



ศรีอยุธยา แคปปิตอล
SRI AYUDHYA CAPITAL

Notification of the date of the Annual General Meeting of Shareholders

No. 68
SRI AYUDHYA CAPITAL PCL
Monday 24 April 2017 at 14.00 hrs.

AT

The Grand Ballroom is on 3rd floor, The Okura Prestige Bangkok at
57 Wireless Road, Lumpini, Pathumwan Bangkok 10330

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March 17, 2017

Subject: Notification of the date of Annual General Meeting of Shareholders No. 68

To: **The Shareholders**
Sri Ayudhya Capital Public Company Limited



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SRI AYUDHYA CAPITAL

According to the Board of Directors Meeting No. 2/2017 of Sri Ayudhya Capital Public Company Limited held on February 27, 2017 passed resolutions to make an appointment of Annual General Meeting of Shareholders No. 68 should be stipulated on Monday, April 24, 2017 at 14.00 hrs. at the Grand Ballroom is on 3rd floor, the Okura Prestige Bangkok at 57 Wireless Road, Lumpini, Pathumwan Bangkok 10330 which the agenda are as follows:-

Agenda 1 **To adopt the minutes of the Annual General Meeting of Shareholders No. 67 held on April 26, 2016**

Fact and Reason: The Minutes of the Annual General Meeting of Shareholders No. 67 held on held on April 26, 2016, it was done within 14 days of the date as Shareholder's Meeting and delivered to the Stock Exchange of Thailand and the Ministry of Commerce and relevant Authorities of Thailand in the regulated time limit and displayed on the website, www.ayud.co.th (*Details appear the documents for consideration in Agenda 1*)

The Board of Directors' opinion: The Board has considered that the minutes of the meeting was in accordance with the Board's resolution, the subject should propose to Shareholders' Meeting No.68 for endorsement the minutes of the meeting

Agenda 2 **To acknowledge the 2016 Annual Report of the Board of Directors**

Fact and Reason: The Operational Results along with various information of the Company in the year 2016 was appeared in the Annual Report (CD-ROM), which was delivered to Shareholders together with the Notice of the date of Annual General Meeting of Shareholders No.68

The Board of Directors' opinion: this subject will be proposed to the Annual General Meeting of Shareholders No.68 for acknowledgement of Operating results and various information of the Company in the year 2016

Agenda 3 **To consider and approve the Statement of the Financial Position at December 31st, 2016, Statement of Comprehensive Income, Statement of Changes in Owner's Equity and Statement of Cash Flow for the year 2016**

Fact and Reason: The Statement of the Financial Position at December 31st, 2016, Statement of Comprehensive Income, Statement of Changes in Owner's Equity and Statement of Cash Flow for the year 2016 which the Audit Committee approved and Auditors of the Company has already reviewed and endorsed. It was in the 2016 Annual Report which delivered to Shareholders together with the Notice of the date of the Annual General Meeting of Shareholders No.68

The Board of Directors' opinion: this subject will be proposed to the Annual General Meeting of Shareholders No.68 for consideration and approval of the Statement of the Financial Position at December 31st, 2016, Statement of Comprehensive Income, and Statement of Changes in Owner's Equity and Statement of Cash Flow for the year 2016, Therefore, Audit Committee approved and Auditors of the Company have already reviewed and endorsed.

Agenda 4 **To consider and approve of Profit Allocation for the year 2016 and acknowledge of Interim Dividend Payment**

Fact and Reason: The Company has a policy of dividend payment not less than 60% of the Profit after Tax which depends on operation results and resolution of Shareholders' Meeting by considering from Consolidated Financial Statements from the Company Operation Results ended December 31st, 2016, it was found that the company has Consolidated Financial Statements about 615,165,004 baht (Six hundred and fifteen million, one hundred and sixty-five thousand and four baht), it will be the profit per share is 2.46 baht. For Separate Financial Statements has Net Profit



about 506,025,021 baht (Five hundred and six million, twenty-five thousand, and twenty-one baht) or Profit per Shares 2.02 baht. Therefore, the company would paid the Dividend to shareholder allows session 115 and 116 of Public Limited Companies Act. B.E. 2535 and Company Regulation item 44, which could not, paid the other dividend except profit. In addition, the company has to allocate some of the profit for a reserve fund should not lower the law assigned. **The Board of Directors' opinion:** this subject should be proposed to the Annual General Meeting of Shareholders No. 68 in order to consider and approve of Profit Allocation for the year 2016 and approve of Dividend payment for the turnover of the second half accounting period of 2016 to the Shareholders about 250,000,000 shares, Rate per share is 1.00 baht or about 250,000,000.00 baht by defining the Shareholders who have right to get Dividend (Record Date) on Wednesday, March 15th, 2017 and gather the Name list as session 225 of Securities and Exchange Act by closing the register book suspending share transfer (Closing Date) on Thursday, March 16th, 2017 and determine of Dividend payment on Monday May 8th, 2017.

Agenda 5 **To consider of nomination Directors replaced Director who retiring by rotation**

Fact and Reason: There are directors that completing their term in the Annual General Meeting of Shareholders No.68 about 3 persons are;

1. Messrs. Virojn Srethapramotaya (Non-Executive Director)
2. Messrs. Laksna Thongthai (Non-Executive Director)
3. Messrs. Suwat Suksongkroh (Independent Director)

The Nomination and Remuneration Committee has followed the nomination process, which require the selection of an appropriate person to be Directors of the Company with regard to qualification, knowledge and experiences of all 3 persons along with their previous duties as Directors of the Company and proposing to the Board of Directors for consideration and then proposing to the Shareholders' Meeting in order to re-elect of directors who has retired by rotation to return into the Board of Directors position in another term about 3 persons; Messrs. Virojn Srethapramotaya (Non-Executive Director), Messrs. Laksna Thongthai (Non-Executive Director), and Messrs. Suwat Suksongkroh (Independent Director).

(Information of directors who retired by rotation and it is pleased to propose to the shareholders elected as directors of the company in another term appeared in documents for consideration in agenda 5)

The Board of Directors' opinion: the Board of Directors by Directors whom are not in the part of consideration have considered and approved the proposals of the Nomination and Remuneration Committee that should be proposed in the Annual General Meeting of Shareholders No. 68 for consideration and nomination Messrs. Virojn Srethapramotaya (Non-Executive Director), Messrs. Laksna Thongthai (Non-Executive Director), and Messrs. Suwat Suksongkroh (Independent Director), Directors of the Company who retired by rotation to return into this position another term.

However, between December 1st, 2016 to January 31st, 2017 the Company gave a chance to the Shareholders propose the person who has appropriate qualifications in order to be considered and nominated as the Board of Director in accordance with criteria that is disclosed on the website of the Company and found that there are no shareholder can nominate a person to be elected as a director of the Company.

Agenda 6 **To consider and approval the directors' remuneration**

Fact and Reason: The Nomination & Remuneration Committee has proposed to the Board of Directors in order to propose to the Shareholders' Meeting for consideration of the remuneration of directors, bonus in order to compare with same business in the industry and similar size businesses. It is pleased to propose to the Annual General Meeting of Shareholders No. 68 to consider the remuneration comprising of remuneration for directors and directors' bonus which remuneration for directors and directors' bonus remains at the same rate as getting approval from the Annual General Meeting of Shareholders No. 67 was held on April 26, 2016. In terms of



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directors' bonus of 2016 has been considered an approved additional payment in amount of 114,930.00 baht (One hundred and fourteen thousand, nine hundred and thirty baht) due to having changed of status from Executive Director to Non-Executive Director in 2017 onwards with the total directors' bonus give to all directors each year 6,800,000.00 baht (Six million and eight hundred thousand baht) (*Details contained at the supporting data for consideration in Agenda 6*)

The Board of Directors' opinion : It is appropriate to propose the Annual General Meeting of Shareholders No. 68 for consideration and approval to define the remuneration of directors by using at the same rate as approval from the Annual General Meeting of Shareholders No. 67 held on April 26, 2016. In terms of directors' bonus in 2016 was considered and approved in additional payment in amount of 114,930.00 baht (One hundred and fourteen thousand, nine hundred and thirty baht) which shall be paid in 2017. In 2017 onwards, considering for approval in additional payment of directors' remuneration as Nomination and Remuneration Committee proposed.

Agenda 7 To consider for approval of the appointment of the auditor and stimulate the amount of audit fee

Fact and Reason: The Audit Committee has proposed to the Board of Directors for considering of proposing to the Annual General Meeting of Shareholders No. 68 to consider the appointment of the auditor for year 2017 and stimulate audit fees as appropriate which are Dr. Suphamit Techamontrikul and/or Permsak Wongpatcharapakorn and/or Mr. Chawla Tianprasertkij of Deloitte Touche Tohmatsu Jaiyos Company Limited to become the Company Auditors for year 2017, with the audit fees of Baht 1,720,000.00 baht

However, they did not include any other expenditure for the quarterly review and auditing such as transportation fee, allowances, overtime, insurance fee, which would be calculated according to the actual payment (if any).

(*Details contained at the supporting data for consideration in Agenda 7*)

The Board of Directors' opinion: It is appropriate to propose to the Annual General Meeting of Shareholders No. 68 to appoint Auditor for year 2017 and stimulate the Audit fee as the Audit Committee proposed.

Agenda 8 To consider other matters (If any)

Please be invited to attend the meeting on the date, time and venue stated above. For those who may unable to be attendance in person, you may nominate any individual person as proxy to attend and vote on your behalf, which can complete and sign in the proxy b. which is attached, or download the proxy a, b or c (proxy c. for the shareholder who is a foreigner and appointment the Custodian in Thailand to depositary) by the website www.ayud.co.th Please choose one of the following as stated above as well as submitting a proxy form with supporting documents for the company prior the proxy attend the meeting.

In addition, the Company has determined the list of Shareholders entitled to attend AGM No. 68 and receive dividend on Wednesday, March 15, 2017 (Record Date) and gather all the names under Section 225 of the Securities and Exchange Act by closing the register book suspending share transfer (Closing Date) on Thursday, March 16, 2017.

Your Faithfully,

(Mr. Rowan D' Arcy)
President and CEO

Company' Secretary
Tel. 0-2657-2977

Sri Ayudhya Capital Public Company Limited
Minutes of the Annual General Meeting of Shareholders No.67
April 26th, 2016

The Meeting was held at the Grand Ballroom is on 3rd floor, the Okura Prestige Bangkok at 57 Wireless Road, Lumpini, Pathumwan Bangkok 10330

Mr. Veraphan Teepsuwan	Chairman of the Board of Director	Chairman at the meeting
Miss Jiratcha Ruplek	Secretary of the Board of Director	Minute Recorder

At the time of beginning of the meeting, the Chairman announced that there are Shareholders attended the Meeting either in person or by proxy of the total 289 persons, total Share holding 143,541,446 shares or 57.4166 percent of the total number of shares sold, thus constituting a quorum and declared the Annual General Meeting of Shareholders No.67.

The Meeting was called to order at 2.00 pm.

Before proceeding on the meeting agenda, the Chairman introduced 11 Board of Directors; 11 persons attended the Meeting, which consisted of:

Five Non-Executive Directors:

(1) Mr. Veraphan Teepsuwan	Chairman
(2) Mr. Bryan James Smith	Director/Member of Numeration and Remuneration Committee
(3) Ms. Nopporn Tirawattanagool	Director/ Member of Nomination and Remuneration Committee
(4) Mr. Virojn Srethapramotaya	Director
(5) Mr. Laksna Thongthai	Director

Four Independent Directors:

(6) Mr. Surachai Prukbamroong	Chairman of the Audit Committee
(7) Mr. Metha Suvanasarn	Member of the Audit Committee/Chairman of the Nomination and Remuneration of Committee
(8) Mr. Vichit Kornvityakoon	Member of Audit Committee/ Chairman of Compliance Committee
(9) Mr. Suwat Suksongkroh	Director

Two Executive Directors:

(10) Mr. Rowan D'Arcy	President and CEO
(11) Mr. Chusak Salee	Managing Director

Then the Chairman introduced the Executive Management and Audit committee who attend the meeting today which consist of:

(1) Ms. Orathai Rongthongaram	Assistant Managing Director of Accounting Department
(2) Dr. Suphamit Techamontrikul	Audit Committee of Deloitte Touche Tohmatsu Jaiyos Limited (DTTL)
(3) Ms. Lasita Magut	Audit Committee of Deloitte Touche Tohmatsu Jaiyos Limited (DTTL)

As assigned by the Chairman of the meeting, the secretary informed the meeting regarding to voting methods as follows:

Because the Company has many shareholders, who have ordinary shares about 250,000,000 shares. Therefore, in order to avoid the confusion and wasting of time to the shareholders, the company does hope the shareholders to understand about the method in voting in each agenda and counting the vote to precede the result before proceed with the agenda.-

- Before voting was carried out on each agenda, the Shareholders will be allowed to ask questions or express their opinions relevant to a particularly agenda by raising their hands. Then the Chairman will invite the Shareholder who raising hand to ask questions and express their opinions.
- With regard to voting, each share had one vote.
- Voting ballots will be distributed only to shareholders wishing to vote for disapproval or abstention. Then company officers will count the ballots of the votes for disapproval and abstention. In case of no votes for disapproval and abstention, it will be considered that the meeting unanimously approve on that agenda.
- In regard of the election of the committee in agenda 5 that is the committee election in person and we will keep all ballot papers both disapproval and abstention.
- In case of shareholder who is not submitting the ballot paper to officer, it means that ballot paper has been approval.
- The ballot that has been marked or no signature or vote more than one choice, it will be voided ballot or does not count as a vote on that resolution.
- As for shareholder who has assigned a proxy to attend the meeting on their behalf and vote in accordance with their state attention, the company has recorded their votes for approval, disapproval and abstention in the computer.
- When announcing the vote on any agenda, it shall be deemed that agenda is completed.

Company Secretary has informed to the meeting for acknowledgment that from December 1, 2015 to January 31, 2016, the company has entitled the Shareholders to propose agendas and to nominate persons to be elected as the Company Directors or to submit questions in advance as criterion which the details follows the company disclosed on its website. It is appeared that nobody proposed any agendas and to nominate persons to be elected as the Company Directors or to submit questions.

The Chairman stated that the meeting would follow the agenda, which has been informed in the Annual General Meeting of Shareholders No.67, which was sent early of the meeting to make it easier for Shareholders to approve the agenda. The Chairman asked the Secretary to brief the agenda to the Shareholders.

The meeting proceeded in accordance with the agenda as follows;

Agenda 1 To adopt the minutes of the Ordinary Shareholders' Meeting No. 66 held on April 21st, 2015

The Company' Secretary proposed that Minutes of the Annual General Meeting of Shareholders No.66, held on April 21st, 2015 are detailed in a copy of the Minutes of the Meeting that the company distributed to Shareholders in the notice of the Annual General Meeting of Shareholders No.67. The Company has delivered the report to relevant departments within the law and published on the website www.ayud.co.th.

Opinion of the Board of Directors, the meeting report can be saved as completeness and accuracy for the Annual General Meeting of Shareholders No.67 to acknowledge the minutes of the meeting.

The matter was proposed to the meeting for consideration and unanimously approved.

The Meeting has considered and endorsed the minute of the Annual General Meeting of Shareholders No. 66 held on April 21st, 2015.

The voting results on the First agenda are shown in below table;

Votes	Number of Votes (1 share = 1 vote)	The percentage of the total number of votes
(1) Approval	145,079,759	100.0000
(2) Disapproval	0	0.0000
(3) Abstentions	0	0.0000
(4) Voided ballot	0	-
Total	145,079,759	100.0000

Agenda 2 To acknowledge the 2015 Annual Report of the Board of Directors

The Company's Secretary stated that the Annual Report of the Committee is the Operation Report of the company and various information in 2015, which was published by the Chairman and President and CEO in page 2-3 of the 2015 Annual Report. In addition, the reports and information are listed on the 2015 Annual Report (On CD-ROM), which the company delivered to the Shareholders and the notice of Annual General Meeting of Shareholders.

Opinion of the Board of Director appropriate to the Annual General Shareholders' Meeting No. 67 to know about the report operation and various information of the company in 2015.

Company's Secretary had also encouraged the shareholders to submit questions regarding the agenda of the Meeting, but there were no issues submitted for inclusion in the agenda of the Annual General Meeting of Shareholders.

The matter was proposed to the meeting for acknowledgment.

The Meeting acknowledged the 2015 Annual Report of the Board of Directors as details of the proposed.

Agenda 3 To consider and approve Statements of the Financial Position as at December 31st, 2015, Statement of comprehensive income, Statements of Changes in S/H's equity, and Statements of cash flow for the year 2015

Company's Secretary proposed that Statements of the Financial Position as at December 31st, 2015, Statement of comprehensive income, Statements of Changes in S/H's equity, and Statements of cash flow for the year 2015 which is considered and approved by Audit Committee and Auditors of the Company from auditing and approving. Details appear in the 2015 Annual Report (On CD-ROM) that has sent to all Shareholders along with the notice of the Annual General Meeting of Shareholders No. 67.

Opinions of the Board of Directors agreed to propose in the Annual General Meeting of Shareholders No. 67 for approval of Statements of the Financial Position as at December 31st, 2015, Statement of comprehensive income, Statements of Changes in S/H's equity, and Statements of cash flow for the year 2015. Audit Committee has approved and Auditors of the Company has already audited and approved.

Chairman asked to the meeting that Shareholders now have the operating results and financial position already. Therefore, if the shareholders have any questions, President and CEO (Mr. Rowan D' Arcy) and Managing Director (Mr. Chusak Salee) will be responsible for answering the questions of the Shareholders.

However, the company would like to inform the operating results of the previous year. The Chairman asked Mr. Rowan D' Arcy and Mr. Chusak Salee to present a report on key details to the Meeting for acknowledgment.

President and CEO (Mr. Rowan D' Arcy) has reported to the meeting that the company has prepared slides to illustrate the turnover of the previous year which the first level will be stock price of the company during 2013-2015. The stock price of the company in 2013 at the rate of Baht 23.50 per share and in 2015 at the rate of Baht 35.25 per share; thus, the movement that occurs due to the sale of shares of Sunrise Equity Company Limited and another part is that the company can handle the flood losses in the past several years. The shareholders would see the movement on the part of the shareholders during the past 2 years. The company would like to propose to the shareholders in terms of Profit Sharing of Associates between the company and Allianz Ayudhya Assurance PCL (AZAY) which the company held more AZAY shares in 2012, this makes better performance continuously. Moreover, the company is delighted to have Mr. Bryan James Smith, CEO of AZAY served as Director of the company who is filled with wisdom and insight in Life Insurance. For Return on Equity Ratio (ROE) in 2014 around 31.7 percent, this high Turnover and Return on Equity Ratio (ROE) due to the sales of Sunrise shares. Therefore, if the company refers to the Assets of the shareholders would be difficult to increase Return on Equity Ratio (ROE); however, the company will find ways to improve this segment in the future. If considering in terms of Dividend Payment Ratio would be approximately of 73.80 percent so it was improvement in 2014 according to having Special Items of the sales of Sunrise shares; as a result, a high percentage of Return on Equity Ratio(ROE).

Managing Director (Mr. Chusak Salee) informed to the meeting that as Mr. Rowan D' Arcy reported to the meeting; in 2015 Turnover might be less than in 2014 because of having Profits from the sales of Sunrise shares which is Strategy Investment of the company, amounting to Baht 1,348 million. If not integrated with the Turnover in 2015, it is considered that 2015 Turnover still good; meanwhile the company received dividend from AZAY with the total of Baht 518 million which was good return which the company had invested about Baht 1,487 million since 3-4 years ago; the company received a Return of at least 20 percent, 25 percent or over than 30 percent. In terms of Non-Life Insurance Company has been gradually improving which the company held shares of Sri Ayudhya General Insurance PCL (SAGI) about 99.99 percent; as of now having better Turnover as well as positive results of Accumulated Profits so it seems to be in better direction.

Chairman said thank you both Executives reported additional operating results so that the shareholders can see clearly and it is showed that the company had a lot of investment in Non-Life Insurance Company and Life Insurance Company, Associates of the company through the shareholding in Life Insurance Company about 20 percent which the company had invested in various assets as both Executives reported. This suggests that highly competitive in Life Insurance Company and Non-Life Insurance Company. If the company will invest right now, it may be pretty high cost. Therefore, the company must be conservative in operation and once there is better chance to invest, the company may invest or find the company that can be a joint venture.

Company' Secretary had also encouraged the shareholders to submit questions regarding the agenda of the Meeting, but there were no issues submitted for inclusion in the agenda of the Annual General Meeting of Shareholders.

Shareholder asked that as he seen on figures are large amount of money; there is income from Profit Sharing of Life Insurance Company (AZAY) as well as considering from remarks supported the financial statement caused by dividend payment in December. He asked about normally dividend process of AZAY and next year the company will receive same dividend rates as this year or not. According to Managing Director has mentioned that SAGI still have Accumulated Losses and it is expected that this year may be better. Once there is a positive result so how much SAGI would pay dividend to the company; meanwhile, Cash flow of the company receives dividend from SAGI and AZAY only, if there is not these two parts, there is no Cash Flow; however, if the company receives dividend from SAGI and AZAY may be large amount of money as well.

Chairman announced to the meeting that for the first issue would allow director (Mr. Bryan James Smith) to explain as the shareholder asked about consistency of dividend payment of AZAY which the reason that Mr. Bryan James Smith will answer this question means that it is bound to pay dividends to the company.

Director (Mr. Bryan James Smith) said thank you to Chairman and answered that AZAY paid dividend in December 2015 and the company has advance planning to pay dividends regularly to the shareholders since this year onwards. The company has intended to pay dividends as approval of the shareholders and also must be approved by Registrar of Office of Insurance Commission (OIC) (Which is

Company Corporate Governance. According to the Chairman has informed that the company has intended to pay dividends regularly to the shareholders of AZAY which the company is currently strength in the market and he is confident that in the future the company can afford to pay dividends regularly. He strongly committed in this regard.

Chairman explained further that even though Director (Mr. Bryan James Smith) wants to pay dividends but it should be based on Regulator of the government as well. Due to before paying dividends, it must be approved by Registrar of Office of Insurance Commission (OIC). Therefore, many Insurance Businesses must consider whether or not to pay more or less prior and it may make the company unstable or not which Office of Insurance Commission (OIC) has a right to tell the company to pay less because of the company's financial situation is not good. These are out of control factors of Mr. Bryan James Smith and the Board of Directors of AZAY but he would like to think conservatively that even though the company is not as noticeable as other Life Insurance Companies but the company has progresses steadily and provided strong team. From having evaluated, he believed that the company is among the Top can make a contribution to the shareholders of the company. As of now, it is considered that the company still strength in terms of Life Insurance whereas Non-Life Insurance please allow Mr. Rowan D'Arcy to explain and he informed to the meeting that SAGI is Non-Life Insurance Company which has better Turnover.

President and CEO (Mr. Rowan D' Arcy) answered that he would like to explain in terms of Life Insurance as Mr. Bryan James Smith has mentioned that dividend payment cannot be clearly defined because of having various factors. However, in terms of Turnover of SAGI about Flood Claims, SAGI was able to restore completely so there is no Flood Claims left because the company can complete this issue during the first quarter of this year; however, there are still remaining of Accumulated Losses from the Flood which the company would complete this issue during the first half of the year and then it will result in financial status of the company is stronger than ever. Moreover, the company has Capital Adequacy Ratio (CAR) at 800% which Office of Insurance Commission (OIC) has required at only 140%. If the company can do this, it would an opportunity to do even more; mergers or acquisitions because the company has a lot of CAR Ratio. Once Accumulated Losses from the Flood can be completed, the company can pay Profit Sharing in type of Dividend as Mr. Bryan James Smith has mentioned above which Life Insurance Market is currently has high competition as well as Non-Life Insurance Market. Nevertheless, this year may be a bit sluggish but in terms of Non-Life Insurance can do better than the market. In terms of the Market Growth, Combined Ratio of the company is better than the market a little bit. For Profit Sharing of SAGI and AZAY as stated in financial statements of the company are not in type of dividend of both companies but Cash Flow of both companies are possible to pay dividend in the future; therefore, financial stability of the company is very good status.

Shareholder asked about the financial statements are appeared in the Annual Report in terms of Non-Life Insurance can be seen that Margin of Personal Accident Insurance was quite low which has 2 issues as follows.-

1st issue The procedure of Personal Accident Insurance Premium that the company has bound to Credit Card

2nd issue Negotiation to increase Margin

Chairman clarified that the company tries to promote products of the company by offering at different ways with negotiation in order to get better Margin. Then, he has assigned Mr. Rowan D' Arcy to explain about relevant procedures.

President and CEO (Mr. Rowan D' Arcy) has explained about Personal Accident Insurance would be difficult to improve especially in terms of Health Insurance Margin which was previously high but it is now having low Margin. There is high competition in terms of Health Insurance Business; medical fee expense, these things are need to be ongoing monitored as well as carefully considered. Thus, any transaction related to Debit Card or Credit Card of Bank of Ayudhya (BAY) or even other banks such as CIMB Thai Bank (CIMB Thai) etc.

Shareholder asked in various issues as follows.-

1st issue the competition in Insurance Market in the past, the company grew at 1.9%; whether the growth in the same industry has grown at the same level or not and how different from the previous year

2nd issue In terms of investment has known that now the yield is very low such as Fixed Income Funds which the company usually invests in Fixed Income Funds so what the company plans.

3rd issue For AZAY, what does dividend policy and how many percent of profit for dividend payment Chairman has invited director (Mr. Bryan James Smith) to clarify about AZAY and also President and CEO (Mr. Rowan D' Arcy) and Mr. Chusak Salee (Managing Director) clarify about SAGI.

President and CEO (Mr. Rowan D' Arcy) has clarified that in overall Non-Life Insurance Industry only 2 percent growth due to the impact of First Car Policy because this policy must be kept no less than 5 years. For the company in terms of the growth of Motor Insurance grew more than the Market whereas Claim Ratio still satisfied at 57 percent. In terms of Insurance Premium Ratio would increase continuously due to the flood event which Premium Rates of Housing as well as Offices were increased and after the flood event, there were downed to 20 percent, it is considered to be the same position and no movement. For long-term strategy of the company would be on Sales or SME Business which are what the company are focusing and we believe that we are capable of this issue whether Retail Business or SME Business along with business related to Digital Technology which this is one reason why Non-Life Insurance Business did not grow much. Due to the flood event, the company needed to stop many projects; Basic Structure has not grown as much as it should. In conclusion, Non-Life Insurance Market is market that is quite difficult; however, the company grew more than the market a little bit and the company has planned to resolve this issue already.

Managing Director (Mr. Chusak Salee) explained further that the company does not invest much; total Fixed Income Fund of around 22% for Short-Term Investment in order to pay dividends which has interest income about 1.7 percent -2 percent but in terms of share investment will be losses in comparing with 2014 and 2015; stock market downed to 14 percent which the company also holds shares not sold out even though stock price has reduced because losses of the company will be based on market conditions but the stock is still good and the company can afford to pay dividend such as shares in Cement Industry even if shares prices down but their turnover is not bad along with having normally dividend payment. In terms of Fixed Income, the company has allocated some parts in order to pay dividend and various operations. For the plan of the company, the company has planned to invest in other companies which we can invest more. For Fixed Income investment, it can be called "Liquidity" or any company is ready to make a joint venture, the company will purchase immediately which the company can liquidate right away in order to invest such company. It can be concluded that the company' investment is still the same; Fixed Income investment has Yield of 2 percent whereas investment in stock market was 6 percent which has normally dividend payment as well as Return on investment of the company was 40 percent whereas another 60 percent would be investment in Life Insurance and also in SAGI.

Director (Mr. Bryan James Smith) has stated about Dividend Payment Policy of AZAY has dividend payment rates at 35 percent of Net Profit; the figures in 2015 will be significant higher which the company is focusing on Health Insurance and Life Insurance by focusing on saving by focusing on the sales channel through the Bank, Agents or Brokers of the company along with Telemarketing. For Financial Situation is very high such as Solvency Ratio of the company was 460 percent which is challenging for Life Insurance Business in order to move forward because of down trend of interest rate especially in long-term interest rates. Therefore, an approval of dividend payment of the company should be considered by Office of Insurance Commission (OIC) prior by considering dividend rates in accordance with the Mechanism of Market Interest as well as approval of Office of Insurance Commission (OIC) due to having strength in financial management of the company ensured that it can pay dividends. Thus, the Board of Directors of AZAY is committed to pay dividends as approved by the Shareholders and importantly must be approved by Office of Insurance Commission (OIC); however, he cannot tell about exactly figures right now.

Shareholder asked about Analysis of Reinsurance during the period of the company received return of the flood event from Reinsurance Companies which has received returns about 200 million baht and there are some conditions as an agreement so please explain about this matter.

Managing Director (Mr. Chusak Salee) said that it is correct that the company has received return about 200 million baht from Reinsurance Companies and it should be followed the conditions or agreement between the company and Reinsurance Companies in order to be beneficial for both parties. In terms of

Reinsurance, he has informed to the meeting that consideration of Reinsurance Company of the company must be Reinsurance Company has Credit Rating at AAA, AA+ or at least AA-.

Shareholder asked about the company as Holding Company, investment is not restricted by Office of Insurance Commission (OIC) or not; therefore, instead of investing on Fixed Income Funds or others, the company may invest in Real Sector in other industries or animal feed group which has dividend payment around 4 percent and the growth at 5 percent and why the company received only at 2 percent instead of 9 percent in spite of its long-term investment needs whereas Life Insurance Business has slightly increased from 2014. He asked whether or not AZAY needs to have special reserve in order to support any impact such as the Bank needed to reserve Life Insurance of Baht 15,000 million which total profits have gone in the first quarter.

Managing Director (Mr. Chusak Salee) answered that the company has invested in Fixed Income Fund of Baht 1,200 million; some parts will be kept for liquidity such as dividend payment will be paid on May 9th, 2016 so the company needs to bring this part of money to pay dividends of Baht 250 million baht which the outstanding would be of Baht 1,000 million whereas funds have been invested in Fixed Income, Equity or others; the total investment was up to Baht 600 million, equal to 10 percent of the total investment. For Real Sector such as Cement, or Property Fund which has very good return as well as Oil and Bank so why the company does not invest those resources because the company needs to keep those money for maintaining liquidity of dividend payment of the company. Within one year, the company pays dividends for two times if excluding Associates from AZAY, the company needs to sell Fixed Income out. For investment in AZAY as the shareholder asked that the Yield has slightly increased; actually, it was not bad if combining with figures of the past several years which the company received return at 3 percent from the investment was approximately of Baht 1,487 million. In 2015, the company received in amount of Baht 390 million, equal to 27 percent so it does not small amount of money for return of Life Insurance Company due to not focusing on dividend payment but focusing on Profit Sharing. The company has invested at approximately of Baht 1,487 million and received return about 23 percent -24 percent so the Yield is good.

Director (Mr. Bryan James Smith) has clarified further that Profit Sharing of the company, he believed that the company paid good Profit Sharing in 2015 which is better than 2014 and he is pleased that the company can pay dividends as well. According to Managing Director informed above, the return was 23-24 percent and in the fourth quarter the company has expected that interest rates still in down trend so the reserve has been added as decided by the Board of Directors. Therefore, Interest Rate is decreased so it needs to be added reserve to cope with the first quarter of this year. However, the company will keep an eye on situation to ensure that the company can afford Profit Sharing to the shareholders of the company.

Shareholders asked that according to Managing Director informed the meeting that the company has invested in Property Fund to get a good return, he thought that Managing Director may looking at the wrong point or not because the term of Property Fund may be 30 years which this dividends would be interest combining with the principle. He does not sure whether or not the company consider in terms of Business Value, it is understood that Property Fund has a good return.

Managing Director (Mr. Chusak Salee) answered that there are two categories in investment in Property Fund; the first category, when the contract expire, an investment value will be zero; therefore, when calculating market price will be reflected as same as at the end of the concession but some Property Fund will not be reflected due to the period. As mentioned that there are great return because of having low cost while today' price is 20 baht but the cost is only 10 baht. In terms of dividends will be paid quarterly which return is over than 5 percent. He is agreed with some shareholders may not agree with this point but the company will look at some Property Fund. Some investments is running out the concession will be zero, this group needs to be kept an eye on because it can be calculated Business Value. However, if the revenue calculating is less than Business Value, it should be sold out he agrees with it. If Market Price is higher than Business Value is not necessary to keep it, it would be better off selling or waiting for a while when having Gain Value because Property Fund will have period when Business Value will be changed such as Samui Airport Property Fund (Leasehold) (SPF) which in the future will be at the end of concession based on whether during that period has renewed a contract or not. Price at that time might not reflect to that concession because in terms of the concession has not good price whereas the company has profit because of having low cost.

Shareholder asked about Office of Insurance Commission (OIC) in terms of Flood Claims Tax Refund, how much does it cost and how much money will be recorded.

Managing Director (Mr. Chusak Salee) has answered that the company is now waiting for an announcement but some regulations have been announced. When having flood event, many Reinsurance Companies are damaged and some Insurance Companies had to wipe off reinsurance which is now in progress has not yet issued any regulations but the company has completed in preparation for all documents which may be not effect to the company which Reinsurance Companies that are damaged but there are not much Reinsurers if comparing with the market. In terms of the company as Mr. Rowan D' Arcy informed the meeting that Reinsurance Companies must be leveled at AAA, AA+ or at least AA-; therefore, Tax Refund of the company may not have a lot of money.

Shareholders asked about Bancassurance Agreement between the company and Bank of Ayudhya (BAY), how many years of this agreement because Bank of Ayudhya (BAY) has changed Major Shareholders and he was not sure what value may be changed or transferred jobs or not.

President and CEO (Mr. Rowan D' Arcy) said thank you for the question to the shareholder and then he explained that an agreement with Bank of Ayudhya (BAY) will be renewed in every three years even though there were changes the Executives last year but the company was succeeded in renewal of our contract. For Bank of Ayudhya (BAY) has the best services more than other companies in the market; therefore, the company is confident in good relationship with Bank of Ayudhya (BAY) continuing to the future.

Shareholder has stated about Fintech Startup has been very popular especially in financial sector so the company need to see if there is any risk because of being Technology Control System especially in Insurance Business; therefore, if some companies do not have development system yet, those may join this Fintech Startup as well.

President and CEO (Mr. Rowan D' Arcy) answered that it is good question but the company has kept an eye on this thing for a while since the past several years; thus, if the company know that such thing will come into Insurance Industry so older systems may be affected whether User or other issues in nowadays. Therefore, such issue together with consideration of the company must be changes whether more or less, the company needs to deal with this changes.

Shareholder has mentioned in terms of Insurance Industry which the Top 5 Companies have steadily grown whether small or medium size of businesses may be faced with the difficulty in doing business due to stream of mergers and business for sale which channel the company is looking for and how much evaluation which there are 60 businesses in Thailand because the company is need to look for it.

Chairman answered that if there is an opportunity of mergers, the company is ready. As of now, the company has partnered with Allianz which is the biggest Life Insurance Company in the world. The company has a good relationship with them with understandable with each other for nearly 20 years so there is an opportunity that the company and Allianz can look for mergers with other companies whether smaller or bigger sizes of business which the company has enough potential to invest. As the shareholders asked about mergers of the company can be occurred in the near future because small company cannot survive if there is not much funds. The company is in a great position but the company will not hurry to merge with any company, we can collect our money right now and try to maintain dividend payment ratio which the company is high potential company for mergers. In terms of Fin Tech, the company has no innovation in order to be Fin Tech Foundation or creating our own but the company will follow the progress of this thing and it may be used immediately.

Shareholder asked about Neighbor Countries, whether or not the company has an opportunity to expand the business.

Chairman said that it has not reached that point right now but the company has Partner like Allianz so the company may have expanded the market in 4-5 countries nearby. The company will not go alone must have Allianz because the company does not want to have any risk as the shareholder analyzed, it is evident that

the shareholder has very deep knowledge such as Property Fund which Mr. Chusak Salee has carefully thought that the company may not stay until the end of the concession, when there is profit, the company can sell out anytime. Property Fund Investment having business owner is interesting because in 3-4 years onwards, the company needs to consider in which investment useful or useless which the company needs to know completely methods as Mr. Chusak Salee has done with carefully consideration.

Shareholder asked about Office of Insurance Commission (OIC) will expand Investment Regulations of the shareholders with Non-Life Insurance Company and Life Insurance Company, how the policy of the company.

Chairman answered that as we are Holding Company can invest because of out of control of Office of Insurance Commission (OIC) but it referred to Subsidiaries as SAGI is focused on Insurance business. In terms of investment as the shareholder suggested that the company may invest in Real Sector, it does not mean that the company does not want to invest, the company always look for an opportunity to invest but the company needs to ensure that which Real Sector right now is good as well as good return in order to pay dividend to the shareholders. Therefore, the company operates conservatively to ensure that the company can pay dividends to the shareholders continuously and maintain a standard of dividends in the company. However, there are good and bad results so the company think that Real Sector still has risk.

Shareholder has stated about the financial statements in the past year; investment income of the company received as quarterly basis of Baht 200 million but in the fourth quarter has reduced to Baht 9 million so what happen.

Managing Director (Mr. Chusak Salee) has answered that in the fourth quarter the company did not receive income any income from AZAY as Mr. Bryan James Smith informed the meeting that AZAY needed to reserve in the fourth quarter and it appeared that the fourth quarter of AZAY has losses so their income has reduced to Baht 9 million. Even though AZAY has losses in the fourth quarter but the profits of all year is improved.

Director (Mr. Bryan James Smith) added that actually in the fourth quarter of AZAY has good turnover; however, the trend in interest rates has declined steadily so the company need to reserve more money in order to protect the company. In fact, gradually reduced of the interest rates are very important to Life Insurance Company so the company need to have strong reserves. However, for a whole year of the company has good turnover if comparing with the turnover of 2014 is considered that Profit and Return on Equity is quite similar together with dividend payment. For the company's position is now stronger so if the interest rate have reduces, the company's financial position may be shaken. In fact, in 2015 turnover of the company has profit but the funds are managed carefully than ever.

Managing Director (Mr. Chusak Salee) explained that in 2014 almost incomes came from AZAY of Baht 387 million and in 2015 incomes of Baht 393 million, an increase of about Baht 6 million which their turnover has not decreased.

Shareholder asked about Reserve Funds to prepare for gradually reduced of the interest rates so in the future will have reserve more money like this or not and the trends is due to negative interest in Europe or Japan will affect to Life Insurance Business or not.

Director (Mr. Bryan James Smith) stated further that AZAY will focus on sales of Health Insurance or Life Insurance not focusing on Savings Insurance. Due to impact from the interest rates whether or not it will be reduced, please look at the product's components that the company has sold, in terms of Life Insurance Premium and Health Insurance Premium, the company has very well coverage as well Agents and Brokers of the company created good results in the sale of insurance policies as well as Sales Department. Although the interest rates are reduced but the company is confident that we can operate our own business normally through main channel of the company in Thailand. For the company's strategy in terms of Coverage; even though having steadily reduces of the interest rates but the company is committed that there is no Insurance Company to be in a good position comparable to the company.

Shareholder said that on Business of AZAY is focusing in Health Protection but Old Products may be affected in terms of Expense Allowance as well or not.

Chairman has clarified that AZAY has changed their strategy for 7-8 years ago by focusing on Product, it is primarily focused on coverage not have guarantee competition that must have profits at 2 percent or 4 percent. He appreciated that their employees and Executives of AZAY are very patient which would have confirmed that the protection is highly advantages with a significantly reduction of the guarantee. This is an innovative idea that they think ahead before the event take place not based on return but protection.

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These are what the Entrepreneur of AZAY have struggled to succeed until now. He also believed that other Life Insurance Companies do the same thing because the interest rates are very low right now so how the return guarantee would be in the future.

Shareholder asked about Non-Life Insurance, how much income from the sales of products and whether there is decreased on sales of products or focusing on Online Sales. As he has seen on the company's website, it is found that there are only 2 items through Online Trading by the customers fill their information and then officer will contact them further but it is not complete Online System as mentioned earlier so when it will be completed.

President and CEO (Mr. Rowan D' Arcy) has answered that some incomes of the company both present and future come from the Financial Institutions, Agents, and also Brokers which the company tries to avoid Foreign Agents but the company wants to deal with Tire 2 level Agents and live in Thailand because Foreign Agents has high cost. Incomes from dealing with Agents about 10 percent of the company and the company is focusing on Direct Sales as the shareholder seen on the company's website which will be launched in July and the customers can buy products of the company up to 5 products and then policies will be delivered to customers by mail. In development organization in the future may have dramatically changed along with it must be approved by Office of Insurance Commission (OIC) so please wait another several months ahead.

No shareholders had any questions or further advice on this agenda.

The matter was proposed to the Meeting for consideration and unanimously approval.

The Meeting considered and unanimously approved Statements of the Financial Position as at December 31st, 2015, Statement of comprehensive income, Statements of Changes in S/H's equity, and Statements of cash flow for the year 2015 which is considered and approved by Audit Committee and Auditors of the Company from auditing and approving.

The Voting Results on the Third agenda are shown in below;

Votes	Number of Votes (1 share = 1 vote)	The percentage of the total number of votes
(1) Approval	145,157,359	100.0000
(2) Disapproval	0	0.0000
(3) Abstentions	0	0.0000
(4) Voided ballot	0	-
Total	145,157,359	100.0000

Agenda 4 To consider and approve of Profit Allocation of 2015 and acknowledge of Interim Dividend Payment

The Company's Secretary presented that the Operating Results of the company for the year ended December 31st, 2015, the Audit Committee approved and Auditors of Deloitte Touche Tohmatsu Jaiyos Audit

Co Ltd. The certified Auditor of the company had already checked and approved, it showed that the Consolidated Financial Statement of the company has net profit at approximately 676,913,292 baht (Six hundred and seventy-six million, nine hundred and thirteen thousand, two hundred and ninety two baht), it will be Earnings per Share 2.71 baht. For Separate Financial Statements has Net Profit about 591,648,783 baht (Five hundred and ninety-one million, six hundred and forty-eight thousand, seven hundred and eighty-three baht) or Earning per Shares 2.37 baht. Nevertheless, the Company has a policy of dividend payment not less than 60% of the Profit after Tax which depends on operation results and resolution of Shareholders' Meeting by considering from Consolidated Financial Statements. The Board of Directors has considered and therefore proposing the Profit Allocation figures for the year 2015 at the Annual General Meeting of Shareholders No.67 for consideration of approval as follow;

2015 Operating Results

Profit before Income Taxes	596,565,397. baht
Deduct Corporate Income Tax	<u>4,916,614. baht</u>
Remaining Net Profit	591,648,783. baht
Plus Retained Earnings from last year's allocation	<u>1,636,670,976. baht</u>
Profits for allocation this time	2,228,319,759. baht
Agree to allocate dividends at rate per share 2.00 baht about 250 million shares	500,000,000. baht
Deduct Interim Dividend at rate per share 1.00 baht	250,000,000. baht
Remain Dividends to be paid in this time at rate per share 1.00 baht	<u>250,000,000. baht</u>
Total of Profits Allocation in this year	<u>500,000,000. baht</u>
Outstanding Retained Earnings and carry forward to the next period	<u>1,728,319,759. baht</u>

The Company considered of Dividend payment for the Operating Results of the year 2015 to the Shareholders about 250,000,000 shares in rate per share of 2.00 baht or 84.51 percents of Net Profit which the company has allocate Interim Dividend payment for the operating results for the first half (January-June) of 2015 in September 7th, 2015 in rate per share of 1.00 baht with the total amount of 250 million baht.

And Dividends for the Second Half period (July-December) of 2015 in rate per share 1.00 baht with the total amount of 250 million baht by paying for the shareholders who have right to get dividends as at Record Date for the right to get dividends on Thursday, March 10th, 2016 and paying in the Second Half on Monday, May 9th, 2016; **however, the right to receive dividend will effective upon approval from the Shareholders' Meeting before.**

However, dividend payment of the company in this period is as follows.-

1. In case of person who receive dividend with tax credit by paying from profits of the business must pay corporate income tax is as follows.-
 - (1) The total to pay at the rate of 30 percent of the Net Profit is 0.19 Baht per share
 - (2) The total to pay at the rate of 23 percent of the Net Profit is 0.47 Baht per share
 - (3) The total to pay at the rate of 20 percent of the Net Profit is 0.17 Baht per share
2. In case of person who does not receive dividend due to paying from dividend or privileged profit allocation must be calculated as income for paying corporate income tax at rate per share 0.17 baht.

Detailed comparison of the dividend payment in the past year are as follows.-

Details of Dividend payment	2015	2014	2013
1.Net Profit (Million baht)	591,648,783	1,111,952,389	75,242,945
2.Number of shares			
2.1 number of shares are paid for Interim Dividend	250,000,000	250,000,000	250,000,000
2.2 number of shares are paid for Annual Dividend	250,000,000	250,000,000	250,000,000
3.Total Dividend paid per share (Baht: share)	2.00	2.50	1.80
3.1 Interim Dividend (Baht: share)	1.00	1.00	0.70
3.2 Dividend in this time (Baht: share)	1.00	1.50	1.10
4. Total of Dividend payment	500,000,000	625,000,000	450,000,000
5. Calculate as a percentage (%) of Net Profit	84.51	56.21	598.06

Opinions of the Board of Directors agreed to propose to the Annual General Meeting of Shareholders No. 67 for consideration and approval Profit Allocation for the year 2015 to the shareholders about 250,000,000 shares at rate per share 2.00 baht or in an amount of 500,000,000 baht including with Interim Dividend Payment for the First Half of the year ended at June 30th, 2015 which has already paid at rate per share 1.00 baht and the outstanding dividend that the company paid from the operating results of 2015 in rate per share 1.00 baht or 84.51 percents of Net Profit for the year 2015 but in accordance with Dividend Policy of the company. However, It is determined the Record Date on Thursday, March 10th, 2016 and compiled a list under section 225 of the Security Act and Stock Exchange to use Closing the Register of Shareholders (Closing Date) on Friday, March 11th, 2016 and date of dividend payment on Monday, May 9th, 2016 as proposed. **However, the right to receive dividend will effective upon approval from the Shareholders' Meeting before.**

Company' Secretary had also encouraged the shareholders to submit questions regarding the agenda of the Meeting, but there were no issues submitted for inclusion in the agenda of the Annual General Meeting of Shareholders.

The matter was proposed to the Meeting for consideration and unanimously approval.

The Meeting considered and approved the Profit Allocation in 2015 to acknowledge interim dividend payment and to approve dividend payment for the accounting period in the second half of the year 2015 to the shareholders at 250,000,000 shares at rate per share 1.00 baht, which such Dividend Payment shall be paid from the operating results of 2015 if combine with interim dividend for the first half ended at June 30th, 2015 which has been paid at rate per share 1.00 baht. Therefore, the total amount of dividends shall be paid from the operating results for the year 2015 at rate per share 2.00 baht or 84.51 percents of Net Profit for the year 2015 due to the plan of the company in using money for Insurance Company Investment so it is necessary to prepare money for such investment. However, the list of Shareholders eligible for dividends (Record Date) on Thursday, March 10th, 2016 and compiled a list under section 225 of the Security Act and Stock Exchange to use Closing the Register of Shareholders(Closing Date) on Friday, March 11th, 2016 and date of dividend payment on Monday, May 9th, 2016 as proposed.

The Voting Results in the Fourth Agenda as shown below;

Votes	Number of Votes (1 share = 1 vote)	The percentage of the total number of votes
(1) Approval	146,538,914	100.0000
(2) Disapproval	0	0.0000
(3) Abstentions	0	0.0000
(4) Voided ballot	0	-
Total	146,538,914	100.0000

Agenda 5 To consider the election of director to succeed those completing their terms

Chairman has announced to the meeting that in consideration in Agenda 5; to consider the election of director, in order to ensure that it is a Good Corporate Governance so Chairman and another 3 directors providing Mr. Bryan James Smith, Ms. Nopporn Tirawatthanakul, and Mr. Chusak Salee are due to retire by rotation in this time; therefore, the shareholders can ask any question, comment and vote freely. Chairman and another 3 directors asked the shareholders to leave the meeting room and with in Breakout Room and they will come back to the meeting room when the meeting has already voted.

Chairman of Nomination and Remuneration Committee (Mr. Metha Suvanasarn) acted as Chairman of the meeting in this Agenda.

The Company' Secretary represented that the Board of Directors in nowadays who registered with Department of Business Development, Ministry of Commerce around 11 people and in 2016 the directors are due to retire by rotation at Annual General Meeting of Shareholders No.67 about 4 persons as namely;

1. Messrs. Veraphan Teepsuwan (Non-Executive Director)
2. Messrs. Bryan James Smith (Non-Executive Director)
3. Mmes. Nopporn Tirawatthanakul (Non-Executive Director)
4. Messrs. Chusak Salee (Executive Director)

The Nomination and Remuneration Committee has followed the nomination process, which require the selection of an appropriate person to be Directors of the Company with regard to qualification, knowledge and experiences of all 4 persons along with their previous duties as Directors of the Company and proposing to the Board of Directors for consideration and then proposing to the Shareholders' Meeting in order to re-elect of directors who has retired by rotation to return into the Board of Directors position in another term

The proposal to the General Shareholders' Meeting to re-elect ion for another term who retire by rotation become Company's director for another term under the section 71 of the company Act in 1992.

However, since December 1st, 2015 to January 31st, 2016. The Company allowed the Shareholders to propose the lists for considering of nomination to be the Board of Director as the criteria that was published in Company' Website. Moreover, the Company has distributed this information via news of the Stock Exchange of Thailand, it appeared that not have any Shareholders propose the list of person who able to be nominated as the Board of Director.

Opinions of the Board of Directors The Director who is in relevant but not joining the consideration, they approved as the proposal of Nomination and Remuneration Committee that it will be presented in General Meeting of Shareholders No.67. In order to nominate Messrs. Veraphan Teepsuwan(Non-Executive Director), Messrs. Bryan James Smith(Non-Executive Director), Mmes. Nopporn Tirawatthanakul(Non-Executive Director), and Messrs. Chusak Salee (Executive Director) will be re-elected for another term.

However, Portfolio of each director has been proposed the shareholders for election as documents for consideration in the Notice of the Annual General Meeting of Shareholders No. 67.

Company' Secretary had also encouraged the shareholders to submit questions regarding the agenda of the Meeting, but there were no issues submitted for inclusion in the agenda of the Annual General Meeting of Shareholders.

Shareholder has mentioned about Ms. Nopporn Tirawatthanakul, due to her Portfolio will be director in Non-Listed Companies about 23 companies and Listed Company about 4 companies as well as Authorized Signatory so he is afraid of her not have time to work as Board of Directors or not due to having been appointed in many companies.

Chairman of Nomination and Remuneration Committee (Mr. Metha Suvanasarn) said that according to Ms. Nopporn Tirawatthanakul has held the director position of the company and she has also held the directors' position in many companies but almost company that she has held are Non-Listed Company. Moreover, her performance in the past is no problem to overall performance of the company.

The matter was proposed to the Meeting for consideration and unanimously approval.

The Meeting considered and voted Messrs. Veraphan Teepsuwan(Non-Executive Director), Messrs. Bryan James Smith(Non-Executive Director), Mmes. Nopporn Tirawatthanakul(Non-Executive Director), and Messrs. Chusak Salee (Executive Director), those who completed their terms will be re-elected for another term.

Results on the Fifth agenda are shown in below table;

Name of the Director (Director)	Number of Votes 1 share = 1 vote	The percentage of the total number of votes
1. Messrs. Veraphan Teepsuwan (Non-Executive Director)		
(1) Approval	146,538,914	100.0000
(2) Disapproval	0	0.0000
(3) Abstentions	0	0.0000
(4) Voided ballot	0	-
Total	146,538,914	100.0000
2. Messrs. Bryan James Smith (Non-Executive Director)		
(1) Approval	146,532,314	99.9954
(2) Disapproval	6,600	0.0045
(3) Abstentions	0	0.0000
(4) Voided ballot	0	-
Total	146,538,914	100.0000
3. Mmes. Nopporn Tirawatthanakul (Non-Executive Director)		
(1) Approval	146,531,314	99.9948
(2) Disapproval	7,600	0.0051
(3) Abstentions	0	0.0000
(4) Voided ballot	0	-
Total	146,538,914	100.0000

Name of the Director (Director)	Number of Votes 1 share = 1 vote	The percentage of the total number of votes
4. Messrs. Chusak Salee (Executive Director)		
(1) Approval	146,532,914	100.0000
(2) Disapproval	0	0.0000
(3) Abstentions	0	0.0000
(4) Voided ballot	0	-
Total	146,532,914	100.0000

Agenda 6 To consider for approval the directors' remuneration

The Company's Secretary proposed that as the resolution of the Annual General Meeting of Shareholders No.66 held at April 21st, 2015 has approval of the Remuneration of the Committee by paying for the Directors are as follows.-

1. Remuneration of the Directors

- (1) Chairman of the Board 40,000 baht per month
- (2) Chairman of the Audit Committee/ Chairman of the Nomination and Remuneration Committee and Chairman of Compliance Committee 38,000 baht per month
- (3) Chief Executive Officer 35,000 baht per month
- (4) Audit Committee 35,000 baht per month
- (5) Nomination and Remuneration Committee 35,000 baht per month
- (6) The others 30,000 baht per month

It will effective since January 1st, 2015 onwards.

2. Director's Bonus

Director's Bonus requires to all Directors by aggregation per year 6,614,950.00 baht by cutting the Company' Expense and the Board of Directors can allocate to each person as it proper.

Regularly, the rate of Remuneration as set out in the first and second round until the Board has requested and received approval from the Shareholders to change into something else.

In 2016, the Nomination and Remuneration Committee has the right to consider the Compensation of the Committee carefully who response performance of their duties and compare with that in the same industry in Thailand and registered in the Stock Exchange in Thailand. To propose to the Company's Committee for presenting to the Annual General Meeting of Shareholders in order to consider and define the remuneration of directors including the remuneration of directors and the director's bonus are the same rate as approved by the Annual General Meeting of Shareholders No.66 in April 21st, 2015 however, it shall be paid for directors as follows.-

1. Remuneration of Directors

- (1) Chairman of the Board 40,000 baht per month
- (2) Chairman of the Audit Committee/ Chairman of the Nomination and Remuneration Committee and Chairman of Compliance Committee 38,000 baht per month
- (3) Chief Executive Officer 35,000 baht per month
- (4) Audit Committee 35,000 baht per month
- (5) Nomination and Remuneration Committee 35,000 baht per month
- (6) The others 30,000 baht per month

It will effective since January 1, 2016 onwards.

2. Director's Bonus

Director's Bonus require to all Directors by aggregation per year 6, 614, 950.00 baht by deducting the company' expense and shall be allocated to each person as it proper.

Regularly, the rate of Remuneration as set out in the first and second round until the Board has requested and received approval from the Shareholders to change into something else.

Opinions of the Board of Directors The meeting has agreed in proposal of the Annual General Meeting of Shareholders' No. 67 for consideration and approval director's remuneration providing the director's remuneration and the director's bonus by using the same rate as approved by the Annual General Meeting of Shareholders No. 66 held on April 21st, 2015 by deducting as the company's expense. However, it will be effective from January 1st, 2016 onwards as well as remaining this rate forever until having proposal from the Board of Directors and getting approval from the Shareholders' Meeting for changing to others.

No shareholders had any questions or further advice on this agenda.

The matter was proposed to the meeting for consideration and approval.

The Meeting considered and unanimously approved the Remuneration providing the director's remuneration and the director's bonus as Committee proposed above by deducting as the company's expense until the shareholders' meeting will have approval to change into something else

The voting results on the Sixth agenda is shown in below table;

Votes	Number of Votes (1 share = 1 vote)	The percentage of the total number of votes
(1) Approval	146,532,314	99.9954
(2) Disapproval	6,600	0.0045
(3) Abstentions	0	0.0000
(4) Voided ballot	0	-
Total	146,538,914	100.0000

Agenda 7 To approve the nomination of auditors and the audit fee

Company' Secretary proposed that in order to comply with Public Limited Company Act B.E. 2535 Section 120 requires that "The Annual General Shareholders' Meeting shall appoint an Auditor and determine the Remuneration of the Auditor of the company every year. The former Auditor may be re-appointed".

For the Annual General Meeting of Shareholders No.66 which held in April 21, 2015 has appointed Dr. Suphamit Techamontrikul, Certified Public Accountant Registration No. 3356 and/or Mr. Permsak Wongpatcharakorn, Certified Public Accountant Registration No. 3427 and/or or Mr. Chawla Tienpasertkij, Certified Public Accountant Registration No. 4301 from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. are the Auditors in 2015 which have an amount of Audit fees are as follows.-

1. Annual Audit fees 520,000.00 Baht
2. Quarterly Financial Statements Audit cost
(Include 3 Quarters in each 125,000.00 baht) 375,000.00 Baht
3. Consolidated Financial Statements
Audit cost 310,000.00 Baht

4. Quarterly Consolidated Financial Statements Review cost (Include 3 Quarters in each 155,000.00 baht)	465,000.00 Baht
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Total audit fees for the year 2015 in amount of 1,670,000.00 baht. However, there still have audit fees and Quarterly Financial Statements cost such as transportation, allowance, overtime, etc which is counted as the actual cost.

For Accounting period in 2016 nominating, there are Dr. Suphamit Techamontrikul, Certified Public Accountant Registration No. 3356 and/or Mr. Permsak Wongpatcharakorn, Certified Public Accountant Registration No. 3427 and/or or Mr. Chawla Tienpasertkij, Certified Public Accountant Registration No. 4301 from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. are pleased to candidate for being the Auditors of the Company. After the Meeting has discusses with Audit Committee of the Company, the Auditors agreed to propose Audit fees for an accounting period of the Company along with Consolidated Financial Statements Audit cost in 2016 ended at December 31st, 2016 in amount of 1,720,000.00 baht which audit fees has increased of 3% as comparison with 2015 can be summarized below.-

	2016	2015	Amount Increase/(Decrease)	%
1) Annual Audit fees	530,000	520,000	10,000	2
2) Quarterly Financial Statements Review cost (Include 3 Quarters in each 130,000.00 baht)	390,000	375,000	15,000	4
3) Consolidated Financial Statement Audit cost	320,000	310,000	10,000	3
4) Quarterly Consolidated Financial Statements Review cost (Include 3 Quarters in each 160,000.00 baht)	480,000	465,000	15,000	3
Total	1,720,000	1,670,000	50,000	3

The audit fee for the year 2016 amounted to 1,720,000 baht as the aforementioned did not include any other expenditures for the quarterly review and auditing such as transportation fee, allowances, overtime, insurance fee, which would be calculated according to the actual payment (if any).

In addition, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. has been appointed to be Auditors of Subsidiaries as well by calculating the audit fee for the year 2016 ended at December 31st, 2016 in amount of 2,505,000.00 Baht including other expenses such as transportation fee, allowances, overtime, insurance fee, which would be calculated according to the actual payment (if any).

The Board of Directors considered for approval the appointment of those Auditors above. The Audit Committee agreed that those Auditors above are qualified as the Securities and Exchange Commission requirement which its appropriate propose the Annual General Meeting of Shareholders No.67 to appoint Dr. Suphamit Techamontrikul, Certified Public Accountant Registration No. 3356 and/or Mr. Permsak Wongpatcharakorn, Certified Public Accountant Registration No. 3427 and/or or Mr. Chawla Tienpasertkij, Certified Public Accountant Registration No. 4301, all of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd to become the company Auditors for the year 2016. It will effective from January 1st, 2016 to December 31st, 2016 with the Audit Fee of 1,720,000.00 baht. Nevertheless, it excludes any other expenses incurred according to the actual payment as Audit Committee consideration and proposal.

All three Auditors as the list that are proposed in 2016 who are not Director, Personnel, Employee or any position in the Company.

For the information of Auditors from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd, it can be summarized as follows.-

1. Dr.Suphamit Techamontrikul* CPA. No. 3356, has been nominated as company' auditor in total duration of 17 years consecutively since 1999 accounting year to 2015 accounting year and/or
2. Mr.Permasak Wongpatcharakorn** CPA No. 3427, has been nominated as company' auditor in total duration of 13 years consecutively since 2003 accounting year to 2015 accounting year and /or
3. Mr.Chawla Tienpasertkij,** CPA. No. 4301, has been nominated as company' auditor in total duration of 3 years since 2013 accounting year to 2015 accounting year

* Nominative to become an Auditor cooperates with other Auditors in the same office but not and Auditor or signed in the Audit Company Report except 2013, 2014, and 2015 accounting year.

** Nominative to become an Auditor cooperates with other Auditors in the same office but not an Auditor or signed in the Audit Company Report.

Company' Secretary had also encouraged the shareholders to submit questions regarding the agenda of the Meeting, but there were no issues submitted for inclusion in the agenda of the Annual General Meeting of Shareholders.

The matter was proposed to the Meeting for consideration and approval.

The Meeting considered and approved to appoint Dr. Suphamit Techamontrikul, and/or Mr. Permsak Wongpatcharakorn, and/or Mr. Chawla Tienpasertkij, all of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd to become the company Auditors for the year 2016, it will effective from January 1st, 2016 to December 31st, 2016 in another period, with the Audit Fee of 1,720,000.00 baht - excluded any other expenses incurred according to the actual payment in accordance with Audit Committee considered and proposed.

The voting results on the Seventh is shown in below table;

Votes	Number of Votes (1 share = 1 vote)	The percentage of the total number of votes
(1) Approval	146,538,914	100.0000
(2) Disapproval	0	0.0000
(3) Abstentions	0	0.0000
(4) Voided ballot	0	-
Total	146,538,914	100.0000

Agenda 8 To consider other matters (If any)

Chairman asked the meeting that if any shareholders have any questions to ask or suggestion, the Board of Directors is pleased to answer the questions or listen to suggestion of the shareholders.

Shareholder asked questions as follows.-

1st issue According to information of Office of Insurance Commission (OIC) has stated that Financial Industry in nowadays, there are significantly increased of Surrender in recent years so in terms of the company; how the trend would be increased or decreased from the previous years and how to manage it.

2nd issue According to information of Office of Insurance Commission (OIC) has defined a new type of Accounting Standard called TFRS4, which details may be changed significantly and then he requested Auditors of the company to explain this issue.

Director (Mr. Bryan James Smith) explained about Surrender and what it happened in the first quarter which now the company is not affected to such Surrender. It can be seen that Companies in Asia Pacific; Policyholders Ratio grew up to 85 percent in all channels that the company sold and the company tries to keep all customers as much as we can along with explanation to the customers have Surrender or Policy Cancellation before the expiry of the policy may cause negative more than positive effect as well as Loss of health coverage. However, the company has strategy called Cross Selling in order to allow customers purchase a policy of the company as well as paying a premium. He believed that the promotional efforts to retain customers as long as possible together with an aggressive plans.

Auditors (Dr. Suphamit Techamontrikul) answered that in terms of Accounting Standard (TFRS4) is effective for the first phrase in this 2016 which is universal and in overseas has already started since last year (TFRS4). Besides, there may be followed by the second phrase which principles of change will be in type of Value Measurement. In terms of savings must be separated the characteristics of savings along with having consideration of Revenue recognition in various types. For Non-Life Insurance Company will not have such agreement so it is not affected significantly. Another impact will be subject of Matching between Liabilities and Assets. Besides, there is subject of more Classification and Disclosure of Information. In conclusion, SAGI may be not affected in terms of the figures but it would be in terms of Classification and Disclosure of Information.

There are no shareholders asked any proposal. The Chairman thanked all shareholders who are taking the time to attend this meeting. Then declared the meeting closed.

The meeting was adjourned at 4.20 pm.

However, in the Annual General Meeting of Shareholders No. 67 held on April 26th, 2016 that there are Shareholders attended the Meeting either in person or by proxy of the total 357 persons, total Share holding 146,538,914 shares, equal to 58.6156 percent of the total number of shares sold. When registration of attending the meeting has distributed ballots for each agenda to the shareholders who attended the meeting and in Agenda 5; to consider director who will retire by rotation, the company has kept all ballots whether approval, disapproval, and voided ballot from all shareholders who attended the meeting and separating ballots of each directors which the company had given to officer of Inventech Systems (Thailand) Co., Ltd (“INV”) as Registration Officer and voting collector of the shareholders who attended the meeting all agendas.

-Veraphan Teepsuwan-
(Mr. Veraphan Teepsuwan)
Chairman

-Jiratcha Ruplek-
(Ms. Jiratcha Ruplek)
Minute Recorder

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(Mr. Rowan D'Arcy)
President and CEO

To acknowledge the 2016 Annual Report of the Board of Directors

The Annual Report of the Board of Directors is report of the Operating results of the Company for the year 2015 which is published by messages from the Chairman into the 2016 Annual Report as the Company delivered in CD-ROM to the Shareholders along with the Notice of the date of the Annual General Shareholders' Meeting No.68.

The Board of Directors considered and approved to propose at the Annual General Meeting of Shareholders No.68 in order to acknowledge report of the Operating results and various information of the Company for the year 2016.

To consider and approve the Statement of the Financial Position at December 31st, 2016, Statement of Comprehensive Income, Statement of Changes in Owner's Equity and Statement of Cash Flow for the year 2016

The Financial Position at December 31st, 2016, Statement of Comprehensive Income, Statement of Changes in Owner's Equity and Statement of Cash Flow for the year 2016 which the Directors approved and Auditors of the Company has already reviewed and endorsed. It was in the 2016 Annual Report, which delivered to Shareholders together with the Notice of the date of the Annual General Meeting of Shareholders No. 68.

The Board of Directors considered and agreed to propose to the Annual General Meeting of Shareholders No.68 for consideration and approval The Financial Position at December 31st, 2016, Statement of Comprehensive Income, Statement of Changes in Owner's Equity and Statement of Cash Flow for the year 2016 which the Directors approved and Auditors of the Company has already reviewed and endorsed.

To consider and approve of Profit Allocation for the year 2016 and acknowledge of Interim Dividend payment

From the operation of the company for the year ended December 31st, 2016, the Audit Committee approved and Auditors of Deloitte Touche Tohmatsu Jaiyos Audit Co Ltd. They are the certified Auditor of the company had already checked and approved, it showed that the Consolidated Financial Statements of the Company is about 615,165,004(Six hundred and fifteen million, one hundred and sixty-five thousand, and four baht) or calculate Profit per share 2.46 baht and Separate Financial Statements of the company's Net Profit is approximated at 506,025,021 baht (Five hundred and six million, twenty-five thousand, and twenty-one baht), if calculate profit per share is 2.02 baht. The company has a policy to pay dividend of not less than 60 percent of net profit after tax each year based on the Operating results and the resolution at the Shareholders' Meeting by considering from the Consolidated Financial Statements. The Board of Directors considered so it is the matter of Profit Allocation for the year 2016 at the Annual General Meeting of Shareholders No.68 for consideration of approval as follow;

2016 Operating Results	
Profit before Income Taxes	527,883,324. baht
Deduct Corporate Income Tax	21,858,303. baht
Remaining Net Profit	506,025,021. baht
Deduct Losses from actuarial estimates for Employees' Benefit-Net Income	548,650. baht
Plus Retained Earnings from allocation in the previous year	1,728,319,759. baht
Profit for allocation this time	2,233,796,130. baht
Approve to allocate dividend payment at baht per share 2.00 about 250 shares in amount of	500,000,000. baht
Deduct Interim Dividend at baht 1.00 per share about 250 million shares which the Board of Directors has allocated payment to the shareholders on 13 September 2016	<u>250,000,000.</u> baht
Remaining Dividend Payment this time at baht 1.00 per share	<u>250,000,000.</u> baht
Profits to be allocated at this time	500,000,000. baht
Inappropriate retained earnings and carried forward	<u>1,733,796,130.</u> baht

The company considered the dividend for the results of the year 2016 to the shareholders about 250,000,000 shares at rate per share 2.00 baht or 98.81% of Net Profit which the company has divided into interim dividend payment for the first 6 months period of the operating results (January-June) of 2016 held on September 13th, 2016 in price per share 1.00 baht with the total amount of 250,000,000.00 baht.

Thus, Dividend for the second half (July-December) of 2016 at rate per share 1.00 baht this is calculated in the total amount of 250,000,000 baht by paying to shareholders who have rights to receive dividend as name list at Record Date for the right of receiving dividend on Wednesday, March 15th, 2017 by defining of dividend payment for the second half on Monday, May 8th, 2017. **However, the right to receiving this Dividends will become effective upon the approval of Shareholders the meeting before.**

However, dividend payment of the company in this period is as follows.-

1. In case of person who receive dividend with tax credit by paying from profits of the business must pay corporate income tax is as follows.-
- 20% of net profit of Baht 0.53 per share.
2. In case of person who does not receive dividend due to paying from dividend or privileged profit allocation must be calculated as income for paying corporate income tax of Baht 0.47 per share.

Detailed comparison of the dividend payment in the past year are as follows.-

Details of Dividend payment	2016	2015	2014
1.Net Profit (Million baht)	506,025,021	591,648,783	1,111,952,389
2.Number of shares			
2.1 number of shares are paid for Interim Dividend	250,000,000	250,000,000	250,000,000
2.2 number of shares are paid for Annual Dividend	250,000,000	250,000,000	250,000,000
3.Total Dividend paid per share (Baht: share)	2.00	2.00	2.50
3.1 Interim Dividend (Baht: share)	1.00	1.00	1.00
3.2 Dividend in this time (Baht: share)	1.00	1.00	1.50
4. Total of Dividend payment	500,000,000	500,000,000	625,000,000
5. Calculate as a percentage (%) of Net Profit	98.81	84.51	56.21

The Board of Directors considered and approved that it should be proposed to the Annual General Meeting of Shareholders No.68 for consideration and approval of Profit Allocation for the year 2016 to the Shareholders about 250,000,000 shares in share rate 2.00 baht or about 500,000,000.00 baht including interim dividend for the first half ended at June 30th, 2016 which has been paid in rate per share 1.00 baht. The total of dividend that the company has paid from the operating results of 2016 in rate per share 1.00 baht or 98.81% of Net Profits for the year 2016 in accordance with dividend payment policy of the company. Determination of Shareholders' list who have right to receive Dividends (Record Date) on Wednesday, March 15th, 2017 and gather the names list as Section 225 of Securities and Exchange Act by using closing registered book (Closing Date) on Thursday, March 16th, 2017 and determine of Dividend payment on Monday, May 8th, 2017. ***In addition, the right to receive Dividends will become effective upon the approval of Shareholders the meeting before.***

Curriculum Vitae of the aforementioned Directors who retired by rotation. Propose to the Shareholders in re-election of the Board of Directors in another term

1. Mr. Virojn Srethapramotaya

Type of Director for election: Non-Executive Director



Criteria and procedures for nomination

:Nomination and Remuneration Committee has considered as nomination process by considering from Knowledge, Potency, and Experience causing the maximum benefits to the company and it has been proposed to the Board of Directors that Mr. Virojn Srethapramotaya is qualified under the law along with knowledge, Potency, and High Experience as well as making progress throughout the company as well as working at full capacity with responsibility, honesty, and suitability to be director of the company further. Therefore, it shall be proposed to the Annual General Meeting of Shareholders for consideration and nomination Mr. Virojn Srethapramotaya returning to hold the position as director in another term.

Age : 65 Years

Nationality : Thai

Education Background :

- MBA from Jacksonville State University, U.S.A.
- Bachelor of Accounting from Chulalongkorn University
- Joined Loan Structuring and Documentation Course at Citibank Training Center, New York, U.S.A. in 1998
- Certificate-Financial Executive of Bankers' Institute and Thai Financial at the Thai Bankers' Association in 1990
- Certificate-Advanced Management Program for International Bankers, the Wharton School, University of Pennsylvania in 1997
- Joined Asean Summit at GE Training Center – Crotonville, Connecticut, U.S.A. in 2007

Courses attended at Thai Institute of Directors (IOD) :

- Certificate
- Director Accreditation Program (DAP 4/2003)
- Director Certification Program (DCP 34/2003)
- Director Diploma Examination Program –Fellow Member 2003
- Refresher Course DCP (DCP Re 4/2007)
- Role of the Chairman Program (RCP 18/2008)
- Successful Formulation & Execution of Strategy (SFE 8/2010)
- Financial Institutions Governance Program (FGP 1/2010)
- Chartered Director Class (CDC 6/2012)
- Audit Committee Program (ACP 40/2012)

- Advanced Audit Committee Program (AACP) (Passed MIA, MFM, MFR, MIR 2012-2013 Training Courses)
- Corporate Governance for Capital Market Intermediaries (CGI 0/2014)

Work experiences:

- Bank of Ayudhya Public Company Limited
 - January 2014 – March 2015 Advisor to the Board of Directors
 - February 2010- December 2013 Director (Authorized Signatory)
- Perform in other organizations as follows.-
 - Ayudhya Factoring Co., Ltd.
 - Feb 2007-Dec 2009 Chairman
 - Ayudhya Development Leasing Co., Ltd
 - Apr 2008-Apr 2009 Director
 - Ayudhya Auto Lease Plc.
 - May 2004-2008 Chairman
 - Apr 2003-Apr 2008 Chairman of the Executive Committee
 - The Thai Institute of Banking and Finance Association (TIBFA)
 - Apr 2004-Apr 2008 Chairman

Current position : Feb 1998-Present Director (Authorized Signatory)

No. of Year as Director : 19 years

Type of Director as appointed : Non-Executive Director

Other positions currently holding

• **Listed company** : Independent Director/ Audit Committee
Furukawa Metal (Thailand) PCL

• **3 Non- listed companies** : -Chairman – Sri Ayudhya General Insurance PCL
-Director and Audit Committee – Allianz Ayudhya Assurance PCL
-Chairman of Audit Committee and Good Governance and Independent Director
Globlex Securities Company Limited

Meeting attendance in 2016 : Board of Directors meetings held 6 times, attended 6 times

No. of AYUD Shares Holding (As of 16 March 2017) : -None-

Director or executive in other companies which may result in conflicts of interests : -None-

Legal Disputes : No cases in the last 5 years

Curriculum Vitae of the aforementioned Directors who retired by rotation. Propose to the Shareholders in re-election of the Board of Directors in another term

2. Mr. Laksna Thongthai

Type of Director for election: Non-Executive Director



Criteria and procedures for nomination

:Nomination and Remuneration Committee has considered as nomination process by considering from Knowledge, Potency, and Experience causing the maximum benefits to the company and it has been proposed to the Board of Directors that Mr. Laksna Thongthai is qualified under the law along with knowledge, Potency, and High Experience as well as making progress throughout the company as well as working at full capacity with responsibility, honesty, and suitability to be director of the company further. Therefore, it shall be proposed to the Annual General Meeting of Shareholders for consideration and nomination Mr. Laksna Thongthai returning to hold the position as director in another term.

Age : 62 Years

Nationality : Thai

Education Background :

- Ph.D. in Industrial and Systems Engineering, University of Southern California, Los Angeles, USA
- M.S. in Systems Engineering, UCLA, Los Angeles, USA
- B.S. in Industrial Engineering, Chulalongkorn University
- Pass of Reinsurance and Insurance Management Training Courses from France, Germany, and England

Program attended in Thai Institute of Directors (IOD) :

- Director Certificate Program from Thai Institute of Director (IOD)
- Diploma Examination, which has been promoted from Graduate Member to be Fellow Member and Boards that Make a Difference (BMD) (1/2016)

Work Experiences : March 1994 – December 2014 - Director and Assistant Managing Director (Authorized Signatory) Sri Ayudhya Capital PCL

Current position at the Company : March 1994 – Present - Director (Authorized Signatory) Sri Ayudhya Capital PCL

No. of year As a Director : 23 years

Type of Director that is Nominated : Non-Executive Director

Present Designation with other organizations -Listed Company : -None-

-Non-listed company 2 companies : • Director, Thongthai Water Pipe & Chemical Co., Ltd.
• Director at Nirvana Co., Ltd.

Board Meeting Attendance in 2016 : • Board Meeting held 6 times, attended 6 times

No. of AYUD Shareholding (as of 16 March 2017) :-None-

Director or Executive in other companies which may result in conflicts of interests :-None-

Legal Disputes : No cases in the last 5 years

Curriculum Vitae of the aforementioned Directors who retired by rotation. Propose to the Shareholders in re-election of the Board of Directors in another term

3. Mr. Suwat Suksongkroh

Type of Director for election: Independent Director



Criteria and procedures for nomination

:Nomination and Remuneration Committee has considered as nomination process by considering from Knowledge, Potency, and Experience causing the maximum benefits to the company and it has been proposed to the Board of Directors that Mr. Suwat Suksongkroh is qualified under the law along with knowledge, Potency, and High Experience as well as making progress throughout the company as well as working at full capacity with responsibility, honesty, and suitability to be director of the company further. Therefore, it shall be proposed to the Annual General Meeting of Shareholders for consideration and nomination Mr. Suwat Suksongkroh returning to hold the position as director in another term.

Age : 70 Years

Nationality : Thai

Education Background : • Bachelor of Law from Thammasat University
• Thai Barrister at law at Institute of Legal Education of the Thai Bar

Program attended in Thai Institute of Directors (IOD) : • Director Certificate Program – DCP 12/2001
• Company Secretary Program – CSP 1/2002
• DCP Refresher Course 2/2006

Work experiences : • Director and Secretary to the Board of Directors, Sri Ayudhya Insurance PCL
• Secretary of the Bank Directors and Secretary of the Board of Directors of Bank of Ayudhya PCL

Current position in the Company : August 2008 – Present - Independent Director

No. of year As a Director : 32 years (1985 –Present) (August 2008- Present -Independent Director)

Type of Director that is Nominated : Independent Director

**Present Designation
with other organizations
-Listed Company**

: -None-

- 1 Non-listed company

: Independent Director and Nomination and Remuneration Committee
Sri Ayudhya General Insurance PCL

**Board Meeting
Attendance in 2016**

: • Board Meeting held 6 times, attended 6 times

**No. AYUD
Shareholding
(as at December 31, 2016)**

: Ordinary shares 32,500 shares or 0.013% of Ordinary shares that
has been sold

The legal dispute

: No cases in the last 5 years

Stakeholders with the company or other legal entity with the current conflict in the past two years

- Directors who are not involved in the management, employees, workers or consultants who receives salary.
- Directors who are not a professional service provider
- Directors who are not have a business relationship, which may significantly affect the probability that it can not be done independently
- Directors who are not relative to the Executive/ Major Shareholders of the company/ Subsidiaries
- Directors who are not Director/Executive in other parties that may cause the conflict to the company

Definition of Independent Director

“**Independent Director**” means a director who has no business transaction or participation in business management which may impact his/her Independent decision-making. The qualification of the Company’s Independent is defined in a more restrictive manner than the criteria set by the Securities and Exchange Commission and the Capital Market Supervisory. Details of the Independent Director’s qualifications are as follows:

1. Holding shares not exceeding 0.5 percent of the total number of voting rights of the company, its parent company, subsidiary, affiliate, principal shareholder or controlling person of the company, including the shares held by related persons of the independent director.

2. Neither being nor having been an executive director, employee, staff, or advisor who receives salary, or a controlling person of the company, its parent company, subsidiary, affiliate, same-level subsidiary, principal shareholder or controlling person of the company unless the foregoing status has ended not less than two years prior to the date of company filing with the Securities and Exchange Commission and the Stock Exchange of Thailand; however, the prohibition excludes independent director who was government officer or advisor of the government agencies that are major shareholder or controlling person of the company.

3. Not being a person related by blood or registration under laws, such as father, mother, spouse, sibling, and child, including spouse of the children, executives, major shareholders, controlling persons, or persons to be nominated as executive or controlling persons of the company or its subsidiary.

4. Not having a business relationship with the company, its parent company, subsidiary, affiliate, major shareholder or controlling person of the company, in the manner which may interfere with his independent judgment, and neither being nor having been a principal shareholder or controlling person of any having business relationship with the company, its parent company, subsidiary, affiliate, major shareholder or controlling person of the company unless the foregoing relationship has ended not less than two years prior to the date of company filing with the Securities and Exchange Commission and the Stock Exchange of Thailand.

The term business relationship aforementioned under paragraph one includes any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or grant or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, including any other similar actions, which result in the company or his counterparty being subject to indebtedness payable to the other party in the amount of three percent or more of the net tangible assets of the company or twenty million Baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the calculation method for value of connected transactions under the Notification of Capital Market Supervisory Board concerning rules on connected transactions mutatis mutandis. The combination of such indebtedness shall include indebtedness taking place during the course of one year prior to the date on which the business relationship with the person commences.

5. Neither being nor having been an auditor of the company. Its parent company, subsidiary, affiliate, major shareholder or controlling person of the company, and not being a principal shareholder or controlling person, or partner of an audit firm which employs audits of the company, its parent company, subsidiary, affiliate, major shareholders or controlling person of the company unless the foregoing relationship has ended not less than two years from the date of company on filing with the Securities and Exchange Commission and the Stock Exchange of Thailand.

6. Neither being nor having been any professional advisor including legal advisor or financial advisor who receives an annual service fee exceeding two million Baht from the company, its parent company, subsidiary, affiliate, major shareholders or controlling person of the company, and neither being nor having been a principal shareholder, controlling person or partner of the professional advisor unless the foregoing relationship has ended not less than two years from the date of company filing with the Securities and Exchange Commission and the Stock Exchange of Thailand.

7. Not being a director who has been appointed as a representative of the company’s director. Major shareholder or shareholders who are related to the major shareholder;

8. Not operating any business which has the same nature as and is in significant competition with the business of the company or subsidiary, or not being a principal competition in any partnership, or not being an executive director, employee, staff, or advisor who receives salary; or holding shares not exceeding 0.5 percent of the total number of voting rights of any other company operating business which has the same nature as and is in significant competition with the business of the company or subsidiary.

9. Not having any characteristics, which make him incapable of expressing independent opinions with regard to the company's business affairs.

After the appointment to be independent director with the characteristics as stated in paragraph one to nine, the independent director may be assigned from the committee to make decision on the business operation of the applicant, holding company, subsidiary, affiliation, subsidiary of same level, major shareholder or authorized person of the applicant under the method of collective decision).

Remark :The company has defined Independent Directors' Qualification so that Independent Director shall perform with transparency, enable to serve protection the benefits of the shareholders equally. However, the company has specified this strictly guidelines more than the requirements of Capital Market Committee which required for holding shares not more than 1 percent

To consider and approve the directors' remuneration

As the Annual General Meeting of Shareholders No. 67 held 26 April 2016 has resolution of approval the Remuneration by paying to the Directors are as follows.-

(1) Remuneration of Director

- 1) Chairman of the Board at baht 40,000.00 per month
- 2) Chairman of Audit Committee and Chairman of Nomination and Remuneration Committee and Chairman of Compliance Committee at Baht 38,000.00 per person each month
- 3) Chairman of Executive Committee at Baht 35,000.00 per month
- 4) Member of Audit Committee at Baht 35,000.00 per month
- 5) Director and member of Nomination and Remuneration Committees at Baht 35,000.00 per person each month
- 6) Other Directors at Baht 30,000.00 per person each month

It will effective since 1 January 2016 onwards.

(2) Directors' Bonus

The total Directors' Bonus had been stipulated at Baht 6,614,950.00 per year that would be the Company's expenditures and this amount should be allocated to each Director as appropriated.

The Remuneration, which had been stipulated under (1) and (2) should be applied thoroughly unless the Board of Directors would have otherwise proposed and received the approval from the Shareholders' Meeting to other.

For 2017, Nomination and Remuneration Committee has considered the remuneration of directors and agreed that the number of Non-Executive Directors of the company has increased; therefore, the need to scrutinize carefully and appropriately as well as responsibility of its obligations and comparison to listed companies on the Stock Exchange of Thailand in Thailand. It shall be proposed to the shareholders' meeting for consideration of increasing the remuneration for directors' gratuities whereas the remuneration of directors is still the same rate as approval from the Annual General Meeting of Shareholders No. 67 held on 26 April 2016 by paying for directors as follows.-

1. Remuneration of Directors

- (1) Chairman of the Board 40,000 baht per month
- (2) Chairman of the Audit Committee/ Chairman of the Nomination and Remuneration Committee and Chairman of Compliance Committee 38,000 baht per month
- (3) Chief Executive Officer 35,000 baht per month
- (4) Audit Committee 35,000 baht per month
- (5) Nomination and Remuneration Committee 35,000 baht per month
- (6) The others 30,000 baht per month

It will effective since 1 January 2017 onwards.

(2) Directors' Bonus

In 2016, it was proposed for approval of increasing the amount of 114,930.00 baht (One hundred and fourteen thousand, nine hundred and thirty baht) including payment to all directors of baht 6,729,830.00 (Six million, seven hundred and twenty-nine thousand, eight hundred and thirty baht) or increasing 1.74 percent by requesting to pay in 2017 due to there is changing status of director from Executive Director to be Non-Executive Director.

From 2017 onwards, there is determined the total amount of director's bonus shall be paid to all directors of baht 6,800,000.00 (Six million and eight hundred thousand baht) by deducting the expense of the company and the Board shall consider the allocation as appropriate.

The Remuneration, which had been stipulated under (1) and (2) should be applied thoroughly unless the Board of Directors would have otherwise proposed and received the approval from the Shareholders' Meeting to other.

Opinions of Directors are agreed that it shall be proposed to the Annual General Meeting of Shareholders No. 68 for consideration and approval the remuneration of directors to the shareholders as Nomination and Remuneration Committee has proposed including the remuneration of directors and directors' bonus and it shall be the same rate as approval by the Annual General Meeting of Shareholders No. 67 in April 26th, 2016. In terms of directors' bonus in 2016 was requested to be approved additional payment of 114,930.00 baht (One hundred and fourteen thousand, nine hundred and thirty baht) by requesting to pay in 2017 and since 2017 onwards was considered and approved in additional payment of directors' bonus to all directors of baht 6,800,000.00 (Six million and eight hundred thousand baht) as Nomination and Remuneration Committee proposed by deducting from the company' expense. However, it shall be effective since January 1st, 2017 onward and remaining the remuneration rate above until the Board of Directors will propose and get approval from the shareholders' meeting of changing to others.

Sri Ayudhya Capital PCL
Remuneration of the Director Structure for the Operating Results in 2016
which got approval from the Annual General Meeting of Shareholders No. 67
(Unit: Baht)

Position	Transportation (per month)	Remuneration (per year)	Total (per year)
1. Chairman	40,000.00	628,470.00	1,108,470.00
2. Independent Director and Chairman of Audit Committee	38,000.00	725,700.00	1,181,700.00
3. Independent Director and Chairman of Nomination and Remuneration Committee	38,000.00	691,900.00	1,147,900.00
4. Independent Director and Chairman of Corporate Governance Committee*	38,000.00	691,900.00	1,147,900.00
5. Chairman of Executive Committee	35,000.00	435,200.00	855,200.00
6. Nomination and Remuneration Member	35,000.00	602,000.00	1,022,000.00
7. Other Non Executive	30,000.00	573,800.00	933,800.00
8. Managing Director*	30,000.00	516,330.00	876,330.00

Remark: * Retirement on 30 April 2016 and still holds the position of director which changed status from Executive Director to Non-Executive Director.

To consider for approval the appointment of the Auditor and to determine the amount of audit fee

By virtue of Public Limited Companies Act B.E. 2535, under Section 120 stimulated that the general shareholders meeting shall appoint an auditor and determine the auditing fee of the company every year. In appointing the auditor, the former auditor may be re-appointed.

According to the Annual General Meeting of Shareholders No. 67 held on April 26th, 2016 passed the resolution to appoint Dr. Suphamit Techamontrikul CPA No. 3356 and/or Mr. Permsak Wongpatcharapakorn CPA No. 3427 and/or Mr.Chawla Tienpasertkij CPA No.4301 from Deloitte Touche Tohmatsu Jaiyos Audit Company Limited to become the company auditor for 2016 and fixed the audit fees as hereunder:-

1. Annual Audit Fees	530,000.00 baht
2. Quarterly Financial Statement Audit Fee (Total 3 quarters, each quarter 130,000.00 baht)	390,000.00 baht
3. Consolidated Financial Statement Audit Fees	320,000.00 baht
4. Total Quarterly Financial Statement Audit Fees (Total 3 quarters, each quarter 160,000.00 baht)	480,000.00 baht

The audit fees for the year 2016 amounted to Baht 1,720,000.00 baht aforementioned did not include any other expenditures for the quarterly review and auditing such as transportation fees, allowances, overtime, insurance fee, which would be calculated according to the actual payment (if any).

For fiscal year 2017, Dr.Suphamit Techamontrikul CPA No.3356 and/or Mr. Permsak Wongpatcharapakorn CPA No.3427 and/or Mr.Chawla Tienpasertkij CPA No.4301 of Deloitte Touche Tohmatsu Jaiyos Audit Company Limited willing to be the candidate for election as the company auditors. Upon consulting among the Audit Committee, it was agreed to propose the audit fee for the fiscal year of the company along with audit fees of consolidated financial statement for the year 2017 ended December 31st, 2017 in the amount of Baht 1,720,000.00 baht by Audit Fee is equal to the 2016 auditing fee as hereunder:-

(Unit: Baht)

	2017	2016	Balance increase/decrease	%
1. Annual Audit Fee	530,000.00	530,000.00	-	0%
2. Quarterly Financial Statement Audit Fee (Total 3 quarters, each quarter 130,000.00 baht)	390,000.00	390,000.00	-	0%
3. Consolidated Financial Statement Audit Fee	320,000.00	320,000.00	-	0%
4. Total Quarterly Financial Statement Audit Fee(Total 3 quarters, each quarter 160,000.00 baht)	480,000.00	480,000.00	-	0%
Total	1,720,000.00	1,720,000.00	-	0%

The audit fees for the year 2017 amounted to Baht 1,720,000.00.- as the aforementioned did not include any other expenditures such as transportation fees, allowances, overtime, insurance fee, which would be calculated according to the actual payment (if any).

Besides, Deloitte Touche Tohmatsu Jaiyos Audit Company Limited has been appointed to be auditors of Subsidiaries by charging the 2017 Annual Audit Fee ended at December 31st, 2017 in amount of 2,550,000.00 baht and there is other expenditures such as transportation fees, allowances, overtime, insurance fee, which would be calculated according to the actual payment (if any).

The Board considered nominating the auditors of the company as the aforementioned which Audit Committee has considered and agreed that those auditors have fully qualified as the Securities and Exchange Commission required so it is pleased to be proposed in the Annual General Meeting of Shareholders No. 68 in order to appoint Dr. Suphamit Techamontrikul CPA No. 3356 and/or Mr. Permsak Wongpatcharapakorn CPA No. 3427 and/or Mr.Chawla Tienpasertkij CPA No.4301 of Deloitte Touche Tohmatsu Jaiyos Audit Company Limited to become the company Auditors for the year 2016, effective from January 1st, 2017 till December 31st, 2017 with the Audit Fees of Baht 1,720,000.00- excluded any other expenses incurred according to the actual payment.

The above-mentioned three auditors as proposed in 2017 are not directors, staff, employees or holding any other position in the Company and Subsidiaries.

For the information of three Auditors of Deloitte Touche Tohmatsu Jaiyos Audit Company Limited are as follows:

Name-Surname	Dr. Suphamit Techamontrikul
Education/Professional affiliations	<ul style="list-style-type: none"> • D.B.A., The Joint Doctoral Program in Business Administration, Chulalongkorn University, Thailand • M.B.A.; Middle Tennessee State University, U.S.A. • M.S. (Accounting); Middle Tennessee State University, U.S.A. • B.Acc.,Chulalongkorn University, Thailand • Certified Public Accountant (CPA), Thailand • Certified Internal Auditor (CIA) • Certified Risk Management Assurance (CRMA)
Certified Public Accountant (Thailand) Registration Number	3356
Office	Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. AIA Sathorn Tower 23 rd -27 th Floor, No. 11/1, South Sathorn Road, Yannawa, Sathorn, Bangkok 10120 Tel: 02 034 0000
Work experience in the last 5 years	
<ul style="list-style-type: none"> • 1998 – Present 	Audit Partner Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.
<ul style="list-style-type: none"> • Appointment as auditors of the Company 	<ul style="list-style-type: none"> • The total period of 18 consecutive years since fiscal year 1999 to 2016. • Appointed as an Auditor, inspector or signed in the Audit Company Report for the Fiscal year 2013 to 2016.

Name-Surname	Mr. Permsak Wongpatcharapakorn
Education/Professional affiliations	<p>Education</p> <ul style="list-style-type: none"> • Bachelor Degree in Accountancy, Chulalongkorn University • Post-Graduate Diploma in Auditing, Chulalongkorn University <p>Professional affiliations</p> <ul style="list-style-type: none"> • Certified Public Accountant (CPA), Thailand • Member of the Federation of Accounting Professions of Thailand (FAP) • Auditor approved by the office of SEC
Certified Public Accountant (Thailand) Registration Number	3427
Office	Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. AIA Sathorn Tower 23 rd -27 th Floor, No. 11/1, South Sathorn Road, Yannawa, Sathorn, Bangkok 10120 Tel: 02 034 0000
Work experience in the last 5 years	
<ul style="list-style-type: none"> • 1998 – Present 	Audit Partner Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.
<ul style="list-style-type: none"> • Appointment as auditors of the Company 	<ul style="list-style-type: none"> • The total period of 14 consecutive years since fiscal year 2003 to 2016. • Appointed as an Auditor cooperates with other Auditors in the same office but not an Auditor or signature in the Audit Company Report.

Name-Surname	Chavala Tienpasertkij
Education	<ul style="list-style-type: none"> • Master of Management, Mahidol University • Master of Accountancy, Chulalongkorn University • Bachelor of Accountancy (Honors), Bangkok University
Certified Public Accountant (Thailand) Registration Number	4301
Office	Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. AIA Sathorn Tower, 23 rd – 27 th Fl. 11/1 South Sathorn Road, Yanawa, Sathorn, Bangkok 10120 Tel.: +66(0)20340000 Fax: +66(0)20340100
Work experience in the last 5 years	
<ul style="list-style-type: none"> • 1990 – Present 	Audit Partner Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.
<ul style="list-style-type: none"> • Appointment as auditors of the Company 	<ul style="list-style-type: none"> • The total period of 4 consecutive years since fiscal year 2013 to 2016. • Appointed as an Auditor cooperates with other Auditors in the same office but not an Auditor or signature in the Audit Company Report

Chapter 3 Share Transfer

15. During the period specified by Law prior to each shareholders' meeting, the Company may cease to accept registration of share transfer by notifying the shareholders in advance at the head office and at every branch office of the Company not less than the period specified by Law prior to the commencement date of cessation of the registration of share transfer.

Chapter 4 Directors

16. The Company shall have a Board of Directors comprising at least five Directors to conduct the business of the Company, not less than half of whom shall reside within the Kingdom.

17. The Directors shall be natural persons and shall:

- (1) be sui juris
- (2) not be bankrupt, incompetent or quasi-incompetent
- (3) have never been imprisoned on the final judgment of a court for an offense related to the property committed with dishonest intent
- (4) have never been dismissed or removed from government service, or a government organization or a government agency in punishment for dishonesty in performing their duties
- (5) Not be disqualified by the law.

18. The Directors shall be elected at the shareholders' meeting in accordance with the following rules and procedures:

- (1) Each shareholder shall have a number of votes equal to the number of shares held.
- (2) In electing the Director, one or more than one Director may be elected at a time, as the shareholders' meeting may deem fit. For each resolution, however, the shareholder shall exercise all the votes it has under (1) and shall not allot its votes to any person in any number.
- (3) The election of the Director shall be made by majority votes. In the event of a tie vote, the Chairman of the meeting shall have a casting vote.

19. At each annual general meeting of the Company, one-third of the Directors, or, if their numbers cannot be divided by three, then the number nearest to one-third must retire from the office.

After the effective date of this Articles of Association, the drawing lots shall select the retirement under the first paragraph for the first and second year. In subsequent years, the Director who has held office the longest shall retire.

20. Apart from retirement by rotation, the Director shall vacate office upon:

- (1) Death;
- (2) Resignation;
- (3) Loss of qualifications or disqualification by Laws;
- (4) the resolution of the shareholders' meeting passed by the vote of not less than three quarters of the number of the shareholders attending the meeting who have the right to vote and who have the shares totaling not less than half of the number of shares held by the shareholders attending the meeting and having the right to vote; and
- (5) Removal order by the court

22. In case where vacancy among the members of the Board of Directors occurs otherwise than by rotation, the Board of Directors shall appoint a person who has the qualifications and who is not disqualified by the Law as the replacement Director in the following meeting of the Board of Directors, unless the remaining term in office of the retired Director is less than two months.

The resolution of the board of directors under paragraph one must be supported by votes of not less than three-fourths of the number of the remaining directors.

The replacing director under paragraph one shall hold office only for the remaining term of the replaced director

24. Directors are entitled to receive remuneration from the Company in form of prize, allowance, traveling expense, bonus, or other compensation pursuant to Articles of Association or resolution of the shareholder meeting. The amount of such remuneration may be an exact amount calculated based on the designated rules and may be enforceable for a specified period or until it is amended. Apart from the abovementioned, any per diem and welfare shall be paid in accordance with the rules of the company.

The right to receive remuneration in the foregoing paragraph shall not affect the right of an employee who is elected to be the Director to receive remuneration as the employee of the Company.

Chapter 6 Shareholder Meeting

31. The Annual General Meeting of Shareholders shall be held within four months after the end of the fiscal year in the Company.

All other general meetings are called "Extraordinary General Meetings". The board of Directors may summon the Extraordinary General Meetings whenever they deem fit.

32. The business to be considered at the Annual General Meeting of the Shareholders is as follows:

- (1) to consider report of the Board of Directors showing the business operation of the Company during the past year;
- (2) to consider and approve the balance sheet and the statement of profit and loss;
- (3) to consider distribution of profits;
- (4) to elect the Director
- (5) to elect the auditors and determine the auditing fee
- (6) other business (if any)

34. In calling a shareholders' meeting, the Board of Directors shall prepare a written notice, specifying place, date, time, agenda of the meeting and the matters to be proposed to the meeting with reasonable details by indicating clearly whether it is the matter proposed for information, for approval or for consideration, as the case may be, including the opinion of the Board of Directors in the said matters (if any), and the said notice shall be delivered to the shareholders and the Registrar for their information at least seven days prior to the date of the meeting. The notice shall also be published in a newspaper at least three consecutive days prior to the date of the meeting at least three days.

35. Shareholders are entitled to attend and vote at the shareholders' meeting but they may authorize other sui juris persons as proxies to attend and vote at any meeting on their behalf. The appointment shall be made in writing pursuant to the proxy form specified by the Registrar and signed by the principal and proxy. The proxy shall be submitted to the Chairman on the Board or to the person designated by the Chairman of the Board at the place, which the meeting is held before the meeting starts.

36. In order to constitute a quorum, there shall be shareholders and proxies (if any) attending at a shareholders' meeting amounting to not less than twenty-five persons or not less than one half of the total number of shareholders, whichever is lesser and either case such shareholders shall hold in an aggregate amount of not less than one-third of the total number of shares sold by the Company, unless otherwise specified by the law.

At any shareholders' meeting, if one hour has passed since the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for the quorum as defined in the first paragraph, and if such shareholders' meeting is called as a result of a request by the shareholders, such meeting shall be cancelled. If such meeting was not called as a result of a request by the shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to the shareholders at least seven days prior to the date of the meeting. In the subsequent meeting a quorum is not required.

37. The Chairman of the Board shall be the Chairman of the shareholders' meetings. If the Chairman of the Board is not present at a meeting or cannot perform his duty, and if there is a vice-Chairman, the vice-Chairman present at the meeting shall be the Chairman of the meeting. If there is no vice-Chairman or there is a vice-Chairman but cannot perform his duty, the shareholders present at them meeting shall elect one of the shareholders present at the meeting to act as the Chairman of the meeting.

38. The Chairman of the shareholders' meeting has the duty to conduct the meeting in compliance with the Articles of Association of the Company relating to meetings and to follow the sequence of the agenda specified in the notice calling for the meeting, provided that the meeting may pass a resolution allowing a change in the sequence in the agenda with a vote of not less than two-thirds of the number of the shareholders present at the meeting.

39. Unless otherwise specified in this Articles of Association or by the Law, any decision or passing of the resolution of the shareholders' meeting requires a majority vote by the shareholders who attend the meeting and vote. In exercising their votes, the shareholder shall have one vote per one share. In the event of a tie, the Chairman shall have a casting vote.

Chapter 7 Accounting Finance and Auditing

40. The fiscal year of the Company shall start from January 1 and end on December 31 of every year.

42. The Board of Directors shall submit the balance sheet and the statement of profit and loss as the last day of the fiscal year which ha been audited and certified by the auditor to the Annual General Meeting of the shareholders for approval.

43. The Board of Directors shall deliver the following documents to the shareholders along with the written notice calling for an Annual General Meeting;

- (1) Copies of the audited balance sheet and the statement of profit and loss together with the audit report prepared by the auditor
- (2) The annual report of the Board of Directors

44. Dividends shall not be paid other than our profits and the Company shall appropriate to a reserve fund annual net profit at least in an amount specified by the Law. The company may distribute the profit which remains after such appropriation other reserve as they deem fit, provided that this approved by shareholders' meeting.

The Board of Directors may pay interim dividends to the shareholder from time to time if the Board of Directors believes that the profits of the Company justify such payment. After the dividends have been paid, such dividend payment shall be reported to the shareholders at the next shareholders' meeting.

Payment of dividends shall be made within the period specified by the Law after the date of the resolution of the shareholders' meeting or of the meeting of the Board of Directors, as the case may be. The shareholders shall be notified in writing of such payment of dividends, and the notice shall also be published in a newspaper.

46. The auditor shall not be a Director, staff member, employee or person holding any position or having any duty in the Company.

47. The auditor has the power to examine during the office hours of the Company the accounts, documents and any other evidence relating to the revenues and expenditures including the assets and liabilities of the Company. In this regard, the auditor shall also have the power to question the Directors, staff members, employees, persons holding any position or having any duty in the Company, and agents of the Company, including directing them to clarify any matters or to deliver documents or evidence in connection with the operation of the business of the Company.

48. The auditor has the right to present a written explanation to the shareholders' meeting and has the duty to attend every shareholder's meeting at which the balance sheet, the statement of profit and loss, and the problems relating to the accounts of the Company are to be considered in order to explain to the shareholders the auditing of accounts. In this regard, the Company shall also deliver to the auditor the reports and documents of the Company that are to be received by the shareholders in that shareholders' meeting.

49. The company shall deliver to the Registrar the annual report together with copies of the audited balance sheet and the statement of profit and loss which have already been approved by the shareholders' meeting and a copy of the minutes of the shareholders' meeting, only the part concerning the approval of the balance sheet, the allocation of profit and the distribution of dividends, certified to be true by a person authorized to sign on behalf of the Company. The Company shall also publish the balance sheet for public information in a newspaper for a period of at least one day within one month from the date of the shareholders' meeting at which the approval of the balance sheet is granted.

หลักฐานที่ต้องใช้ในการแสดงสิทธิเข้าร่วมประชุม

◆ การลงทะเบียนและการแสดงเอกสารก่อนเข้าร่วมประชุม

ในวันประชุม ผู้ถือหุ้นหรือผู้รับมอบฉันทะสามารถลงทะเบียนและยื่นเอกสารหลักฐานเพื่อการตรวจสอบได้ตั้งแต่วันที่ 12.00 น. เป็นต้นไป ณ ห้องแกรนด์ บอลรูม ชั้น 3 โรงแรม โอคุระ เพรสทีจ กรุงเทพฯ เลขที่ 57 ถนนวิฑู แขวงลุมพินี เขตปทุมวัน กรุงเทพมหานคร 10330

ทั้งนี้ บริษัทฯ ได้ใช้ระบบ Barcode ในการลงทะเบียนเข้าร่วมประชุมจึงขอให้ผู้เข้าร่วมประชุม โปรดนำเอกสารที่บริษัทฯ จัดส่งให้แก่ผู้ถือหุ้น พร้อมกับหนังสือบอกกล่าวนัดประชุมซึ่งได้พิมพ์ Barcode ไว้มาใช้ในการลงทะเบียนด้วยและผู้เข้าร่วมประชุมจะต้องแสดงเอกสารดังต่อไปนี้ต่อเจ้าหน้าที่รับลงทะเบียนของบริษัทฯ เพื่อลงทะเบียนก่อนเข้าประชุม (แล้วแต่กรณี)

To register and confirm the document before meeting

In the date of meeting shareholders or principal have to register and confirm the document for verify from 12.00 hours henceforth at Grand Ballroom 3rd floor the Okura Prestige Bangkok at 57 Wireless Road, Lumpini, Pathumwan, Bangkok 10330

Company have used Barcode system with the registration so participant at a meeting please come with the document which company had delivered to shareholders including the notice of the date of Annual General Meeting of Shareholders which had Barcode for the registration. Participant at a meeting have to confirm the document to company staff for register before meeting (depending on circumstances)

1. ผู้ถือหุ้นที่เป็นบุคคลธรรมดา/Shareholder who is Natural person

- 1.1 กรณีผู้ถือหุ้นมาประชุมด้วยตนเอง ให้แสดงเอกสารที่ส่วนราชการออกให้ซึ่งปรากฏภาพถ่ายของผู้ถือหุ้นและยังไม่หมดอายุ เช่น บัตรประจำตัวประชาชน บัตรข้าราชการ / บัตรพนักงานรัฐวิสาหกิจ ใบอนุญาตขับรถหรือหนังสือเดินทาง

In case of shareholders comes to attend the meeting in person must show documents that government issued with a photo of the shareholder along with valid id card such as Identification card / identification card of government officer / identification card of state enterprise officer / driver license or passport

- 1.2 กรณีผู้ถือหุ้นมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุม /In case of the shareholder appoint a proxy to attend the meeting

- (1) หนังสือมอบฉันทะตามเอกสารที่แนบมาพร้อมกับหนังสือบอกกล่าวนัดประชุม ซึ่งได้กรอกข้อความถูกต้องครบถ้วนและลงลายมือชื่อของผู้มอบฉันทะและผู้รับมอบฉันทะ/ Proxy documents attached with the notice of meeting which must be completely filled out and signed by the shareholder and the proxy.
- (2) สำเนาภาพถ่ายเอกสารที่ส่วนราชการออกให้ ของผู้ถือหุ้น รายละเอียดตามข้อ 1.1 และผู้รับมอบฉันทะได้ลงลายมือชื่อรับรองสำเนาถูกต้อง/ Documents copy that government issued of the shareholder; details as topic No. 1.1 and proxy has signed with certified true copy
- (3) สำเนาภาพถ่ายเอกสารที่ส่วนราชการออกให้ของผู้รับมอบฉันทะ และผู้รับมอบฉันทะได้ลงลายมือชื่อรับรองสำเนาถูกต้อง/
Document copy that government issued of the shareholder and proxy has signed with certified true copy

2. กรณีผู้ถือหุ้นเป็นนิติบุคคล/ Shareholder as Juristic Person

- 2.1 กรณีกรรมการผู้มีอำนาจของนิติบุคคลมาประชุมด้วยตนเอง/ In case of Authorized Person as Juristic Person come to attend the meeting in person

- (1) เอกสารที่ส่วนราชการออกให้กรรมการผู้มีอำนาจของนิติบุคคล (รายละเอียดตามข้อ 1.1 ข้างต้น) / Documents that government officer issued of authorized of juristic person (Details as topic No.1.1 above)
- (2) สำเนาภาพถ่ายหนังสือรับรองนิติบุคคลที่ออกโดยกรมพัฒนาธุรกิจการค้า กระทรวงพาณิชย์ อายุไม่เกิน 6 เดือน ซึ่งรับรองสำเนาถูกต้อง โดยกรรมการผู้มีอำนาจของนิติบุคคลตามที่กำหนด พร้อมทั้งประทับตราสำคัญของนิติบุคคล (ถ้ามี)/ Copy of corporate affidavit issued by Department of Business Development, Ministry of Commerce no longer than 6 months which has certified true copy by authorized of juristic person as required together with company' seal (if any)

- 2.2 กรณีผู้ถือหุ้นมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุม/ In case of the shareholder appoint a proxy to attend the meeting

- (1) หนังสือมอบฉันทะตามเอกสารแนบพร้อมแบบฟอร์มลงทะเบียนที่มี Barcode ที่แนบมาพร้อมหนังสือบอกกล่าวนัดประชุม ที่กรอกข้อความถูกต้องครบถ้วน และให้ผู้มีอำนาจลงนามของนิติบุคคลลงลายมือชื่อพร้อมประทับตราสำคัญของนิติบุคคล (ถ้ามี) / Proxy form as attachment along with registration form with Barcode enclosed the notice of the meeting that must be completed filled and authorized of juristic person signed with the company' seal (if any)

- (2) สำเนาภาพถ่ายหนังสือรับรองนิติบุคคลที่ออกโดยกรมพัฒนาธุรกิจการค้า กระทรวงพาณิชย์ อายุไม่เกิน 6 เดือน ซึ่งรับรองสำเนาถูกต้อง โดยกรรมการผู้มีอำนาจลงนามของนิติบุคคลตามที่กำหนด พร้อมทั้งประทับตราสำคัญของนิติบุคคล (ถ้ามี) / Photo copy of certificate of juristic person issued by Department of Business Development, Ministry of Commerce validity no longer than 6 months with certified true copy by authorized of juristic person as required with the company' seal (if any)
- (3) เอกสารที่ส่วนราชการออกให้ ตามข้อ 1.1 ข้างต้น ของกรรมการผู้มีอำนาจของนิติบุคคล ซึ่งลงนามในหนังสือมอบฉันทะและได้ลงลายมือชื่อรับรองสำเนาถูกต้อง / Documents issued by government officer as topic No. 1.1 above of authorized of juristic person signed a proxy form with certified true copy
- (4) เอกสารที่ส่วนราชการออกให้ ตามข้อ 1.1 ข้างต้น ของผู้มอบฉันทะและผู้รับมอบฉันทะได้ลงลายมือชื่อรับรองสำเนาถูกต้อง / Documents issued by government officer as topic No. 1.1 above of the shareholder and a proxy with certified true copy signed

3. กรณีผู้ถือหุ้นซึ่งมิได้มีสัญชาติไทยหรือนิติบุคคลที่ตั้งขึ้นตามกฎหมายต่างประเทศ

ให้นำความกรณีผู้ถือหุ้นเป็นบุคคลธรรมดา ข้อ 1 และกรณีผู้ถือหุ้นที่เป็นนิติบุคคล ตาม ข้อ 2 มาใช้บังคับ โดยอนุโลมกับผู้ถือหุ้น หรือผู้เข้าร่วมประชุมซึ่งมิได้มีสัญชาติไทยหรือนิติบุคคลที่จัดตั้งตามกฎหมายต่างประเทศ แล้วแต่กรณีภายใต้บังคับดังต่อไปนี้ .-

The case of the shareholder is an individual person (topic No.1) and the case of shareholder is a juristic person (topic No. 2) apply mutatis mutandis to shareholders or persons who attend the meeting are not Thai Nationality or juristic person established under international laws based on the case under the subject as follows.-

- (1) ให้ผู้ถือหุ้นหรือผู้แทนผู้ถือหุ้น (กรรมการ) หรือผู้รับมอบฉันทะที่เป็นบุคคลธรรมดาซึ่งเข้าร่วมประชุม ต้องแสดงเอกสาร ใบสำคัญประจำตัวคนต่างด้าว หรือหนังสือเดินทาง หรือเอกสารที่ใช้แทนหนังสือเดินทางต่อเจ้าหน้าที่เพิ่มเติมก่อนเข้าประชุม / Shareholder of shareholders' representatives (director) or a proxy who is an individual which will attend the meeting must show documents Certificate of Alien Registration or passport or document in lieu of passport to the officer additionally prior attending the meeting.
- (2) ภาพถ่ายสำเนาเอกสารที่ออกโดยราชการของประเทศที่นิติบุคคลจดทะเบียน หรือเอกสารที่นิติบุคคล หรือเงื่อนไขหรือข้อกำหนดอำนาจในการลงนาม และเป็นเอกสารที่ต้องมีการรับรองโดยโนตารีพับลิค / Photo copy of documents issued by government of the country that juristic person has registered or juristic person' document or condition or limitation authorization in signing and document has been certified by Notary Public.
- (3) เอกสารที่มีต้นฉบับเป็นภาษาอังกฤษ จะต้องจัดทำแปลภาษาไทยแนบมาด้วย และให้ผู้ถือหุ้นหรือผู้แทนนิติบุคคลนั้นรับรองความถูกต้องของคำแปลด้วย / The original documents are in English must be prepared Thai Version as attachment and the shareholder or juristic representatives must certify translation as well.

4. กรณีผู้ถือหุ้นที่เป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น/ In case of the shareholder is foreign investor and appoint Custodian in Thailand as depositary and caretaker of shares

4.1 ให้เตรียมเอกสาร และแสดงเอกสารเช่นเดียวกับกรณีนิติบุคคล ข้อ 2 / Prepare document and show document as same as the case of juristic person

4.2 ในกรณีที่ผู้ถือหุ้นที่เป็นผู้ลงทุนต่างประเทศมอบให้ Custodian เป็นผู้ลงนามในหนังสือมอบฉันทะแทน ต้องส่งหลักฐานดังต่อไปนี้เพิ่มเติม/ In case of the shareholder is a foreign investor appoint Custodian to sign in proxy form must send following evidences additionally

- 1) หนังสือมอบอำนาจจากผู้ถือหุ้นที่เป็นผู้ลงทุนต่างประเทศให้ Custodian เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน / Proxy form from the shareholder who is a foreign investor appoint the Custodian to sign in proxy form.
- 2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทน ได้รับอนุญาตให้ประกอบธุรกิจ Custodian/ Certified letter of Deputy in proxy form is certified to conduct Custodian business

ทั้งนี้ เอกสารที่มีต้นฉบับเป็นภาษาอังกฤษจะต้องจัดทำคำแปลภาษาอังกฤษแนบมาพร้อมด้วย และให้ผู้ถือหุ้นหรือผู้แทนนิติบุคคลนั้นรับรองความถูกต้องของคำแปล/ However, the original documents are not in English must be provided with an English translation attached and the shareholders or the corporate entity that certifies the accuracy of the translation.

5. กรณีผู้ถือหุ้นถึงแก่กรรม / The shareholder is passed away

ให้ผู้จัดการมรดกเข้าร่วมประชุมด้วยตนเอง หรือมอบฉันทะให้ผู้อื่นเข้าร่วมประชุมแทน โดยดำเนินการดังนี้ / Trustee to attend the meeting in person. or appoint a proxy to attend the meeting by doing the following.

(1) ให้นำความในข้อ 1 มาใช้บังคับโดยอนุโลม / Using topic No. 1 to apply mutatis mutandis

(2) ให้นำคำสั่งศาลแต่งตั้งให้เป็นผู้จัดการมรดก อายุไม่เกิน 6 เดือน ก่อนวันประชุมซึ่งลงนามรับรองโดยผู้มีอำนาจมาแสดงเพิ่มเติมด้วย / The court appointed a trustee no over than 6 months before the meeting, which was endorsed by the authority of additional information as well.

6. กรณีผู้ถือหุ้นเป็นผู้เยาว์ / The shareholder is a minor

ให้บิดามารดาหรือผู้ปกครองตามกฎหมายเข้าร่วมประชุมด้วยตนเองหรือมอบฉันทะให้ผู้อื่นเข้าร่วมประชุมแทน โดยให้นำสำเนาบัตรประจำตัวประชาชน หรือสำเนาทะเบียนบ้านของผู้ถือหุ้นที่เป็นผู้เยาว์ มาแสดงเพิ่มเติมด้วย / A parent or legal guardian to attend the meeting in person or appoint a proxy to attend the meeting by bringing a copy of his/her ID card or a copy of house registration of the shareholder who is a minor for additional documents

7. กรณีผู้ถือหุ้นเป็นผู้ไร้ความสามารถหรือผู้เสมือนไร้ความสามารถ / The shareholder is an incompetent or quasi-incompetent

ให้ผู้อุปการะหรือผู้พิทักษ์เข้าร่วมประชุมด้วยตนเองหรือมอบฉันทะให้ผู้อื่นเข้าร่วมประชุมแทน ให้นำคำสั่งศาลที่แต่งตั้งให้เป็นผู้อุปการะหรือผู้พิทักษ์ อายุไม่เกิน 6 เดือน ก่อนวันประชุม ซึ่งลงนามรับรองโดยผู้มีอำนาจมาแสดงเพิ่มเติม / A curator or guardian to attend the meeting in person or appoint a proxy to attend the meeting and bring court order appointing a curator or guardian not over than six months before the meeting which has endorsed by authorized person.

หมายเหตุ *** บริษัทขอสงวนสิทธิ์ในการอนุญาตให้เฉพาะผู้ถือหุ้นหรือผู้รับมอบฉันทะที่มีเอกสารถูกต้องและครบถ้วนเข้าร่วมประชุม สำหรับกรณีมอบฉันทะหนังสือมอบฉันทะจะต้องเป็นไปตามที่กำหนดไว้เท่านั้น

Remark *** The Company reserves the right to allow only shareholders or proxies have documentation is accurate and complete in attendance. In case of the proxy; a proxy form must be as scheduled.

Granting Proxy to participate in the Annual General Meeting of Shareholders No.68

According to the Notice of the date of the Annual General Meeting of Shareholders No.68 which will be held on Monday, April 24th, 2017 at 14.00 hr. at Grand Ballroom 3rd floor at the Okura Prestige Bangkok Hotel, 57 Wireless Road, Lumpini, Pathumwan, Bangkok 10330

For this Annual General Meeting of Shareholders, if you are unable to participate in the meeting personally, please grant a Proxy to the other person to participate in the meeting and to vote on your behalf in order to constitute a quorum according to the Articles of Association of the company.

Furthermore, the company has already attached the Proxy Form. The aforesaid proxy form which has been determined in accordance with the Announcement of the Department of Commercial Registration on the proxy form (Issue 5) B.E. 2550 (Announced on February 2nd, 2007, there are 3 types defines as follows.-

- (1) Proxy Form a is a general proxy form which is not complicate.
- (2) Proxy Form b is a proxy form, which has stipulated the list of items for proxy.
- (3) Proxy Form c is a proxy form for the shareholders who is a Non-Thai Nationality and appoint the Custodian in Thailand to depositary

For the Proxy form, which the company has attached, it is a Proxy form b. With the shareholder and Custodian in Thailand who is a depositary for shareholder who is a Non-Thai Nationality which need the Proxy form a. or c. can download the form at website: www.ayud.co.th

If you desire to grant a Proxy to a Director of the company as a proxy to participate and vote in the meeting on your behalf, the company hereby make a proposal of the following Directors to be under your judgment:-

- | | |
|------------------------------|----------------------|
| 1. Mr. Veraphan Teepsuwan | Chairman |
| 2. Mr. Surachai Prukbamroong | Independent Director |
| 3. Mr. Vichit Kornvityakoon | Independent Director |

Please indicate the name of director to be appointed as your proxy in the proxy form. After completing, making and signing the said proxy form and please kindly return to the Corporate Secretary earlier than the date of the Shareholders' Meeting at least 1 day at Address 898 Ploenchit Tower, 7th Floor, Ploenchit Rd., Lumpini, Pathumwan, Bangkok 10330.

Therefore, details of this 3 directors that the company proposed to the Shareholders as a proxy to participate and vote in the Annual General Meeting of Shareholders No.68 which details appear as shown below.-

Profiles of the Directors proposed to the shareholders assign the proxy

(1) Mr. Veraphan Teepsuwan
The Board of Director as a proxy



Age : 75 years

Nationality : Thai

Address : No 7/68 South Sathorn Road, Yannawa, Sathorn,
 Bangkok 10120 Thailand

Education Background • Bachelor of Economics, Boston University, U.S.A.
 • Master of Business Administration, Northeastern University, U.S.A.

Program attended in Thai Institute of Directors (IOD) • Role of Chairman Program (RCP) (Chairman 2000)

No. of Share holding at the latest Closing Date (As of 16 March 2017) : -None-

Work experiences (the past 5 years)

1995-Jan 2011	Chairman	Allianz Ayudhya Assurance PCL
1983-Mar 2014	Director	Bangkok Broadcasting & TV Co., Ltd.

-Current position in the company :

3 Jan 2007-Present	Chairman	Bank of Ayudhya PCL
Nov 2006-Present	Chairman	Siam City Cement PCL
2003-Present	Vice-President	Eastern Star Real Estate PCL
Sep 2010-Present	Director (Authorized Signatory)	Exclusive Senior Care International.,Ltd

Taking the position as Executive Director in other Organizations That occurs conflict with The Company : -None-

Stakeholder in various agendas : Agenda to consider and approve the Remuneration of the Directors

Profiles of the Directors proposed to the shareholders assign the proxy

(2) Mr. Surachai Prukbamroong
The Board of Director as a Proxy



Age	: 78 Years
Nationality	: Thai
Address	: 95/4 Baromratchachonnane Road, Khwaeng Arun Amarin, Bangkoknoi District, Bangkok 10700
Education Background	: <ul style="list-style-type: none">• Bachelor of Accounting and Bachelor of Commerce, Thammasat University• Certificate of Bank Examiner from Bank of Examination School, Federal Deposit Insurance Corporation, U.S.A• Certificate of Pacific Rim Bankers Program from University of Washington, U.S.A.• Certificate of Senior Management, University of California, Berkeley, U.S.A.• Certificate of Banking, the Bank of Tokyo, Japan• Senior Executive Program, Sasin Graduate Institute of Business Administration of Chulalongkorn University• Certificate - Financial Executive, the Thai Institute of Banking and Finance Association• Certificate - Executive Information System, IBM Certificate of Executive Information System, IBM Education Center
Program attended in of Directors(IOD)	: <ul style="list-style-type: none">• Role of the Chairman Program (RCP) (Chairman 2000)• Directors Accreditation Program (DAP)• Board Performance Evaluation (BPE)• Corporate Governance Report of Thai Listed Companies (CGR)• DCP Refresher Course, Director Forum
No. of Share holding at the latest Closing Date (As of 16 March 2017)	: -None-
Working Experiences (The past 5 years) 1999-Apr 2012	: Independent Director and Chairman of Audit Committee Bank of Ayudhya PCL
-Current position in the company 1999-Present	: Independent Director and Chairman of Audit Committee
-Current position in other organizations -Nov 2010-Present	: Independent Director and Chairman of Audit Committee Sri Ayudhya General Insurance PCL

**Taking the position as Executive
Director in other Organizations
That occurs conflict with
The Company** :

Stakeholder in various agendas :Agenda to consider and approve the Remuneration of the Directors

Profiles of the Directors proposed to the shareholders assign the proxy

(3) Mr. Vichit Kornvityakoon
The Board of Director as a Proxy



Age : 66 Years

Nationality : Thai

Address : 222/13 Soi Yotse, Bamrungmueang Rd.,
Wathepsirin, Pomprapsattruphai, Bangkok
10100

Type of position : Independent Director

Education Background : • Master of Business Administration Program, Thammasat University
• Bachelor of Accountant, Chulalongkorn University
• Bachelor of Laws, Thammasat University

Program attended in of Directors(IOD) : • Director Certification Program (DCP 172/2013)
• Advanced Audit Committee Program (AACP 14/2014)
• Anti-Corruption for Executive Program (ACEP 14/2015)
• Role of the Nomination & Governance (RNG 7/2015)
• Risk Management Program for Corporate Leaders (RCL 2/2015)
• Boards that Make a Difference (BMD) 1/2016

No. of Share holding at the latest Closing Date (As of 16 March 2017) : -None-

Working Experiences (The past 5 years)

Jul 2014-Apr 2015	Director/ Executive Director	Small and Medium Enterprise Development Bank of Thailand
Apr 2015-Dec 2015	Executive Director	Small and Medium Enterprise Development Bank of Thailand

Present Position in the company :
Jan 2013-the present -Independent Director, Audit Committee Member and Chairman of Corporate Governance Committee

Other listed company : -None-

Present Designation With other organization :

2013-Present	Independent Director /Audit Committee and Chairman of Corporate Governance Committee	Sri Ayudhya General Insurance PCL (SAGI)
--------------	--	--

2013-Present	Sub-Committee	Developed Supervision in Deposit Protection System, Deposit Protection Agency
2012-Present	Director	Ex.Com Group of Sukhumvit Asset Management Co.,Ltd.
2016-Present	Director	Federation of Accounting Professions

Taking the position as Executive Director in other Organizations That occurs conflict with The Company : -None-

Stakeholder in various agendas : Agenda to consider and approve the Remuneration of the Directors

แบบหนังสือมอบฉันทะ แบบ ข

Proxy Form B.

เขียนที่

Written at

วันที่.....เดือน.....พ.ศ.

Date Month Year

(1) ข้าพเจ้า.....สัญชาติ.....อยู่บ้านเลขที่.....

I/We nationality Residing at

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....

Road Tambol/Khwaeng Amphur/Khet Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท ศรีอยุธยา แคปปิตอล จำกัด (มหาชน)

Being a shareholder of **Sri Ayudhya Capital Public Company Limited**

โดยถือหุ้นสามัญจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Holding the total amount of ordinary shares shares and has the right to vote equal to votes

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้ประธานกรรมการ หรือ กรรมการอิสระของบริษัทฯ ได้โปรดใช้ข้อมูลตามหมายเลขข้อ 4)

Hereby appoint (The shareholder may appoint the Chairman or the Independent Director of the company to be the proxy, please use details in Remarks No.4)

(1) ชื่อ.....อายุ.....ปี อยู่บ้านเลขที่.....

Name age year, residing at

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....

Road Tambol/Khwaeng Amphur/Khet

จังหวัด.....รหัสไปรษณีย์.....หรือ

Province Postal Code or

(2) ชื่อ.....อายุ.....ปี อยู่บ้านเลขที่.....

Name age year, residing at

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....

Road Tambol/Khwaeng Amphur/Khet

จังหวัด.....รหัสไปรษณีย์.....หรือ

Province Postal Code or

(3) ชื่อ.....อายุ.....ปี อยู่บ้านเลขที่.....

Name age year, residing at

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....

Road Tambol/Khwaeng Amphur/Khet

จังหวัด.....รหัสไปรษณีย์.....

Province Postal Code

คนหนึ่งคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 68 ใน
วันจันทร์ที่ 24 เมษายน 2560 เวลา 14.00 น. ณ ห้องแกรนด์ บอลรูม ชั้น 3 โรงแรม ดิ โอคูระ เพรสทีจ กรุงเทพฯ เลขที่ 57 ถนนวิทยุ แขวงลุมพินี เขตปทุม
วัน กรุงเทพมหานคร 10330, หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of these to be my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders No. 68 on Monday,
24 April 2017 at 2.00 p.m. at Grand Ballroom 3rd floor at the Okura Prestige Bangkok at 57 Wireless Road, Lumpini, Pathumwan, Bangkok 10330 or at any
adjournment thereof to any other date, time and venue

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

In this Meeting, I/We grant my/our proxy to vote on my/our behalf as follows:

วาระที่ 1 รับรองรายงานการประชุมสามัญผู้ถือหุ้น ครั้งที่ 67 เมื่อวันที่ 26 เมษายน 2559

Agenda No.1 **To adopt the minutes of the Ordinary Shareholders' Meeting No.67 held on April 26, 2016.**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 2 รับทราบรายงานประจำปี 2559 ของคณะกรรมการ

Agenda No.2 **To acknowledge the 2016 Annual Report of the Board of Directors.**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
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(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 3 พิจารณาอนุมัติงบแสดงฐานะการเงิน ณ วันที่ 31 ธันวาคม 2559 งบกำไรขาดทุนเบ็ดเสร็จ งบแสดงการเปลี่ยนแปลงในส่วนของผู้ถือหุ้น และงบกระแสเงินสดสำหรับปี 2559

Agenda No.3 **To consider and approve the Statement of the Financial Position at December 31, 2016, Statement of Comprehensive Income, Statement of Changes in Owner's Equity and Statement of Cash Flow for the year 2016**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 4 พิจารณาอนุมัติจัดสรรกำไรประจำปี 2559 และรับทราบการจ่ายเงินปันผลระหว่างกาล

Agenda No.4 **To consider and approve of Profit allocation for the year 2016 and acknowledge of interim dividend payment**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
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|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 5 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ

Agenda No.5 **To consider of nomination Directors replaced Director who retiring by rotation**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:

การเลือกตั้งกรรมการเป็นรายบุคคล / Election of the following directors

1. นายวิโรจน์ เสรษฐปราโมทย์ (กรรมการที่ไม่เป็นผู้บริหาร) Mr. Virojn Srethapramotaya (Non-Executive Director)

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

2. นายลักษณ ทองไทย (กรรมการที่ไม่เป็นผู้บริหาร) Mr. Laksna Thongthai (Non-Executive Director)

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

3. นายสุวัฒน์ สุขสงเคราะห์ (กรรมการอิสระ) Mr. Suwat Suksongkroh (Independent Director)

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 6 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการ

Agenda No.6 To consider and approve the directors' remuneration.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 7 พิจารณานุมัติแต่งตั้งผู้สอบบัญชีและกำหนดจำนวนเงินค่าสอบบัญชี

Agenda No.7 To consider for approval of the appointment of the auditor and stimulate the amount of audit fee.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 8 พิจารณารื่องอื่นๆ (ถ้ามี)

Agenda No.8 To consider other matters (If any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่า การลงคะแนนเสียงนั้น ไม่ถูกต้อง และไม่ใช่ว่าเป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Where any vote taken by the Proxy does not conform to those specified herein, it shall be deemed that such vote is mistaken and not on my behalf as the shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใด นอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any act performed by the proxy in this meeting shall be deemed to be the action performed by myself/ourselves, expected for mistaken vote.

ลงนาม/Signed.....ผู้มอบฉันทะ/Grantor
()

ลงนาม/Signed.....ผู้รับมอบฉันทะ/Proxy
()

ลงนาม/Signed.....ผู้รับมอบฉันทะ/Proxy
()

ลงนาม/Signed.....ผู้รับมอบฉันทะ/Proxy
()

หมายเหตุ / Remarks

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุม และออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.

2. ผู้ถือหุ้นจะต้องมอบฉันทะเท่ากับจำนวนหุ้นที่ถือตามที่ระบุไว้ในข้อ (2) โดยไม่สามารถจะมอบฉันทะเพียงบางส่วนน้อยกว่าจำนวนที่ถือตามที่ระบุไว้ในข้อ (2) ได้

The shareholder shall grant the power to the proxy for all of the shares specified in Clause (2) and shall not grant only a portion of the shares less than those specified in Clause (2) to the proxy.

3 ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

In case there is any agenda to be considering other than those Specified above, the Proxy maybe add such additional to the supplemental proxy form.

4. ผู้ถือหุ้นสามารถมอบฉันทะให้ประธานกรรมการหรือ กรรมการอิสระของบริษัทฯ คนใดคนหนึ่งตามรายชื่อข้างทำขึ้นเป็นผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนแทนผู้ถือหุ้นได้

The shareholder may appoint anyone of the followings the Chairman or the Independent Director as the proxy to attend the meeting and vote on the shareholder's behalf.

- | | |
|--|--|
| (1) นายวีระพันธุ์ ทีปสุวรรณ
Mr.Veraphan Teepsuwan | ประธานกรรมการ หรือ
Chairman or |
| (2) นายสุรชัย พุกภัยบำรุง
Mr. Surachai Prukbamroong | กรรมการอิสระ หรือ
Independent Director or |
| (3) นายวิชิต กรวิทย์คุณ
Mr. Vichit Kornvityakoon | กรรมการอิสระ
Independent Director |

(รายละเอียดประวัติประธานกรรมการและกรรมการอิสระของบริษัทฯ ปรากฏตามเอกสารประกอบการเข้าร่วมประชุม)
(Information of the Chairman and the Independent Director are shown in documentation)

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Supplemental Proxy Form

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ

บริษัท ศรีอยุธยา แคปปิตอล จำกัด (มหาชน)

The proxy is granted by shareholder of

Sri Ayudhya Capital Public Company Limited.

ในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 68 ในวันจันทร์ที่ 24 เมษายน 2560 เวลา 14.00 น. ณ ห้องแกรนด์ บอลรูม ชั้น 3 โรงแรม ดิ โอคุระ เพรสทีจ กรุงเทพฯ เลขที่ 57 ถนนวิฑู แขวงลุมพินี เขตปทุมวัน กรุงเทพมหานคร 10330หรือที่จะพึงเลื่อนไปในวันเวลา และ สถานที่อื่นด้วย

For the Annual General Meeting of Shareholders No. 68 on Monday, 24 April 2017 at 2.00 p.m. at Grand Ballroom 3rd floor at the Okura Prestige Bangkok at 57 Wireless Road, Lumpini, Pathumwan, Bangkok 10330 or at any adjournment thereof to any other date, time and venue.

วาระที่ _____ เรื่อง _____

Agenda

Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ _____ เรื่อง _____

Agenda

Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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| Approve | Disapprove | Abstain |

วาระที่ _____ เรื่อง _____

Agenda

Re:

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| Approve | Disapprove | Abstain |

วาระที่ _____ เรื่อง _____

Agenda

Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

Agenda **Re: Election of directors**

ชื่อกรรมการ.....

<input type="checkbox"/>	เห็นด้วย	<input type="checkbox"/>	ไม่เห็นด้วย	<input type="checkbox"/>	งดออกเสียง
	Approve		Disapprove		Abstain

ชื่อกรรมการ.....

<input type="checkbox"/>	เห็นด้วย	<input type="checkbox"/>	ไม่เห็นด้วย	<input type="checkbox"/>	งดออกเสียง
	Approve		Disapprove		Abstain

ชื่อกรรมการ.....

<input type="checkbox"/>	เห็นด้วย	<input type="checkbox"/>	ไม่เห็นด้วย	<input type="checkbox"/>	งดออกเสียง
	Approve		Disapprove		Abstain

ชื่อกรรมการ.....

<input type="checkbox"/>	เห็นด้วย	<input type="checkbox"/>	ไม่เห็นด้วย	<input type="checkbox"/>	งดออกเสียง
	Approve		Disapprove		Abstain

แผนที่ตั้ง โรงแรม ดิ โอคูระ เพรสทีจ กรุงเทพฯ (The Okura Prestige Bangkok)

ที่ตั้งโรงแรม 57 ถนนวิทยุ แขวงลุมพินี เขตปทุมวัน กรุงเทพฯ 10330 โทรศัพท์ +66 (0) 26879000

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การเดินทางโดยรถไฟฟ้าบีทีเอส / By BTS SkyTrain

รถไฟฟ้าบีทีเอสสถานีเพลินจิต ทางออกที่ 2 และสามารถเดินทางเชื่อมต่อระหว่างสถานีรถไฟฟ้าบีทีเอสเพลินจิตและโรงแรมดิ โอคูระ เพรสทีจ กรุงเทพฯ / Alight at BTS Skytrain Ploenchit station and take the Exit 2, a hotel has direct access via a covered walkway between the BTS Skytrain Ploenchit station and the Okura Prestige Bangkok.