht 0.45 per share or baht 545.74 million being paid, by paying in cash dividend at the rate of baht 0.05 per share or baht 60.64 million and paying stock dividend at the rate of baht 0.40 per share or baht 485.10 million, the total dividend payment would be baht 0.91 per share. The amount of final dividend payment will depend on number of shares on the record date for the right to receive the dividend which will be on May 13, 2015 and the closing date of register book will be on May 14, 2015.

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 are entitled to vote.

**Agenda 5: To approve the election of directors**

**Objective and Rationale:** According to clause 24 of Articles of Association which stipulates that in each Annual General Meeting of Shareholders, one-third or nearly number of one-third of directors shall be resigned from position whereby in this year there are 5 resigned directors, as follows:-

- |                              |   |
|------------------------------|---|
| 1. Mr. Choedchu Sophonpanich | Chairman / Chairman of the Executive Board of Director / Chairman of the Investment Committee |
| 2. Mrs. Ruchanee Nopmuang    | Director / Member of the Nominating and Remuneration Committee                                |
| 3. Mrs. Savitri Ramyarupa    | Director / Executive Director   |
| 4. Mr. Kazuhide Toda         | Director  |
| 5. Mr. Naoki Ban             | Director  |

The company announced on website to invite the shareholders to nominate name of person for appointment as company directors since 1 October 2013 to 31 December 2014 but there were no shareholders nominated name of any person to be appointed as director.

**The Nominating and Remuneration Committee's comment:** The Nominating and Remuneration Committee followed the criteria and guidelines on selecting director candidates, which are approved of by the Board of Directors. The guidelines specified qualifications of Company directors. The Committee has chosen the candidates, considering their varied experience, expertise, vision and ability to provide opinion independently. The Committee was of the opinion that all directors who will retire by rotation possess knowledge and capability suitable for the post. They also perform their duty well as a director and/or member of the sub-committees and contributed their effort into it. The Committee therefore proposed re-electing 4 directors who will retire by rotation to resume their post(s) for another term for the Annual General Meeting of Shareholders' consideration as follows:

- |                              |   |
|------------------------------|---|
| 1. Mr. Choedchu Sophonpanich | Chairman / Chairman of the Executive Board of Director / Chairman of the Investment Committee |
| 2. Mrs. Ruchanee Nopmuang    | Director / Member of the Nominating and Remuneration Committee                                |
| 3. Mrs. Savitri Ramyarupa    | Director / Executive Director   |
| 4. Mr. Kazuhide Toda         | Director  |

and propose to elect Mr. Yuichi Honda to Mr. Naoki Ban who would resign from directorship due to the end of his term of office. In this regard, the profiles of those nominated directors are appeared in Attachment 3. Moreover, the company also determined rules on recruitment of director and definition of independent director as appeared in Attachment 4.

**The Board of Directors' opinion:** The Board of Directors has considered the proposal of the Nominating and Remuneration Committee and deemed appropriate that all those directors who are all seniors, knowledgeable and high experience. It is deemed appropriate to propose the 2015 Annual General Meeting of Shareholders to elect the directors replacing those retired by rotation as the details:-

- |                              |   |
|------------------------------|---|
| 1. Mr. Choedchu Sophonpanich | Chairman / Chairman of the Executive Board of Director / Chairman of the Investment Committee |
| 2. Mrs. Ruchanee Nopmuang    | Director / Member of the Nominating and Remuneration Committee                                |
| 3. Mrs. Savitri Ramyarupa    | Director / Executive Director   |
| 4. Mr. Kazuhide Toda         | Director  |

and propose to elect Mr. Yuichi Honda to replace director who would resign from directorship due to the end of his term of office.

**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 6: To approve the director's remuneration for 2015**

**Objective and Rationale:** To comply with the Public Company Limited Act, B.E. 2535, Section 90 and Articles of Association, clause 44 which stipulated that the Annual General Meeting of Shareholders approves remuneration of the directors.

**The Nominating and Remuneration Committee's comment:** The Nominating and Remuneration Committee has considered remuneration of director and sub-committee from knowledge, expertise, suitability to the duties and responsibility of directors including business expansion and profit growth of the company, it is thus deemed appropriate to the Board of Directors proposed the Annual General Meeting of Shareholder to approve the directors' remuneration for 2015 an amount of not exceeding 16.70 million baht which is increase to the remuneration approved for 2014 an amount of not exceeding 15 million baht or 11.33% increasing as divide the remuneration of the meeting fee and bonus as the follows;-

1. The meeting fee is 40,000 baht per person for each meeting and the each of Chairman get 2 times.
2. Bonus is allocated by themselves.

In this regard, Executive directors shall not receive any remuneration as members of the Board.

**The Board of Directors' opinion:** The Board of Director has considered the proposal of the Nominating and Remuneration Committee, it was thus deem appropriate to propose the Annual General Meeting of Shareholders to approve the directors' remuneration for 2015 an amount of not exceeding 16.7 million baht which is increase to the remuneration approved for 2014 or 11.33% increasing.

**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 7: To approve the appointment of company's auditor and determine auditor's remuneration for 2015**

**Objective and Reason:** To comply with the Public Company Limited, B.E. 2535, Section 120 and Articles of Association, clause 50 which stipulated that the Annual General Meeting of Shareholders to appoint the auditor and determine remuneration of the certified accounting auditor.



**The Audit Committee's comment:** The Audit Committee selected the auditor for 2014 from knowledge, understanding in the life insurance business, experience and expertise, independence and impartiality. It is deemed appropriate to the Board of Directors proposed the Annual General Meeting of Shareholder to approve the appointment of company's auditor from previous KPMG Phoomchai Audit Co., Ltd. to be EY Office Ltd. as the certified accounting auditor of the company and determine auditor's remuneration details are as follows:-

Name	Certified Accounting Auditor No.	Year of appointment of auditors
1. Mrs. Nonglak Pumnoi	4172	1
2. Ms. Somjai Khunapasut	4499	1
3. Ms. Rachada Yongsawadvanich	4951	1

Any of the above certified public accountants will perform audits 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 instead. 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 2015 are baht 1,600,000, equal to the fees approved for 2014.

Description	2015	2014	+/-
<b>The auditor's remuneration</b>	<b>1,600,000</b>	<b>1,600,000</b>	<b>0.00</b>
Financial Statement audition for the year	1,000,000	1,000,000	0.00
Quarterly statement review for total 3 quarters	600,000	600,000	0.00

**The Board of Directors' opinion:** The Board of Directors has considered the proposal of Audit Committee who elected the auditors and determined remuneration of the auditors. It is thus deemed appropriate to propose the Meeting to approve the appointment of Certified Accounting Auditor from previous KPMG Phoomchai Audit Ltd. to be EY Office Ltd., as the certified accounting auditor of the company and also proposed the Meeting to approve the auditor's remuneration for 2015 was determined at 1,600,000 baht, which is equal to the remuneration approved for 2014 according to the details as proposed by the Audit Committee.

**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 8: Others (if any)**

Record date for the right to attend the meeting will be on March 30, 2015. 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 March 31, 2015.

This is to cordially invite all shareholders to please attend the meeting according to the date, time and place as mentioned above. Should you be unable to attend the meeting, please appoint other person or independent director of the company as your proxy. The profile of independent director who can be appointed as the proxy is appeared in Attachment 7.

Enclosed please find the proxy form A, B and C as appeared in Attachment 8. Please select one type of the forms, fill up all details, sign and deliver to the company, together with all relevant supporting documents, prior to the meeting date. Prepaid envelope is attached herewith for your convenience (Please deliver the proxy form at least 1 day prior to the meeting date).

Yours sincerely,



(Mr.Sanor Thampipattanakul)

Company Secretary

Investor Relations Section

Tel: 0 2777 8681, 0 2777 8672 Fax: 0 2777 8680

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

**(Translation)**

**Minutes of the Extraordinary Shareholders' Meeting No. 2/2557  
of Bangkok Life Assurance Public Co., Ltd.**

**Date, Time & Place**

The meeting was held on Friday, December 12, 2014, at 1.30 p.m., at the 7<sup>th</sup> floor auditorium, Head Office No. 23/115-121 Royal City Avenue, Rama 9 Road, Bangkok, Huaykwang, Bangkok.

**Directors in Attendance**

- |                                |   |
|--------------------------------|---|
| 1. Khun Choedchu Sophonpanich  | Chairman / Chairman of the Executive Board of Directors /<br>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 /<br>Independent Director / Executive Director / Member of the Investment<br>Committee  |
| 4. Khun Komkai Tusaranont      | Chairperson of the Good Corporate Governance Committee /<br>Independent Director / Member of the Audit Committee /<br>Member of the Risk Management Committee                         |
| 5. Khun Ruchanee Nopmuang      | Director / Member of the Nomination and Remuneration Committee  |
| 6. Khun Prapaivan Limsong      | Director  |
| 7. Khun Pojjanee Kongkalai     | Director  |
| 8. Khun Naoki Ban              | Director  |
| 9. Khun Kazuhide Toda          | Director  |
| 10. Khun Takeshi Fukuda        | Director / Executive Director/Member of the Risk Management<br>Committee / Member of the Nomination and Remuneration<br>Committee / Member of the Good Corporate Governance Committee |
| 11. Khun Chone Sophonpanich    | Director / Executive Director/Member of the Investment Committee /<br>President   |

**Director (s) in Absence**

- |   |   |
|---|---|
| 1. Khun Praphant Asava-aree               | Chairman of the Risk Management Committee / Independent Director /<br>Member of the Investment Committee    |
| 2. Khun Chai Sophonpanich                 | Director/ Member of the Nomination and Remuneration Committee   |
| 3. Assoc.Prof. Damrong Thawesaengskulthai | Independent Director / Member of the Audit Committee /<br>Member of the Good Corporate Governance Committee |
| 4. Khun Savitri Ramayarupa                | Director / Executive Director   |

### **Management in Attendance**

- |                                 |   |
|---------------------------------|---|
| 1. Khun Ruangsak Panyabodegun   | Senior Executive Vice President, Marketing Division                           |
| 2. Khun Sanor Thampipattanakul  | Senior Executive Vice President, Investment Division<br>and Company Secretary |
| 3. Khun Jaruwan Limkhunnadhammo | Senior Vice President, Finance and Accounting Division                        |
| 4. Khun Oranuch Samranrit       | Vice President, Life Operations Division                                      |

### **Observers**

- |                            |   |
|----------------------------|---|
| 1. Khun Lertsak Suthampond | Legal Adviser<br>Kanung & Partners Law Offices Co.,Ltd. |
| 2. Khun Thippaporn Ounsiri | Right Protection Volunteer, Thai Investors Association  |

### **The meeting started at 1.30 hrs.**

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

### **Voting Procedure**

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

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

Shareholders present in person:	137	persons, equal to	61,788,280	shares
Proxies:	669	persons, equal to	945,934,316	shares
Total:	806	persons, equal to	1,007,722,596	shares

They accounted for 83.0940% of the total shares sold which constituted a quorum, according to the Articles of Association. The Chairman then declared the meeting open in order to consider the following agendas:

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

The Chairman proposed the meeting to certify the minutes of the Extraordinary Shareholders' Meeting No. 1/2557. 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 Extraordinary Shareholders' Meeting No. 1/2557.

**Resolution:** The meeting, by majority votes of shareholders attending the meeting and casting votes, certified the Minutes of the Extraordinary Shareholders' Meeting No. 1/2557 with the following votes:-

- Approval	1,053,199,521	votes, equal to	100.0000%
- Disapproval	400	votes, equal to	0.0000%
- Abstention	6,800	votes, equal to	0.0000%
Total	1,053,199,921	votes, equal to	100.0000%

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

The Chairman stated that according to the Board of Directors' consideration the following items were proposed for the meeting's consideration:

1. To approve reducing shares reserved for warrant exercises by 40,800 shares and adding shares reserved for the stock dividend payment by 40,800 shares. As a result, 485,100,000 shares are supported the dividend payment by means of stock dividend and 2,900,000 shares are reserved for the exercise of Company's warrants.
2. To approve the allotment the remaining 2,775,075 shares from the stock dividend payment for approval. 2,775,000 shares will be offered through private placement, according to the notification of the Securities and Exchange Commission No. Tor Jor. 28/2551, Clause 24 at the price of not lower than 90% of the latest closing price prior to the offer and the balance of 75 shares will be offered to Bangkok Life Assurance Public Company Limited Employee Provident Fund at par value.



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

Khun Tong-in Sangngam  
Shareholder                      What is the reason why the shareholders have not received their stock dividends even though they have already received their cash dividends? When will the Company be able to proceed with the payment?

Khun Chone Sophonpanich  
President                              The circumstances were unforeseeable. Some foreign investors bought a number of local shares. It was unable to close the register book and transfer the shares to foreign as the foreign ownership limit had already been reached. As a result, the stock dividends could not be allotted as doing so would cause the foreign ownership proportion to exceed the limit stipulated by law. In addition, the number of disqualified shares from receiving was too large to be allocated to the Company's Employee Provident Fund. The Company was then legally obliged to hold a shareholders' meeting in order to consider allotting the aforementioned shares before proceeding with allotting the stock dividends.

Khun Choedchu Sophonpanich  
Chairman                              The Company is going to allot and list the stock dividends as soon as possible. The circumstances were beyond the Company's control. It was unexpected that there were a large number of shares held by foreigners so it was unable to close the register book for transferring the dividends.

Khun Somkiat Promrat  
Shareholder                              How will the Company take what happened as a case study and prevent similar problems from happening in the future?

Khun Choedchu Sophonpanich  
Chairman                              In the event when dividends are to be paid in the form of stock in the future, the Company will take this experience to better prepare itself. For example, an allotment of the remaining shares may be proposed for the shareholders' meeting's consideration and approval in advance.

**Resolution:** The Meeting, by not less than three-fourths of shareholders attending the meeting and casting votes, resolved to approve reducing shares reserved for warrant exercises by 40,800 shares and adding shares reserved for the stock dividend payment by 40,800 shares. As a result, 485,100,000 shares are supported the dividend payment by means of stock dividend and 2,900,000 shares are reserved for the exercise of Company's warrants. In addition, the Board proposes to allot the remaining 2,775,075 shares from the stock dividend payment for approval. 2,775,000 shares will be offered through private placement, according to the notification of the Securities and Exchange Commission No. Tor Jor. 28/2551, Clause 24 at the price of not lower

than 90% of the latest closing price prior to the offer and the balance of 75 shares will be offered to Bangkok Life Assurance Public Company Limited Employee Provident Fund at par value based on following votes:-

- Approval	1,049,628,830	votes, equal to	99.6603%
- Disapproval	3,561,891	votes, equal to	0.3382%
- Abstention	16,000	votes, equal to	0.0015%
Total	1,053,206,721	votes, equal to	100.0000%

During the meeting more shareholders registered to attend the meeting, making the total number of 197 attending shareholders and 696 proxies, totaling 893 persons. These attendees represented 1,053,206,721 shares or 86.8445% of the total shares sold.

No other matters were raised. The Chairman thanked all shareholders for joining the meeting and declared the meeting closed at 2.10 p.m.



(Mr. Choedchu Sophonpanich)  
Chairman



(Mr. Sanor Thampipattanakul)  
Company secretary

**Profiles of Directors Nominated to be the Company's Directors**

**Name** Mr. Choedchu Sophonpanich  
**Age** 68 years **Nationality** Thai



**Position Appointed** Chairman  
(Director's tenet and meaning as appear on attachment 4)

**Term of directorship** 35 years

**Education**

B.Sc., Economics, The London School of Economics and Political Science (LSE), University of London

**Training by Thai Institute of Directors** -

**Experiences**

**Listed Companies in SET**

- 2013 - present : Chairman of the Investment Committee, Bangkok Life Assurance Public Company Limited
- 2009 - present : Chairman, Bangkok Life Assurance Public Company Limited
- 2003 - present : Chairman of the Executive Board of Directors, Bangkok Life Assurance Public Company Limited
- 2001 - present : Director, Krungdhep Sophon Public Company Limited
- 1980 - present : Director, Bangkok Life Assurance Public Company Limited
- 1980 - 2009 : Vice Chairman, Bangkok Life Assurance Public Company Limited
- 1976 - 1980 : Executive Director, Bangkok Bank Public Company Limited

**Other Organizations**

- 2004 - present : Chairman, Aioi Bangkok Insurance Public Company Limited
- 2002 - present : Chairman, BBL Asset Management Company Limited

**Meeting Attendance in 2014**

- The Board of Directors 8/8
- The Executive Board of Directors 11/11
- The Investment Committee 11/11

**Percentage of shareholding** 45,704,014 shares (as of the closing date of register book  
on December 30, 2014)  
Equivalent to 2.692% of all shares with voting rights

**Taking a position as director/executive in other companies**

**- The Position in other listed company 1**

1. Director, Krungdhep Sophon Public Company Limited

**- The Position in other non-listed companies 2**

1. Chairman, Aioi Bangkok Insurance Public Company Limited
2. Chairman, BBL Asset Management Company Limited

**The position in the rival company/related to the company** - None -

**Profiles of Directors Nominated to be the Company's Directors**

**Name** Mrs. Ruchanee Nopmuang  
**Age** 61 years **Nationality** Thai  
**Position Appointed** Director  
 (Director's tenet and meaning as appear on attachment 4)  
**Term of directorship** 14 years



**Education**

Master of Accounting, Thammasat University.  
 Bachelor (Second Class Honors), Accounting (Banking and Finance), Chulalongkorn University  
 Certificate of Executive Program, Capital Market Academy, Class 2  
 Advanced Management Program, Harvard Business School

**Training by Thai Institute of Directors** -

**Experiences**

**Listed Companies in SET**

2010 - present : Member of Nominating and Remuneration Committee, Bangkok Life Assurance PCL.  
 2001 - present : Director, Bangkok Life Assurance PCL.  
 2014 - present : Senior Executive Vice President & Manager, Human Resources Division, Bangkok Bank PCL.  
 2010 - 2014 : Executive Vice President & Manager, Human Resources Division, Bangkok Bank PCL.  
 2001 - 2010 : Executive Vice President and Head of Metropolitan Consumer Banking, Bangkok Bank PCL.  
 2000 - 2001 : Executive Vice President, Metropolitan Retail Banking, Bangkok Bank PCL.  
 1999 - 2000 : SVP., Metropolitan Retail Banking, Bangkok Bank PCL.  
 1997 - 1999 : SVP., Office of the Chairman, Metropolitan Banking, Bangkok Bank PCL.  
 1995 - 1997 : SVP. and Manager, Region 2, Metropolitan Banking, Bangkok Bank PCL.  
 1986 - 1995 : Branch Manager, Bangkok Bank PCL.

**Other Organizations**

2012 - present : Director, Thai Financial Planners Association  
 2011 - present : Vice President, Housing Finance Association  
 2003 - 2011 : Director, Housing Finance Association





**Profiles of Directors Nominated to be the Company's Directors**

**Name** Mrs. Savitri Ramyarupa  
**Age** 54 years      **Nationality** Thai  
**Position Appointed** Director  
 (Director's tenet and meaning as appear on attachment 4)  
**Term of directorship** 16 years



**Education**

MBA in Finance, Sasin Graduate Institute of Business Administration  
 Bachelor in Economics, Barnard College, Columbia University, USA.  
 Currently enrolled in the Top Executive Program, Capital Market Academy, Batch 17

**Training by Thai Institute of Directors**

Certificate of Directors Certification Program (DCP), Class of 176/2013, Thai Institute of Directors Association

**Experiences**

**Listed Companies in SET**

2003 - present : Executive Director, Bangkok Life Assurance Public Company Limited  
 1999 - present : Director, Bangkok Life Assurance Public Company Limited

**Other Organizations**

2007 - present : Managing Director, Riverside Garden Marina Company Limited  
 2000 - present : Managing Director, Sukhumvit City Company Limited  
 2009 - present : Director, City Realty Company Limited  
 2009 - present : Director, Asia Industrial Park Company Limited  
 2005 - present : Director, Chatrian Holding Company Limited  
 1999 - present : Director, Asia Sermkij Company Limited

**Meeting Attendance in 2014**

- The Board of Directors 8/8  
 - The Executive Board of Directors 7/11

**Percentage of shareholding**                      None (as of the closing date of register book on December 30, 2014)

**Taking a position as director/executive in other companies**

- **The Position in other listed company**                      None

- **The Position in other non-listed companies**                      6

1. Managing Director, Riverside Garden Marina Company Limited
2. Managing Director, Sukhumvit City Company Limited
3. Director, City Realty Company Limited
4. Director, Asia Industrial Park Company Limited
5. Director, Chatrian Holding Company Limited
6. Director, Asia Sermkij Company Limited

**The position in the rival company/related to the company**                      - None -

**Profiles of Directors Nominated to be the Company's Directors**

**Name** Mr. Kazuhide Toda  
**Age** 51 years **Nationality** Japanese  
**Position Appointed** Director  
 (Director's tenet and meaning as appear on attachment 4)  
**Term of directorship** 1 years



**Education**

Bachelor of Economics, Sophia University, Japan

**Training by Thai Institute of Directors** -

**Experiences**

**SET Listed Companies**

April 2014 - Present : Director, Bangkok Life Assurance Public Company Limited  
 2011 - : Director, Bangkok Life Assurance Public Company Limited

**Other Organizations**

March 2015 – Present : Executive Officer for Asia Pacific, Nippon Life Insurance Company  
 December 2014 - Present : Member of Investment Committee, PT Asuransi Jiwa Sequis Life (Indonesia)  
 August 2014 - Present : Director, Nippon Life Global Investors Singapore Ltd.(Singapore)  
 April 2014 - Present : Director, Reliance Life Insurance Co., Ltd., (India)  
 March 2014 - Present : Director and Chairman, Nippon Life Asia Pacific (Regional HQ) Pte. Ltd.  
 2014 - March 2015 : General Manager for Asia Pacific, Nippon Life Insurance Company  
 2012 - 2014 : General Manager, 1<sup>st</sup> Corporate Finance Department, Nippon Life Insurance  
 2009 -2012 : General Manager, International Planning & Operations Department,  
 Nippon Life Insurance Company  
 2007 -2009 : General Manager, Credit & Alternative Investment Department,  
 Nippon Life Insurance Company  
 2006 -2007 : General Manager, Corporate Planning & Administrative Department,  
 Nissay Asset Management Corporation  
 2004 -2006 : Deputy General Manager, Corporate Planning & Administrative Department,  
 Nissay Asset Management Corporation

2003 - 2004 : Chief Manager, Public Communications Office/Corporate Planning & Administrative Department, Nissay Asset Management Corporation

1999 - 2003 : Deputy General Manager, International Investment Department, Nippon Life Insurance Company

1995 - 1999 : Manager, International Investment Department, Nippon Life Insurance Company

1992 - 1995 : Nippon Life (Deutschland) GmbH (Germany)

**Meeting Attendance in 2014** - The Board of Directors 6/8  
Elected as a Director since March 14, 2014

**Percentage of shareholding** None (as of the closing date of register book on December 30, 2014)

**Taking a position as director/executive in other companies**

- **The Position in other listed company** None

- **The Position in other non-listed companies** 5

1. Member of Investment Committee, PT Asuransi Jiwa Sequis Life (Indonesia)
2. Director, Nippon Life Global Investors Singapore Ltd. (Singapore)
3. Director, Reliance Life Insurance Co., Ltd. (India)
4. Director and Chairman, Nippon Life Asia Pacific (Regional HQ) Pte. Ltd.
5. Executive Officer for Asia Pacific, Nippon Life Insurance Company

**The position in the rival company/related to the company** - None -



**Profiles of Directors Nominated to be the Company's Directors**

**Name** Mr. Yuichi Honda  
**Age** 44 years **Nationality** Japanese



**Position Appointed** Director  
(Director's tenet and meaning as appear on attachment 4)

**Term of directorship** Frist time to propose to be director

**Education**

B.A., Doshisha University, 1994, Faculty of Commerce  
CMA (Chartered Member of the Securities Analysts Association of Japan)

**Training by Thai Institute of Directors** -

**Experiences**

Mar 2015 - Present Chief Executive Officer, Nippon Life Asia Pacific (Regional HQ) Pte. Ltd.  
2009 - Mar 2015 Deputy General Manager, International Business and Chief Portfolio Manager, Nissay Asset Management Corp., Tokyo  
2006 - 2009 Dispatched to Bangkok Life Assurance PCL., Thailand  
2003 - 2006 Manager, International Planning & Operations Dept., Nippon Life Insurance Company  
2002 - 2003 Manager, China Dept., Nippon Life Insurance Company  
1998 - 2002 Corporate Sales Planning & Product Development Office, Nippon Life Insurance Company  
1996 - 1998 Metropolitan Area Headquarter, Nippon Life Insurance Company  
1994 - 1996 Joined Nippon Life Insurance Company, Kishiwada Branch, Osaka

**Percentage of shareholding** None (as of the closing date of register book on December 30, 2014)

**Taking a position as director/executive in other companies**

- **The Position in other listed company** None

- **The Position in other non-listed companies** 2

1. Chief Executive Officer, Nippon Life Asia Pacific (Regional HQ) Pte. Ltd.

**The position in the rival company/related to the company** - None -

**The criteria for appointment of Directors and  
the 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](http://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, Executive Director and Member of the Investment Committee, 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 8.00 a.m. onwards at conference room, 7<sup>th</sup> 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 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 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 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 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 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 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.

**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  
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**

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

**Training of the Director Program**

Certificate of Executive Program, Capital Market Academy, Class 5/2007

Certificate of Audit Committee Program (ACP), Class of 6/2005, Thai Institute of Directors Association

Certificate of Directors Accreditation Program (DAP), Class 4/2003, Thai Institute of Directors Association

Certificate of Directors Accreditation Program (DAP), Class of 4/2003, Thai Institute of Directors Association

Certificate of Advanced Management Program, Class 113/1995, Harvard Business School

**Work Experiences in present**

**Listed Companies in SET**

2013 - present : Member of the Investment Committee, Bangkok Life Assurance PCL.

2010 - present : Chairman of the Nominating and Remuneration Committee, Bangkok Life Assurance PCL.

2003 - present : Executive Director, Bangkok Life Assurance PCL.

1999 - present : Independent Director, Bangkok Life Assurance PCL.

2014 - present : Independent Director, Member of the Audit Committee, Raimon Land PCL.

2014 - present : Independent Director, Member of the Audit Committee, Samitivaj PCL.

2010 - present : Independent Director, Member of Nominating and Remuneration Committee and Corporate Governance Committee, Indorama Ventures PCL.



2004 - present : Independent Director and Member of the Audit Committee, Indorama Polymers PCL.

2000 - present : Independent Director and Chairman of the Audit Committee, Member of Nominating and Remuneration Committee, Post Publishing PCL.

2000 - present : Vice President and Chairman of the Audit Committee, Thai Vegetable Oil PCL.

**Other Organizations**

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

2009 - present : Expert Director, Bank of Thailand

2009 - present : Member, Financial Institutions Policy Committee (FIPC), Bank of Thailand

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 Remuneration Committee, Chairman of the Board of Investments, TRIS Corporation Ltd.

**Share Holding**

- None -

**Meeting Attendance in 2013**

- Board of Directors' Meeting 8/8
- Executive Board Meeting 11/11
- Investment Committee 11/11
- Nominating and Remuneration Committee 2/2

**The interest in the agenda**

Agenda 6



**Proxy Form**

**Proxy Assignment**

If shareholders are unable to attend the 2015 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..... Month .....Year.....

(1) I/We.....Nationality .....Residing 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 share .....shares, and is entitled to cast ..... votes  
Preferred share..... shares, and is entitled to cast ..... votes

(3) hereby appoint

(1) Name..... Age .....Residing at No..... Road.....  
Sub district.....District ..... Province ..... Postal Code .....or

(2) Name..... Age .....Residing at No..... Road.....  
Sub district.....District ..... Province ..... Postal Code .....or

(3) Name..... Age .....Residing at No..... Road.....  
Sub district.....District ..... Province ..... Postal Code .....or

Only one of above is assigned as my/our proxy to attend and vote in the 2015 Annual General Meeting of Shareholders on Wednesday, April 29, 2015 at 9.00 a.m. at the auditorium on the 7<sup>th</sup> floor, Head Office, Bangkok Life Assurance Public Company Limited No.23/115-121 Royal City Avenue, Rama 9 Road, Bangkok, Huay kwang, Bangkok or at any adjournment thereof to any other date, time and venue.

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

Signed ..... Grantor  
( ..... )

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

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

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

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

**Proxy form (B)**  
(Specific Proxy Form)

Duty stamp
20 Baht

Made at .....  
Date..... Month .....Year.....

(1) I/We.....Nationality .....Residing 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 share .....shares, and is entitled to cast ..... votes  
Preferred share..... shares, and is entitled to cast ..... votes

(3) hereby appoint

(1) Name..... Age .....Residing at No..... Road.....  
Sub district.....District ..... Province ..... Postal Code .....or

(2) Name..... Age .....Residing at No..... Road.....  
Sub district.....District ..... Province ..... Postal Code .....or

(3) Name..... Age .....Residing at No..... Road.....  
Sub district.....District ..... Province ..... Postal Code .....or

Only one of above is assigned as my/our proxy to attend and vote in the 2015 Annual General Meeting of Shareholders on Wednesday, April 29, 2015 at 9.00 a.m. at the auditorium on the 7<sup>th</sup> floor, Head Office, Bangkok Life Assurance Public Company Limited No.23/115-121 Royal City Avenue, Rama 9 Road, Bangkok, Huay kwang, Bangkok or at any adjournment thereof to any other date, time and venue.

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

**Agenda 1 To certify the Minutes of the Extraordinary Shareholders' Meeting**  
**No. 2/2557**

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

**Agenda 2 To acknowledge the operating results for 2014**

- (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, 2014**

- (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 for the year 2014 and determine dividend payment**

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

**Agenda 5 To approve the election 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. Choedchu Sophonpanich
      - Approve                       Not Approve                       Abstain
    - Name Mrs. Ruchanee Nopmuang
      - Approve                       Not Approve                       Abstain
    - Name Mrs. Savitri Ramyarupa
      - Approve                       Not Approve                       Abstain
    - Name Mr. Kazuhide Toda
      - Approve                       Not Approve                       Abstain
    - Name Mr. Yuichi Honda
      - Approve                       Not Approve                       Abstain

**Agenda 6 To approve the director's remuneration for 2015**

- (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 determine auditor's remuneration for 2014**

- (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 of 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 2015 Annual General Meeting of Shareholders on Wednesday, April 29, 2015 at 09.00 a.m. at the auditorium on the 7<sup>th</sup> floor, Head Office, Bangkok Life Assurance Public Company Limited No.23/115-121 Royal City Avenue, Rama 9 Road, Bangkapi, Huaykwang, Bangkok or at any adjournment thereof to any other date, time and venue.

**Agenda.....Subject.....**

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

**Agenda.....Subject.....**

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

**Agenda.....Subject.....**

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

**Agenda.....Subject.....**

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

**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
- Name \_\_\_\_\_  
 Approve                       Not Approve                       Abstain

**Proxy form (C)**

(for foreign shareholders who authorize the Custodian in Thailand)

Duty stamp
20 Baht

Made at .....

Date..... Month .....Year.....

(1) I/We.....Nationality .....Residing 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 share .....shares, and is entitled to cast ..... votes  
Preferred share..... shares, and is entitled to cast ..... votes

(2) hereby appoint

(1) Name..... Age .....Residing at No..... Road.....  
Sub district.....District ..... Province ..... Postal Code .....or

(2) Name..... Age .....Residing at No..... Road.....  
Sub district.....District ..... Province ..... Postal Code .....or

(3) Name..... Age .....Residing at No..... Road.....  
Sub district.....District ..... Province ..... Postal Code .....or

Only one of above is assigned as my/our proxy to attend and vote in the 2015 Annual General Meeting of Shareholders on Wednesday, April 29, 2015 at 09.00 a.m. at the auditorium on the 7<sup>th</sup> 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 Share .....shares, 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 Extraordinary Shareholders' Meeting No. 2/2557**

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

**Agenda 2 To acknowledge the operating results for 2014**

- (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, 2014**

- (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 for the year 2014 and determine dividend payment**

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

**Agenda 5 To approve the election 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. Choedchu Sophonpanich
    - Approve                       Not Approve                       Abstain
    - Name Mrs. Ruchanee Nopmuang
    - Approve                       Not Approve                       Abstain
    - Name Mrs. Savitri Ramyarupa
    - Approve                       Not Approve                       Abstain
    - Name Mr. Kazuhide Toda
    - Approve                       Not Approve                       Abstain
    - Name Mr. Yuichi Honda
    - Approve                       Not Approve                       Abstain

**Agenda 6 To approve the director's remuneration for 2015**

- (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 determine auditor's remuneration for 2015**

- (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 2015 Annual General Meeting of Shareholders on Wednesday, April 29, 2015 at 09.00 a.m. at the auditorium on the 7<sup>th</sup> floor, Head Office, Bangkok Life Assurance Public Company Limited No.23/115-121 Royal City Avenue, Rama 9 Road, Bangkapi, Huaykwang, Bangkok or at any adjournment thereof to any other date, time and venue.

**Agenda.....Subject.....**

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

**Agenda.....Subject.....**

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

**Agenda.....Subject.....**

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

**Agenda.....Subject.....**

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

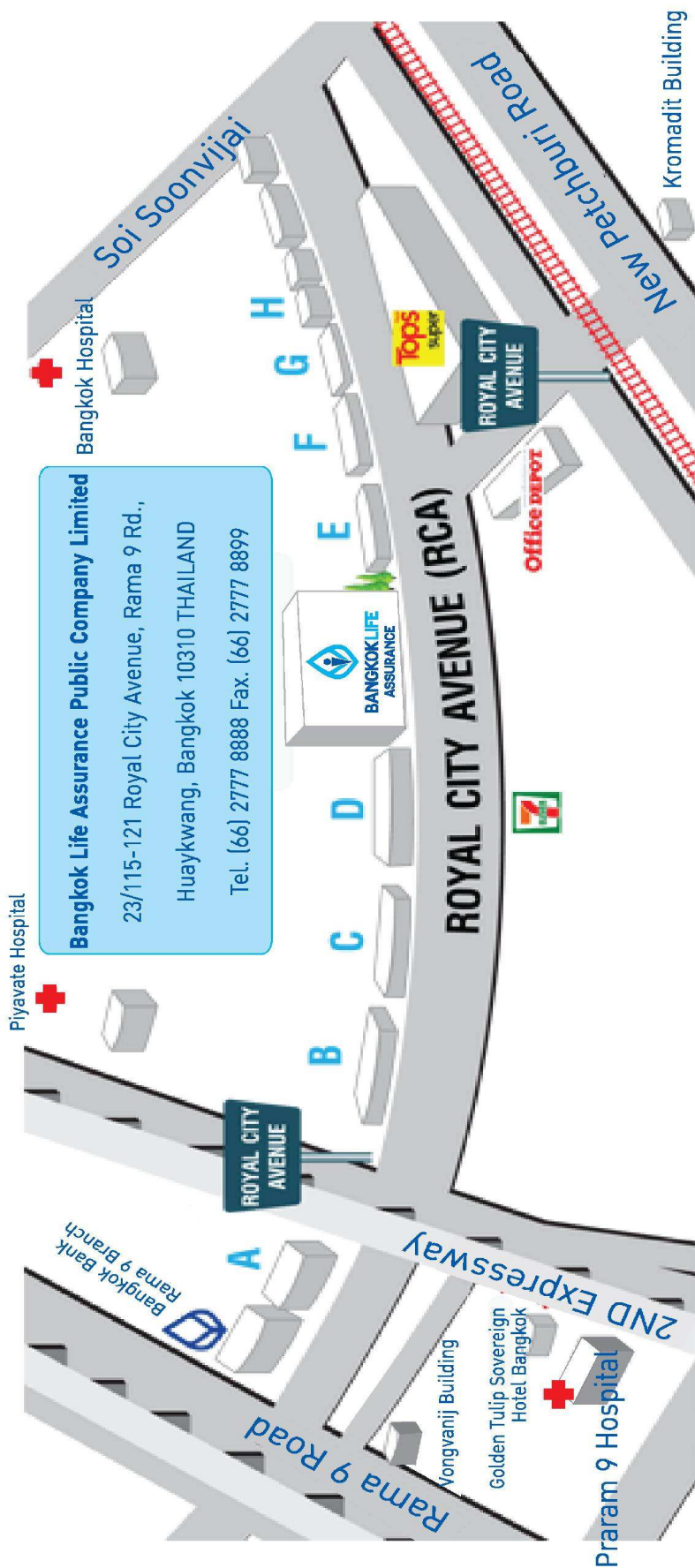
**Agenda.....Subject appointment directors (continued)**

- Name \_\_\_\_\_  
 Approve                       Not Approve                       Abstain
- Name \_\_\_\_\_  
 Approve                       Not Approve                       Abstain
- Name \_\_\_\_\_  
 Approve                       Not Approve                       Abstain
- Name \_\_\_\_\_  
 Approve                       Not Approve                       Abstain
- 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 Pcl. please dial 0 2777 8888