

Ayudhya Insurance Public Company Limited
Minutes of the Annual General Meeting of Shareholders, Session 60
April 21, 2009

The Meeting was convened at the Meeting Room, 9th floor, Bank of Ayudhya Building, Ploenchit Branch, Number 550, Ploenchit Road, Kwaeng Lumpini, Khet Pathumwan, Bangkok.

At the time of the commencement of the Meeting, a total of 94 shareholders attended the Meeting either in person or by proxy, holding a total of 103,788,350 shares, or 41.52% of the total number of shares sold, thus constituting a quorum.

Mr. Veraphan Teepsuwan, Chairman of the Board of Directors, chaired the Meeting and, Miss Jiratcha Ruplek, Secretary to the Board of Directors, took the minutes.

The Meeting was called to order at 2.00 p.m.

After opening the Meeting, and before proceeding on the Meeting Agenda, the Chairman announced to the Meeting that, in order to ensure that the Meeting was conducted in accordance with the good governance principles, he would like to introduce the Company Directors, top executives and the auditor, who attended the Meeting as follows:

1. The Company had 12 Directors, 11 of whom were present at the meeting and one was absent. The Board of Directors consisted of:

Four Non-Executive Directors:

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|--------------------------------|--|
| (1) Mr. Veraphan Teepsuwan | Chairman |
| (2) Mr. Adisorn Tantianankul | Director |
| (3) Mr. Chet Raktakanishta | Director/Member of the Nomination and Remuneration Committee |
| (4) Mr. Virojn Srethapramotaya | Director |

Four Independent Directors

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|-------------------------------|--|
| (5) Mr. Surachai Prukbamroong | Director and Chairman of the Audit Committee |
| (6) Mr. Metha Suvanasarn | Director/Member of the Nomination and Remuneration Committee |
| (7) Mr. Savang Tongsmutra | Director and Member of the Audit Committee |
| (8) Mr. Suwat Suksongkroh | Director |

Three Executive Directors

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|---------------------------|--|
| (9) Mr. Rowan D'Arcy | President |
| (10) Mr. Chusak Salee | Managing Director |
| (11) Mr. Laksna Thongthai | Director and Assistant Managing Director |

Top executives of the Company and the auditor attending the Meeting were as follows:

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|---------------------------------|--|
| (1) Capt. Vimonwan Vichitranan, | Rtn .Assistant Managing Director - Information Technology |
| (2) Ms. Orathai Rongthongaram, | Manager – Accounting Department |
| (3) Mrs. Nusara Mahattanakhun, | Manager – Information Technology Department |
| (4) Mr. Niti Jungnitnirundr | Auditor from Deloitte Touche Tohmatsu Jaiyos Audit Company Limited |

As assigned by the Chairman of the Meeting, the Secretary informed the Meeting further as follows:

2. As the Company had a large number of shareholders, holding 250,000,000 ordinary shares, and in order to avoid confusion and not to waste the shareholders' time, she requested to make an explanation on the voting method and vote counting before the meeting proceeded on the Agenda to ensure common understandings as follows:

“Before voting was carried out on each Agenda Item, the shareholders would be allowed to ask questions or express their opinions relevant to the particular Agenda Item by raising their hand. The Chairman would then invite the shareholders who raised their hand to ask questions or express their opinions. With regard to voting, each share had one vote. Voting ballots would be distributed only to shareholders wishing to vote for disapproval or to abstain. Company officers would then count the ballots of the votes for disapproval or abstentions. In case there were no votes for disapproval or abstentions, it would be considered that the Meeting unanimously voted for approval of the proposal. As for the shareholders who had assigned a proxy to attend the Meeting on their behalf and to vote in accordance with their stated intention, the Company had recorded their votes for approval, disapproval and abstentions in the computer.”

The Meeting then proceeded in accordance with the Agenda as follows:

Agenda 1 To consider and adopt the Minutes of the Annual General Meeting of Shareholders, Session 59, on April 22, 2008

The Secretary to the Board of Directors presented to the meeting that a copy of the Minutes of the Annual General Meeting of Shareholders, Session 59, convened on April 22, 2008, had been sent to the shareholders together with the Meeting Notice for Session 60 of the Annual General Meeting of Shareholders. Copies of the Minutes had also been sent to the agencies concerned; e.g. the Stock Exchange of Thailand, the Office of Insurance Commission (OIC) and the Ministry of Commerce, within specified time. The minutes were also displayed on the Company website www.ayud.co.th

Opinion of the Board of Directors The Minutes were accurately taken and were in accordance with the resolutions passed by the Annual General Meeting of Shareholders, Session 59.

The Chairman informed the Meeting that the Board of Directors would take any questions or suggestions from any shareholders. No shareholders asked any questions or made any suggestions on this particular Agenda Item.

The Meeting was then requested to consider adopting the Minutes.

After consideration, the Meeting unanimously resolved to adopt the Minutes of the Annual General Meeting, Session 59, on April 22, 2008.

The voting results on Agenda Item 1 are as shown in the table below:

Votes	Number of votes (1 share = 1 vote)	As percentage of the total number of votes of shareholders who were present and voted.
Approval	1,333,055,350	100.0000
Disapproval	0	0.0000
Abstentions	0	0.0000
Total	1,333,055,350	100.0000

Agenda 2 Acknowledgement of the Board of Directors’ Annual Report

The Chairman of the Meeting Informed the Meeting that the Board of Directors’ Annual Report covered the operating results of the Company for 2008, and appeared on pages 4-5 of the 2008 Annual Report, in the Message from the Chairman and the President. The Annual Report, which also featured other information and reports, had been sent to the shareholders together with the Annual General Meeting Notice.

Opinion of the Board of Directors The Board of Directors' Annual Report on the Company's operating results for 2008 should be presented to the Annual General Meeting of Shareholders for acknowledgement.

The Chairman informed the Meeting that the Board of Directors would take any questions or recommendations from any shareholders.

A shareholder suggested that the Company should produce a brief presentation on the operating results to the Meeting as some shareholders had not reviewed the Annual Report.

The Chairman thanked the shareholder for the suggestion and said he would take it for consideration. He said, however, that the operating results had been summarized in the Message from the Chairman and the President on pages 4 and 5 of the 2008 Annual report which also contained summaries of other topics. Shareholders who had briefly reviewed the Annual report would be well informed of the Company's performance in various areas.

Mr. Chusak Salee, Managing Director, then provided an additional explanation regarding the Company's investment. According to the Managing Director, at the end of 2008, the investment totaled 5,802 million Baht. The Company earnings from investment totaled 297.41 million Baht, broken down into interest totaling 90.49 million Baht and dividends totaling 175.92 million Baht. Capital gains from sales of securities totaled 34.65 million Baht, bringing the total income from investment to 301.06 million Baht. A provision of 3.65 million Baht was made for impairment in the value of investment. When compared with the value of investment of 5,802 million Baht, the return on investment was at 5.12%. In 20087, the return on investment was at 5.35%, and in 2008 at 5.12%. The Set Index at the end of 2007 closed at 858 points and at the end of 2008 the Index closed at 449 points, representing a drop of 47%. In comparison, the Company's revenue dropped by 10% in total.

A shareholder made an inquiry about the growth of the miscellaneous insurance business.

Mr. Rowan D'Arcy, President, explained that the miscellaneous insurance business grew only slightly although the ratio had improved. Most of the business was generated through the agency channel.

A shareholder referred to the Company's investment in the Sunrise Equity Co., Ltd, totaling 546,136,660 Baht, and asked how secure this company was and what its core businesses were.

The Chairman explained that the Sunrise Equity Co., Ltd. was a holding company which invested in, and became a major shareholder of, the Siam City Cement Public Company Limited (SCCC). As shown on the SCCC's list of shareholders, the Sunrise Equity Co., Ltd. held about 30% of the shares. The Sunrise Equity Co., Ltd. was considered a very secure company with total assets exceeding 10,000 million Baht and only a small amount of liabilities. It had a very low debt- to- equity ratio of only 5 – 10%. SCCC had been consistently paying dividends. In 2007, the Company paid a dividend of 14 Baht. However, the dividend for 2008 dropped to 11 Baht due to the unfavorable economic condition. The Company earned dividends of about 15% from its investment in the Sunrise Equity Co., Ltd. On this particular point, the Chairman praised Mr. Chusak Salee, Managing Director, who managed the Company's investment portfolio, because, although some Directors would like Company to sell the shares of this holding company, Mr. Chusak did not want to see the Company lose the dividends. He concluded that the Sunrise Equity Co., Ltd. was a secure company and there was nothing to worry about, as SCCC was the second largest cement producer in Thailand, after the Siam Cement Plc. (SCC).

The matter was proposed to the Meeting for acknowledgement.

After consideration the Meeting unanimously resolved to acknowledge the Board of Directors' Annual Report as proposed by the Chairman.

The voting results on Agenda Item 2 are as shown in the table below:

Votes	Number of votes (1 share = 1 vote)	As percentage of the total number of votes of shareholders who were present and voted.
Approval	1,333,556,860	100.0000
Disapproval	0	0.0000
Abstentions	0	0.0000
Total	1,333,556,860	100.0000

Agenda 3 To consider and approve the 2008 Balance Sheets and the Statements of Income,
for the accounting period ended December 31, 2008

The Chairman of the Meeting stated that the Company's 2008 Balance Sheets and Statements of Income, for the accounting period ended December 31, 2008, which had been audited and certified by the Auditor, were included in the 2008 Annual Report, pages 100-150, which had been sent to the shareholders together with the Meeting Notice.

Opinion of the Board of Directors As the Auditor had audited and certified the Financial Statements for 2008, the Financial Statements should be proposed to the Shareholders' Meeting for consideration and approval.

The Chairman informed the Meeting that the Board of Directors would take any questions or suggestions from any shareholders.

1. **A shareholder referred** to the 900 million Baht other reserves indicated in the Annual Report and asked about the purposes of such reserves, which were greater than the premiums written.

The Chairman explained that the 900 million Baht reserves resulted from the long – standing policy of the Company to ensure its stability by making a provision for such reserves. The rationale behind the policy was that in times of unfavorable economic conditions, high reserves would ensure the Company's stability. Some shareholders might understandably wonder why the reserves were not paid out to shareholders as dividends. In this regard, the Board of Directors had to ensure that a good balance was maintained; i.e., shareholders received reasonable dividends and the Company's stability, which was of utmost importance, was also upheld.

2. **A shareholder asked** for an explanation for the 20 million Baht investment budget as to which areas the investment was made in. He also asked about the future investment amount planned to be made each year.

Mr. Chusak Salee, Managing Director, explained that the investment made was mainly in software. The Company changed the program used for the insurance business as well as other programs. Of the total 20 million Baht, 17 million Baht was spent on the main insurance program while the other three million Baht was on general software.

3. **A shareholder said** the shareholders were given only the overall picture of the investment in mutual funds. He would like to see a breakdown of the amounts invested in equity and debt instruments.

Mr. Chusak Salee provided an explanation that, at the end of 2008, the Company invested a total of 1,775 million Baht in mutual funds, 230 million Baht of which was in equity mutual funds and about 1,545 million Baht in debt instruments.

4. **A shareholder referred** to the Company's Statements of Income and said that, as the Company had a large amount of cash, and as share prices were currently at very low levels, the Company should use some cash to invest in the stock market.

The Chairman thanked the shareholder for his good advice and explained that the Company had been cautious in investing further as it was difficult to tell whether political stability would return soon and whether the financial and economic crises had reached the bottom.

5. A shareholder referred to the Company's statement that this year's operating results had improved and the profit rate was about 5.2%. Based on his calculation, the average combined equities and cash totaled about 6,000 million Baht in 2007–2008, and the yield was around 4.8% which was quite low. The Statements of Income showed the Return on Equity (ROE) for 2007 of 7.48%, and 6.59% for 2008, signifying a decrease. Earned premiums in 2008 totaled 926 million Baht, which did not increase from the 991 million Baht of 2007. As the Company had indicated that it had taken a conservative approach in investment by having most weighting in debt instruments, the return was undoubtedly too low although most of the debt instruments held were government bonds which carried no risk. He suggested that the Company generate more income for shareholders by investing in other stocks, such as those of the PTT group which yielded better returns. He cited Bangkok Insurance Plc. as an example of companies investing in equities but did not limit themselves to investing only in shares of companies within their own group. As for the Company, investment was made in about six companies within the group. He understood why that was the case as it was easier to analyze the financial statements of such companies, compared to companies outside the group. However, he was confident that the Board of Directors was competent enough to do such analysis. He encouraged the Company to invest in other companies as share prices were presently very low, citing, as an example, PTT Plc., which was a main blood vessel of the Thai economy, and was quite secure. On the other hand, some of the companies in the group in which the company invested failed in their business. He therefore urged the Company not to believe that investing in companies within the group would always bring success and to turn to other companies for greater profitability.

The Chairman explained that the Company did not limit itself to investing either only in companies within the group, or outside the group. The Company would invest in any businesses considered good. However, it could not invest the entire 6,000 million Baht assets, as the OIC set a limit of equities investment at 20% of its assets.

With regard to the shares of the PTT group, in late 2008, the prices of those shares fell sharply. Such falling could happen again in the future. If that happened, some shareholders might ask why the Company did not invest in shares which did not cause a capital loss although the return might be low. If the value fell by 30–40%, the shareholders would suffer. Therefore the Company chose to invest in bonds which did not carry the risk of principal loss despite their low yields. The Company had to keep numerous factors in good balance. While fully understanding risk-loving shareholders, the Company would not dare putting shareholders' money at such risks and would not dare pressuring the Managing Director (Mr. Chusak Salee) to invest more in the capital market as prices could fall again in the future. If that happened, a question which would be asked would be why we had invested in such shares. Therefore, the Company had to be on the conservative side and would increase the investment only when it was absolutely certain of the situation.

With regard to the policy to invest in companies within the group, this could be totally ruled out because the companies within the group did not need capital from AYUD. In fact, those companies had informed AYUD that they were willing to buy back all the shares if AYUD decided to sell them. Besides, there had been no damages from the investments as the returns had been more than 10–15%. Presently, transparency and corporate governance were taken very seriously. No members of the Board of Directors would give advice for the benefit of companies within the group which would not benefit the Company's shareholders. However, the suggestion made would be taken for consideration. The Company would try to invest in shares as advised by the shareholder; i.e., investing in shares with good fundamentals, secure, without excessive liabilities and with consistent profits/returns.

6. A shareholder referred to page 122 of the Annual Report which indicated that the Company had to hold debt instruments worth 390 million Baht to maturity (within one year) and had to bear a loss on impairment totaling 3,650,000 Baht. He asked why the Company had decided to invest 390 million Baht in such instruments from which it was apparently losing money.

Mr. Chusak Salee, Managing Director, explained that the 3,650,000 Baht provision for the loss on impairment was for the 50 million Baht investment which the Company had made in the TSFC Securities Plc. (TSFC). During the time of the investment, the TSFC was rated A. However, during October-November 2008, the SET Index dropped markedly. TSFC had 70 – 80% of its investment in equity mutual funds. The falling stock prices led to its heavy losses and the company was downgraded to C and finally to D, signifying default payment. About six insurance companies, more than 10 mutual funds and about 100 provident funds had also invested in TSFC debt instruments. The Company itself invested 50 million Baht in the debt instruments, which put it in the bottom part of the list. What happened was like the overseas situation. The Company inevitably had problems when stock prices fell and therefore had to make a provision of 3,650,000 Baht for the loss on the impairment, in accordance with the provision of the Thai Bond Market Association (Thai BMA). However, the negotiation on debt restructuring had been completed. The amount of impairment had now been reduced to about 3% or 1.5 million Baht (the impairment amount of 3,650,000 Baht would be changed to 1.5 million Baht). The balance of the debt would be swapped to equity. Mr. Chusak added that debt instruments, even bonds, could in some cases suffer from impairment. For example, if the Company bought a five-year government bond with an interest rate of 1%, which was considered very safe, and if interest rates went up, the bond would generate a loss if it was marked to market. Although in terms of accounting, the actual loss had not occurred and the money invested would be recovered at maturity, a loss could happen any day if the price was marked to market.

7. A shareholder referred to an earlier question about the Sunrise Equity Co., Ltd. which dealt mainly with its financial status. He then asked about the core businesses of this company.

The Chairman explained that the Sunrise Equity Co., Ltd. was a holding company and was engaged in business consultancy for merger and acquisition. The company was risk-free and had a very small amount of liabilities. Most of its revenues were from the dividends paid by the SCCC, and consultancy fees paid by companies within the group. It was therefore quite clear to see that risk was not an issue for this company.

8. A shareholder asked if the 20 million Baht investment in software would be amortized for the whole amount at one time.

Mr. Chusak Salee, Managing Director, explained that the IT software was a long-term investment which would improve the Company's service and would accommodate a larger business volume for the Company.

9. A shareholder asked for an explanation of the continual drop of the loss ratios over the three year period. He said the motor loss ratio in 2008 also dropped and asked what action the Company had taken that led to such a drop of the ratios.

Mr. Rowan D'Arcy, President, explained that the lower loss ratios sign was a positive change resulting from the decreasing amounts and numbers of claims. The Company had continually taken measures to improve the performance in this area. It had launched several initiatives for three years and would continue to do so. He reiterated that the 2008 loss ratios were excellent and it had not been easy to achieve such impressive figures. The loss ratio of 55% was considered the best in the market. However, the Company could not say that it would continue to be as good every year in the future.

The Chairman asked Mr. Rowan D'Arcy what he expected the loss ratios in 2009 to be and what the international standards of loss ratios were.

Mr. Rowan D'Arcy explained that he expected the loss ratios for 2009 not to exceed 60% which was the budget, assuming low claims numbers in this situation. International standards of loss ratios were around 65–85%, he said.

The Chairman then added that, as indicated by Mr. Rowan D'Arcy, the performance of the Company in 2008 was considered good, resulting from the instruction of the Board of Directors given to Management to focus on the way the business was run rather than to be too aggressive in expanding the business. Being too aggressive could lead to mistakes, he said, adding that in this kind of situation the Company should review its operation to determine what could be done to improve its efficiency and strength.

A shareholder asked what actions the Company could take to minimize business fluctuations, such as investing more in the life insurance business or establishing a life company to achieve a better business balance. He then referred to the statement that the Company had been conservative in its investment and proposed that the Company buy back some shares which would be the safest way to invest.

The Chairman explained that what should be considered for such an initiative was who would benefit from it. If the benefit would go to the major shareholders, then that would not be an action which the Company would like to take. The Company had considered the matter, seeing it as an opportunity to return the money to the shareholders. However, what worried the Company was buying back the shares when the share price was so low. In such a situation, the shareholders who were having a capital loss would have to sell their shares back to the Company at a low price and the major shareholders would benefit because their proportion of shareholding would become greater. This particular point put an end to the initiative.

A shareholder referred to the Statements of Income which showed a decrease in net profit and asked why the Directors' remunerations were increased from 7,248,000 Baht in 2007 to 9,072,000 Baht in 2008.

Mr. Chusak Salee, Managing Director, explained that the remunerations remained unchanged and did not vary with profit. The Company had determined the remunerations which had been approved by the Shareholders' Meeting since 2007. The change was in car allowances, not in bonuses.

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

After consideration, the Meeting resolved to approve the 2008 Balance Sheets and the Statements of Income for the period ended December 31, 2008, as proposed by the Chairman.

The voting results on Agenda Item 3 are as shown in the table below:

Votes	Number of votes (1 share = 1 vote)	As percentage of the total number of votes of shareholders who were present and voted.
Approval	132,152,960	98.9451
Disapproval	1,408,900	1.0549
Abstentions	0	0.0000
Total	133,561,860	100.0000

Agenda 4 To consider and approve the allocation of profit for 2008 and acknowledge the payment of interim dividends

The Managing Director proposed that, as the Shareholders' Meeting had acknowledged the Board of Directors' Report on Agenda Item 2 and approved the Balance Sheets and the Statements of Income on Agenda Item 3, the Board of Directors proposed to allocate the 2008 profit as follows:

From the 2008 operation, the Company had profit before tax of	439,183,235.- Baht
Less corporate income tax	<u>82,620,237.- Baht</u>
Net profit	356,562,998.- Baht
Add Unappropriated retained earnings brought forward	<u>376,084,205.- Baht</u>
Total retained earnings	732,647,203.- Baht

Less Interim dividends of 0.65 Baht per share for 250,000,000 shares paid to shareholders on September 12, 2007	<u>162,500,000.- Baht</u>
Earnings for this allocation	<u>570,147,203.- Baht</u>

It was deemed appropriate to allocate the profit and to propose to the Annual General Meeting of Shareholders, Session 60, for approval as follows:

Dividends for the second half of 2008 to the shareholders for 250,000,000 shares at the rate of 0.35 Baht per share, totaling 87,500,000.- Baht

Directors' bonuses: 4, 200,000.- Baht (Already deducted in the statements of Income)

Statutory reserve (50 million Baht already available) - Baht

Other reserves (900 million Baht already available) - Baht

Total retained earnings allocated 87,500,000.- Baht

Unappropriated retained earnings carried forward 482,647,203.- Baht

When adding up the interim dividend for the first half of accounting year 2008 (January 1- June 30, 2008) which the Company had paid to the shareholders on September 12, 2008 at the rate of 0.65 Baht (sixty-five satang) per share and the dividend for the second half of accounting year 2008 (July 1-December 31, 2008) at the rate of 0.35 Baht (thirty-five satang), per share, the total dividend paid for accounting year 2008 would be 1.00 Baht (one Baht) per share. The dividend for the second half of accounting year 2008 would be paid on April 28, 2008.

Opinion of the Board of Directors The proposed allocation of profit for 2008 was appropriate. The proposal should be presented to the Annual General Meeting of Shareholders for approval and for acknowledgement of the payment of the interim dividends.

The Chairman informed the Meeting that the Board of Directors would take any questions or suggestions from any shareholders.

A shareholder said the Company presently had 5,800 million Baht of cash and equities. If the equities were subtracted, the cash balance would be 4,600 million Baht. If the Company took 600 million Baht out of the 900 million Baht other reserves, then the remaining cash would be 4,000 million Baht. No one could say that the Company was not financially strong. Reserves of 900 million Baht were no longer necessary as time had changed and the Company was now very strong. The payout ratio of only 1. - Baht per share while the earning per share was 1.43 Baht was too low. The Company should help the shareholders who were suffering by paying more interim dividends.

The Chairman made an explanation that the economic condition and the stability of the Company including the performances of Management, the Managing Director, and the Chief Executive Officer would be evident in the next two years. He expressed his confidence that, no matter what the economic condition would be like, the shareholders would not be disappointed in the operating results of the Company in the first half of the year. The Board of Directors, he added, attached utmost importance to paying the best dividend possible to the shareholders in accordance with the economic situation and the Company's financial position. He admitted, however, that there had been real concern over the direction of the country and of the Company's business. If the overall economic situation in the next 2-3 months was not favorable but Mr. Rowan D'Arcy performed well, then consideration should be made to adjust the dividend payout ratio to 80, 90 or even 100%, as by then the direction of the Company would be more clearly seen by the shareholders. However, for the time being, things had to be kept in balance; risks had to be carefully managed, yet dividends should not be too disappointing.

A shareholder said the payout ratio in 2007 was at 85.89%. The ratio in 2008 dropped to 71%. He added that he did not mind if the Board decided to retain more of the earning. He hoped, however, that the 2009 Return on Equity (ROE) would be kept as high as that of 2007, which was 7.48%, if not higher.

The Chairman said that although he could not guarantee, he would try to push Mr. Rowan D'Arcy and the Management to achieve such a high ratio. He asked, however, that the Board of Directors not be expected to be committed to such a target. He was confident that the shareholders who had now met the Board members in person would know that the Company would try its best. He referred to the 2008 payout ratio of 71% and asked the shareholders to look at other listed companies to see how many of them had such a high payout ratio. He believed there were not so many of them. He believed the Company's policy was to give as much as it could to the shareholders.

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

After consideration, the meeting resolved to approve the allocation of profit for 2008 and to acknowledge the payment of interim dividends as proposed by the Chairman.

The voting results on Agenda Item 4 are as shown in the table below:

Votes	Number of votes (1 share = 1 vote)	As percentage of the total number of votes of shareholders who were present and voted.
Approval	105,028,410	78.6365
Disapproval	3,294,700	2.4668
Abstentions	25,238,750	18.8967
Total	133,651,860	100.0000

Agenda 5. To consider the election of the directors and succeed those completing their terms.

The Secretary to the Board of Directors proposed that the company's which names had been registered at the Business Development Department, under Ministry of Commerce consisted of 12 persons, namely;

1	Mr. Veraphan	Teepsuwan	2	Mr. Surachai	Prukbamroong
3	Mr. Metha	Suvasarn	4	Mr. Savang	Tongsmutra
5	Mr. Adisorn	Tantianankul	6	Mr. Chusak	Salee
7	Mr. Laksna	Thongthai	8	Mr. Chet	Raktakanishta
9	Mr. Virojn	Srethapramotaya	10	Mr. Rowan	D'Arcy
11	Mr. Andreas Johann Wilhelm		12	Mr. Suwat	Suksongkroh

At the Shareholders Meeting No. 60, the directors who had to retire in this term were 4 persons namely:-

1	Mr. Surachai	Prukbamroong	Independent Director
2	Mr. Rowan D'Arcy		Executive Director
3	Mr. Metha	Suvasarn	Independent Director
4	Mr. Savang	Tongsmutra	Independent Director

The proposal will be submitted to Annual Shareholders' Meeting concerning the election of directors whose term were due to retire, stipulated procedure under Section 71. of Public Limited Companies Act, B.E. 2535 .

Opinion of the Board of Directors four directors namely, Mr. Surachai Prukbamroong , Mr. Rowan D'Arcy, Mr. Metha Suvasarn and Mr. Savang Tongsmutra who had to retire in this term, were well qualified and were recognized as outstanding performance for the growth of company business thoroughly. The proposal was made to the Shareholders' Meeting No. 60 to rotate as the company directors in another term

The Chairman informed the Meeting that the Board of Directors would take any questions or suggestions from any shareholders. No shareholders asked any questions or made any suggestions on this particular Agenda Item.

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

After consideration, the meeting resolved to approve the election of the directors and succeed those completing their terms to return for another terms as namely Mr. Surachai Prukbamroong, Mr. Rowan D'Arcy, Mr. Metha Suvasarn, Mr. Savang Tongsmutra.

The voting results on Agenda Item 5 are as shown in the table below:

Votes	Number of votes (1 share = 1 vote)	As percentage of the total number of votes of shareholders who were present and voted.
1. Mr. Surachai Prukbamroong Independent Director		
Approval	105,028,410	78.6365
Disapproval	3,294,700	2.4668
Abstentions	25,238,750	18.8967
Total	33,561,860	100.0000
2. Mr. Rowan D'Arcy Executive Director		
Approval	133,553,360	99.9936
Disapproval	1,500	0.0011
Abstentions	7,000	0.0052
Total	133,561,860	100.0000
3. Mr. Metha Suvanasarn Independent Director		
Approval	106,463,310	79.7109
Disapproval	27,091,550	20.2839
Abstentions	7,000	0.0052
Total	133,561,860	100.0000
4. Mr. Savang Tongsmutra Independent Director		
Approval	106,613,310	79.8232
Disapproval	1,852,800	1.3872
Abstentions	25,095,750	18.7896
Total	133,561,860	100.0000

Curriculum Vitae of the aforementioned directors who had retired by rotation as follows:-

(1) Mr. Surachai Prukbumroong (Independent Director & Chairman of Audit Committee)

Address: 95/4 Boromraschonnanee Road, Kwaeng Arunamarin, Khet Bangkok-noi, Bangkok 10700

Age: 70 years

Education Background:

- Bachelor of Accounting, Thammasat University
- Bachelor of Commerce, Thammasat University
- Certificate of Bank Examiner, Bank of Examination School, Federal Deposit Insurance Corporation, U.S.A.
- Certificate of Pacific Rim Bankers Program, University of Washington, U.S.A.
- Certificate of Senior Management, University of California, Berkeley, U.S.A.
- Certificate of Senior Executive Program, Sasin, Chulalongkorn University,
- Certificate of Financial Executive, the Thai Institute of Banking and finance Associaton, The Thai Banker Association.

Program attended in Thai Institute of Directors (IOD).

- Chairman 2000 ,Director Forum
- Directors Accreditation Program (DAP)
- DCP Refresher Course
- Corporate Governance Report of Thai Listed Companies (CGR)
- Board Performance Evaluation

- Training:
- Federal Reserve Bank, Federal Deposit Insurance Corporation and Commercial Bank in U.S.A.
 - Bank of England and Commercial Bank in U.K.
 - Central Bank and Commercial Bank in Germany
 - Monetary Authority of Singapore & Commercial Bank in Singapore
 - Commercial Bank in Japan and Hong Kong

- Present Designation in :
the Company
- Independent Director & Chairman of Audit Committee,
The Ayudhya Insurance Plc.

- No.of years as Director:
- 9 years (1999-present)

- Present Designation:
With other
organizations
- Independent Director & Chairman of Audit Committee,
Bank of Ayudhya Plc.

- Working Experiences:
- 1 39 years in Bank of Thailand during 1959-1998 as various positions hereunder:-
 - Senior Director, Bank Examination and Analysis Department
 - Senior Director, Deposit and Bond Department
 - Senior Director, Administrative Department
 - Senior Deputy Director, Deposit and Bond Department
 - Deputy Director, Bank Supervision and Examination Department
 - Head of Financial Institute Examination and Analysis Div.
 - Head of Business Division, Southern Branch
 - Asst. Head of Bank Supervision and Analysis Div.
 - Head of Bank Supervision Section
 - Bank Examiner
 2. Other Major Activities:-
 - Working in Thai Development Bank in order to rectify its condition and operation.
 - A competent Officer to make an investigation of Sahathai Finance and Securities Co., Ltd
 - Director, Sakhol Keha Finance& Securities Co., Ltd.
 - A member of Control Committee of six Finance, Security and Credit Foncier Co., Ltd.: United Malayan Finance Co., Ltd., Sincere Trust Finance Co., Ltd., Nathee Thong Finance& Securities Co., Ltd., A.F.T. Finance& Securities Co.,Ltd., Paiboon Finance& Securities Co.,Ltd.,and Paiboon Credit Foncier Co., Ltd.,
 - A member of Sub-Committee for investigation of Properties of Field marshal Thanom Kitikajorn and wife, Marshal Prapas Jarusthira and wife, Colonel Narong Kitikajorn and wife etc.

Board Meeting : Board of Directors' Meeting in year 2008 5 out of 5
 Attendance Audit Committee Meeting in year 2008 9 put of 9

No.of AYUD share - None-
 Holding

Legal dispute None (Over the past 5 Years)

Stakeholding with the Company or other juristic person with conflicts of interest for the last 2 years

- Not being Director participating in management, staff, employee, or consultant who gets regular wages/pay
- Not being professional service provider (Auditors or Legal Consultant)
- Not having significant business relationship which may lead to being unable to perform independently
- Not being a relative person with management / major shareholders of the Company / Affiliated company
- Not being a director/ management in other companies may have conflict of interest to the Company

(2) **Mr.Rowan D'ARCY** (Executive Director))

Address: 64/32 (17D) Kallista Mansion
 Sukhumvit Soi 11
 Klongtoey Nua, Wattana,
 Bangkok 10110

Age: 54 years

Nationality: South African

Education -University of the Witwatersrand – MAP
 Background: -Ashridge (U.K.) – EDP
 -Directors Certification Program (DCP103/2008)

Present Position: -President & CEO The Ayudhya Insurance Plc.
 -Chairman of Executive Committee

No. of year 1 year 5 months (December 2007 - present)
 As a Director :

Working - Director – National Insurance Company Berhad
 Experiences : 2005-2007
 -Director – Allianz General Insurance of Malaysia
 2003
 -Managing Director – Allianz Insurance Co.,of Singapore Pte.
 Limited 2003-Nov.2007
 -Project Director – Allianz Insurance Management Asia
 Pacific 2002 – 2003
 -Managing Director – Allianz Insurance Ltd. (South Africa)
 Asst.General Manager , Senior Manager 1990 – 2002
 -National Fac. Manager – Hollandia Reinsurance Co., Ltd.
 1985 – 1990
 -Insurance Experience–Incorporated General Insurance Limited
 -Branch Manager Benoni Regional Office – 1984 – 1985
 -Branch Manager Newcastle Branch 1980 – 1984
 -Asst. Manager in Bloemfontein Regional Office 1979 – 1980
 -Branch Manager in Vereeniging Branch 1977 – 1979
 -Inspector in Johannesburg 1976

Board Meeting : Board of Directors' Meeting in year 2008 - 5 out of 5
Attendance

No. of Share holding: - None -

(3) Mr.Metha Suvanasarn (Independent Director and Member of the Audit Committee
Chairman of Nomination & Remuneration Committee)

Address : 992 Navamin 14 Rd, Bangkapi, Bangkok 10240

Age : 68 years

Education : • Bachelor of Science in Accounting, Thammasart University
Background : • Bachelor of Business Administration, Thammasart University
• Certified Internal Auditor – CIA-USA
• Certified Public Accountant – CPA- Thailand
• Directors Certificate Program from Thai Institute of Directors (IOD).
• Computer Audit Certificate from Federal Deposit Insurance Corporation (FDIC),USA
• Management Certificate from University of California at Berkeley, USA
• Advanced Management Certificate from Harvard University Graduate School of Business Administration, USA
• New Era Governance Certificate of Audit Committee from Harvard Business School, USA
• CGEIT-Certified in Governance of Enterprise IT,USA.

Training : • Visit various banks in the United States, United Kingdom, and Japan to study their computer audit and electronic banking

Present Designation : • Independent Director and Member of the Audit Committee
in the Company Chairman of Nomination & Remuneration Committee

No.of year as Director : 3 years 5 months (Sep.2005-present)

Working Experiences : • Position at the Bank of Thailand and others
- Audit Chairman of SIPA-Software Industry Promotion Agency (Public Organization)
- Sub-committee Standard Development-Office of the Auditor General of Thailand
- Risk Management Specialist at SME Development Bank of Thailand
- Advisor to Risk Management Committee at TOT Public Company Limited
- Advisor to Risk Management at Provincial Electricity Authority
- Director, Member of Audit Committee at Metropolitan Electricity Authority
- Advisor-Risk Management Committee at Metropolitan Electricity Authority
- Advisor to Chairman of the Board at TOT Public Company Limited
- Chairman of Risk Management Committee at TOT Public Company Limited
- Advisor to Audit Committee at TOT Public Company Limited
- Chairman of Financial Management group at CAT Telecom Co.,Ltd.

- Chairman of Risk Management and Internal Control Committee at CAT Telecom Co.,Ltd.
- Advisor to Audit Committee at CAT Telecom Co.,Ltd.
- Director, Chairman of Audit Committee at Bangkok Commerce Asset Management
- Director, Member of Audit Committee at Small Industry Credit Guarantee Cooperation
- Advisor to It Committee at Small Industry Credit Guarantee Cooperation
- Advisor to Audit Committee at State Railway of Thailand
- Director of the Institute of Internal Auditors of Thailand (IIAT)
- Chairman of Advanced Technology Committee of the Institute of Internal Auditors of Thailand
- President of the Institute of Internal Auditors of Thailand (IIAT)
- Member of Executive Committee of Small Industry Credit Guarantee Cooperation
- Chairman of Audit Committee of Bank for Agriculture and Agricultural Cooperative (BAAC)
- Chairman of Audit Committee of Bank for Agriculture and Agricultural Cooperative (BAAC)
- Senior Director, Note Printing Works
- Director, Information Technology Department
- Director, Northeastern Region Branch-KhonKaen
- Deputy Director, Financial Institution Supervision and Examination Department
- Deputy Director, Bank Supervision and Examination Department
- Head, Bank Examination Division-Bank Supervision and Examination Department
- Chief Examiner-Bank Supervision and Examination Department
- Examiner- Bank Supervision and Examination Department
- Asst.Examiner- Bank Supervision and Examination Department
- Accountant-Collins Radio Co.,Ltd.
- Accounting Staff-Siam Motors Co.,Ltd.

Board Meeting : Attendance	Board of Directors' Meeting in year 2008 Audit Committee Meeting in year 2008 Nomination and Remuneration Committee Meeting in year 2008	5 out of 5 9 put of 9 5 out of 5
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No.of AYUD share : - None-
Holding

Legal dispute None (Over the past 5 Years)

Stakeholding with the Company or other juristic person with conflicts of interest for the last 2 years

- Not being Director participating in management, staff, employee, or consultant who gets regular wages/pay
- Not being professional service provider (Auditors or Legal Consultant)
- Not having significant business relationship which may lead to being unable to perform independently
- Not being a relative person with management / major shareholders of the Company / Affiliated company
- Not being a director/ management in other companies may have conflict of interest to the Company

(4) Mr.Savang Tongsmutra (Independent Director and Member of the Audit Committee)

Address : 42 Charoennakorn Soi 58, Charoennakorn Rd, Samrae, Thonburi Bangkok.

Age : 70 years

Education Background :

- B.A.-Accounting, Thammasart University
- Certificate of Directors Accreditation Program 4/2003-Thai Institute of Directors (IOD)

Present Designation in : Independent Director and Member of the Audit Committee
The Company

No.of years as Director : 8 years (2000-present)

Present Designation :
with other organizations

- Director, Member of the Audit Committee Media of Medias Plc.

Working Experience :

- 32 years in Bank of Ayudhya Public Company Limited During 1966-1998 as various positions hereunder:-
 - Asst. Supervisor-Audit Div.,H.O.
 - Supervisor-Audit 4 Diviision
 - Asst. Supervisor-Audit Dept.Head Office
 - Audit Supervisor-Head Office
 - Asst. Vice President-Audit Dept, H.O.
 - Deputy Vice President-Audit Dept.,
 - Vice President-Audit Attach Dept.,
 - Vice President-Audit Dept.,
 - Sr.Vice President&Vice President-Accounting Dept.

Board Meeting : Board of Directors' Meeting in year 2008 5 out of 5
Attendance Audit Committee Meeting in year 2008 9 put of 9

AYUD share :
Holding - None-

Legal dispute None (Over the past 5 Years)

Stakeholding with the Company or other juristic person with conflicts of interest for the last 2 years

- Not being Director participating in management, staff, employee, or consultant who gets regular wages/pay
- Not being professional service provider (Auditors or Legal Consultant)
- Not having significant business relationship which may lead to being unable to perform independently
- Not being a relative person with management /major shareholders of the Company / Affiliated company
- Not being a director/ management in other companies may have conflict of interest to the Company

Agenda 6 To consider and fix Directors' remunerations

The Secretary to the Board of Directors presented the remunerations approved by the Annual General Meeting of Shareholders, Session 59, on April 22, 2008 as follows:

1. Directors' car allowances

- (1) Chairman of the Board of Directors: 40,000. - Baht per month.
- (2) Chairman of the Audit Committee and Chairman of the Nomination and Remuneration Committee: 38,000.- Baht each per month
- (3) Chief Executive Officer: 35,000.- Baht per month
- (4) Member of the Audit Committee: 35,000.- Baht each per month
- (5) Member of the Nomination and Remuneration Committee: 35,000.- Baht each per month
- (6) Other Directors: 30,000.- Baht each per month

Effective from January 1, 2008

2. Directors' bonuses

Directors' bonuses, to be treated as a Company expense, were fixed as a lump sum for all the Directors at 4,200,000. - Baht per annum. The Board of Directors was authorized to allocate the amount to the individual Directors as they saw fit.

The amounts approved in 1 and 2 were to be effective until the Board of Directors proposed a change to and obtained approval from a Shareholders' Meeting.

For 2009, the Board of Directors was of the opinion that a proposal should be made to the Annual General Meeting of Shareholders, Session 60, to approve the Directors' remunerations, comprising Directors' car allowances and bonuses at the same rates as those approved by the Annual General Meeting of Shareholders, Session 59, on April 22, 2008, with effect from January 1, 2009, with the rates remaining effective until they were otherwise approved by a Shareholders' Meeting.

The fixing of the Directors' remunerations, comprising Directors' car allowances and bonuses, was in accordance with Section 90 of the Public Limited Company Act B.E. 2535.

The votes on this particular Agenda Item would not include those made by the Directors and their spouses who held shares of the Company as they had vested interest. (There were five of them, holding altogether 25,523,250 shares or 10.21% of the number of shares sold).

The Chairman informed the Meeting that the Board of Directors would take any questions or suggestions of any shareholders.

A shareholder asked about the criteria for fixing the Directors' remunerations.

The Chairman of the Nomination and Remuneration Committee, Mr. Metha Suvanasarn, explained that, as approved by the Annual General Meeting, the Directors' remunerations had been slightly increased. Although the Company's revenues decreased in accordance with the global economic recession, the Board of Directors had dedicated themselves to the Company's growth and prosperity. The proposed remunerations were higher than previous years as approved by the Shareholders' Meeting.

A Shareholder proposed to the Chairman to fix Directors' remunerations as a percentage of the dividend in order to incentivise them.

The Chairman explained that such an approach could be a double-edged sword. Damages experienced in the US were attributed to such incentive schemes which had made directors focus on short-term revenues in anticipation of the handsome bonuses pledged to them. He did not think that such an approach would fit the Company's culture and felt that the existing scheme was suitable and adequate, and reflected the Board of Directors' ethics. He echoed the statement made by the Chairman of the Nomination and Remuneration Committee, saying that all the Board members were dedicated to making the Company grow and

prosper, and would not mind the remunerations which might be lower than the market rates. He disagreed with tying the remunerations with the dividend and operating results as the remunerations would be excessive in years of good performance. Such an approach was not conducive to ethical performance and commitment to achievement of acceptable and appropriate operating results.

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

After consideration, the Meeting resolved to approve the Directors' remunerations, comprising Directors' car allowances and bonuses, as proposed by the Board of Directors, which would be treated as a Company expense and would remain effective until otherwise approved by a Shareholders' Meeting.

The voting results on Agenda Item 6 are shown in the table below:

Votes	Number of votes (1 share = 1 vote)	As percentage of the total number of votes of shareholders who were present and voted.
Approval	106,185,310	98.2846
Disapproval	2,000	0.0019
Abstentions	1,851,300	1.7136
Total	108,038,610	100.0000

Agenda 7 -To consider the appointment of the auditor and stimulate the amount of audit fee.

Chairman of the Audit Committee presented by virtue of Public Limited Companies Act B.E. 2535 (1992) , 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 ordinary Shareholders' meeting No. 59 held on 22nd April 2008 passed the resolution to appoint Mr. Niti Jungnitnirundr CPA No. 3809 and/or Mrs. Natchalee Boonyakarnkul CPA No. 3126 and/or Mr. Permsak Jerajakwattana, CPA No. 3427 from Deloitte Touche Tohmatsu Jaiyos Audit Company Limited to become the company auditor for 2008 and fixed the audit fee as hereunder:-

	Baht
1) Annual Audit Fee	1,055,000.00
2) Quarterly review of Financial statement per quarter	140,000.00
3) Annual report's review to be proposed to the Office of Insurance Commission	70,000.00
4) Annual Audit Fee on Computer Data Assessment	135,000.00
5) Special Report according to the announcement of the Office of Insurance Commission	175,000.00

The audit fee for the year 2008 amounted to Baht 1,855,000.- 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).

For fiscal year 2009, Mr. Niti Jungnitnirundr CPA No. 3809 and Mrs. Nachalee Boonyakarnkul CPA No. 3126 and/or Mr. Permsak Jerajakwattana CPA No. 3427 of Deloitte Touche Tohmatsu Jaiyos Audit Company Limited would nominate to be the company auditor. Upon consulting among the Audit Committee, it was agreed to propose the audit fee for the year ended December 31st, 2009 in the amount of Baht 1,930,000.00 as per the schedule of comparison from previous year 2008 as hereunder:-

	(Unit : Baht)			
	<u>2009</u>	<u>2008</u>	<u>Amount</u> <u>Increase</u>	<u>%</u>
1) Annual Audit Fee	1,100,000.-	1,055,000.-	45,000.-	4.27
2) Quarterly review of Financial statement of 3 quarters	435,500.-	420,000.-	15,000.-	3.57
3) Annual report's review to be proposed to the Office of Insurance Commission	72,500.-	70,000.-	2,500.-	3.57
4) Annual Audit Fee on Computer Data Assessment	140,000.-	135,000.-	5,000.-	3.70
5) Special Report according to the announcement of the Office Insurance Commission	182,500.-	175,000.-	7,500.-	4.29
Total	<u>1,930,000.-</u>	<u>1,855,000.-</u>	<u>75,000.-</u>	<u>4.04</u>

The audit fee for the year 2009 amounted to Baht 1,930,000.- 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).

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

1. Mr.Niti Jungnitnirundr CPA No. 3809 to become the company Auditor duration 1 year.
2. Mrs.Nachalee Boonyakarnkul CPA No.31236 to become the company Auditor duration 2 years
3. Mr.Permak Jerajakwattana CPA No.3427*

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

The Boards considered its appropriate to propose to General Shareholders' Meeting No. 60 to appoint Mr. Niti Jungnitnirundr CPA No. 3809 and Mrs. Nachalee Boonyakarnkul CPA No. 3126 and/or Mr. Permak Jerajakwattana CPA No. 3427 of Deloitte Touche Tohmatsu Jaiyos Audit Company Limited to become the company Auditors for the year 2009, effective from January 1st, 2009 till December 31st, 2009 with the Audit Fee of Baht 1,930,000.00 excluded any other expenses incurred according to the actual payment.

The above mentioned three auditors are not directors, staff, employees or holding any other position in the company.

The voting results on Agenda Item 7 are shown in the table below:

Votes	Number of votes (1 share = 1 vote)	As percentage of the total number of votes of shareholders who were present and voted.
Approval	133,529,860	99.9760
Disapproval	32,000	0.0240
Abstentions	0	0.0000
Total	133,561,860	100.0000

Agenda Item 8 Other businesses (if any)

The Chairman asked the meeting to ask questions or to make recommendations if they had any to the Board of Directors.

A shareholder said ten years ago only a few shareholders had attended the Shareholders' Meeting and most of the attendees had been Company employees. However, the employees were presently outnumbered by shareholders. He therefore suggested that the Meeting venue in the future be changed to another location with a greater meeting space and a more convenient parking space. He recommended the Grand Hyatt Erawan Bangkok Hotel which was situated near the Company.

After consulting with the Board members, the Chairman agreed to change the venue of the Annual General Meeting of Shareholders in the future. The Board would choose a suitable venue but the Grand Hyatt Erawan Bangkok Hotel, which was recommended by the shareholder, would be the first one to consider.

A shareholder made a remark that the 2007 dividend was probably the lowest within the past 10 years or so, and it was indeed very low.

The Chairman responded that if the economic situation was favorable business-wise, a payout ratio close to 100% would be the first thing the Board would consider.

A shareholder said before the Company held a meeting to consider the dividend, it had notified the stock market of the dividend payment rate. For 2009, he would like the Company to inform the shareholders of the tax rates that would apply to the dividend (25% or 30%) so that the investors could apply for a tax refund.

A shareholder asked about the tax rates for the 0.35 Baht per share dividend.

Mr. Chusak Salee, Managing Director, explained that the rates were specified in the cover letter accompanying the dividend checks, with details as to which portions were tax exempted and which portions were not.

A shareholder asked if Allianz would be affected by GE's acquisition of the Bank of Ayudhya (BAY) and if Allianz and BAY were connected in any way.

The Chairman explained that the two corporations were clearly separate entities. GE had acquired BAY shares and Allianz had acquired AYUD shares.

A shareholder asked if there would be any conflicts arising out of GE's acquisition of a number of insurance companies in Europe and the acquisition of a bank by a company which could lead to acquisition of another insurance company as well as Allianz's holding shares of AYUD which was 10% owned by BAY.

The Chairman explained to the shareholders that he did not think GE would want to invest more in the insurance business as it presently wanted to cut down its assets and investment.

A shareholder asked for an update on the outlook of the business after the first quarter had passed.

Mr. Rowan D'Arcy, President, made the following points:

First, 2009 would be a tough year as economic difficulties would persist and the housing fire insurance premium rates would be decreased by around 10% by instruction of the OIC.

Second As it was widely known, the amount of credits extended in the first quarter had decreased, thus the fire insurance business would be affected. The motor insurance volume also decreased by about 20%. The Company and BAY two months ago jointly launched a personal accident product called PA Prompt, from which more premiums were received. The loss ratio had naturally risen along with the premiums. The increase in premiums had also slightly increased the premium acquisition costs.

As both the bond and equity markets had been very volatile, presenting a clear picture would be a difficult task. However, he expressed his opinion that the first quarter of 2009 had not been as good as the same period of 2007. In the past, the Company paid a four-month bonus to employees regardless of its performance. However, from 2009 onwards, the bonus scheme would be changed. A two-month bonus would be added to the salaries of the employees and the other two-month portion would vary with the Company's and the individual employees' performances. A target letter would be issued to each employee, specifying the criteria for him/her to be entitled to a bonus.

A shareholder asked about the Company's investment management and the 2009 target for investment returns. He also asked why the Company did not buy debt instrument mutual funds directly without going through Ayudhya Fund Management Co., Ltd. (AYF).

Mr. Chusak Salee explained that the Company held shares of AYF from which it received quite significant amounts of dividends. Most of the debt instruments in which the Company invested through AYF were dividend funds. The returns were paid in the form of dividends which were exempted from corporate income tax. The benefits were greater than the management fees which the Company had to pay.

With regard to investment management, the Company had in general followed the OIC requirements. In 2009, the weighting of investment in equities (both OTC and on the stock market) would not exceed 20%.

The other 90% would be in government bonds and notes. However, during this period, the weighting of notes was rather high as the Company did not want to take the risks in long-term bonds because of the fluctuating interest rates. Another 10% of the investment would be in debentures.

A shareholder asked what the returns on investment would be like in 2009.

Mr. Chusak Salee, Managing Director, explained that with the current trend of the stock market, the returns should be lower than the previous year. The bond interest rate was at 1.15%; the interest rate on one-year bonds was 0.8%. The Company expected the returns this year would be lower than the previous year as interest rates had generally fallen considerably while the SET Index had not improved much.

A shareholder asked if BAY was represented on the Board of Directors. He said when he walked into the Bank he did not notice any products of the Company on display. Also, he was not properly advised. He asked that the Bank's employees be stimulated with regard to bancassurance. He said in the previous year he had seen the Company's bancassurance booth but this year he had not seen any.

The Chairman said he would take the shareholder's observation for improvement. He added that there were three directors from BAY on the Board, all of whom would push for more effectiveness in this area.

A shareholder suggested that the Company prepare a PowerPoint presentation on the Statements of Income in future years.

No other matters were proposed. The Chairman then thanked all the shareholders for their attendance and declared the Meeting adjourned.

(At this Annual General Meeting of Shareholders, Session 60, on April 21, 2009, 109 shareholders attended the Meeting either in person or by proxy, holding altogether 133, 561,860 shares, or 53.42% of the number of shares sold. At the time of registration, voting ballots were distributed to the shareholders attending the Meeting for each particular Agenda Item. During Agenda Item 5 - to consider appointing Directors to replace those retired by rotation - the voting ballots were collected from all the shareholders attending the meeting, and the ballots were sorted by Director. The Company had assigned officers of the Thailand Securities Depository Co., Ltd. -TSD - to register the shareholders attending the Meeting and to count the votes on each Agenda Item.)

The Meeting was adjourned at 4.10 p.m.

Veraphan Teepsuwan

(Mr. Veraphan Teepsuwan)
Chairman of the Meeting

Jiratcha Ruplek

(Miss Jiratcha Ruplek)
Minute recorder

Copies certified by.....Chusak Salee.....
(Mr.Chusak Salee)