

**Notification of the date of
General Shareholders' Meeting**

No. 64

SRI AYUDHYA CAPITAL PUBLIC COMPANY LIMITED

Monday 22nd April 2013 at 14.00 hrs.

AT

**The Function Room, Lotus Suite 7 on the 22nd Floor, Centara Grand at
Central World, 999/99 Rama 1 Road, Pathumwan, Bangkok 10330**

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April 1st , 2013



ศรีอยุธยา แคปปิตอล
SRI AYUDHYA CAPITAL

Subject: Notification of the date of General Shareholders' Meeting No.64

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

The Board of Directors of Sri Ayudhya Capital Public Company Limited at a meeting No. 2/2013 held on February 26th, 2013 passed resolutions to make an appointment of the General Shareholders' Meeting No.64 should be stipulated on Monday, April 22nd, 2013 at 14.00 hrs. at the Function Room, Lotus Suite 7, 22nd floor, Centara Grand at Central World at 999/99 Rama 1 Road, Pathumwan, Bangkok 10330 which the agenda are as follows:-

Agenda 1 **To adopt the Minutes of the General Shareholders' Meeting No. 63 held on April 30th, 2012**

Fact and Reason: The Minutes of the General Shareholders' Meeting No.63 was held on April 30th, 2012, 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 Minutes of the General Shareholders' Meeting was in accordance with the Board's resolution, the subject should propose to Shareholders' Meeting No. 64 for endorsing the minutes.

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

Fact and Reason: The Operational Results along with various information of the Company were in the Annual Report (CD-ROM), which was delivered to Shareholders together with the Notice of the date of General Shareholders' Meeting No.64.

The Board of Directors' opinion: this subject will be proposed to the General Shareholders' Meeting No.64 for acknowledgement of Operating results and various information of the Company

Agenda 3 **To consider and approve the Statement of the Financial Position at December 31, 2012, Statement of Comprehensive Income, Statement of Changes in Owner's Equity and Statement of Cash Flow for the year 2012.**

Fact and Reason: The Statement of the Financial Position at December 31, 2012, Statement of Comprehensive Income, Statement of Changes in Owner's Equity and Statement of Cash Flow for the year 2012 which the Audit Committee approved and Auditors of the Company has already reviewed and endorsed. It was in the 2012 Annual Report as **Attachment 2**, which delivered to Shareholders together with the Notice of the date of the General Shareholders' Meeting No.64.

The Board of Directors' opinion: this subject will be proposed to the General Shareholders' Meeting No.64 for consideration and approval of the Statement of the Financial Position at December 31, 2012, Statement of Comprehensive Income, Statement of Changes in Owner's Equity and Statement of Cash Flow for the year 2012 Therefore, Audit Committee approved and Auditors of the Company have already reviewed and endorsed.

Agenda 4 **To consider for approval the profit allocation for the year 2012 and 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 solution of Shareholders' Meeting by considering from Consolidated Financial Statements from the Company Operation Results for year 2012 ended December 31st, 2012, It was found that the company has Consolidated Financial Statements about 94,942,062 million baht, it will be the profit per share is 0.38 Baht. For Separate Financial Statements has Net Profit about 153,148,806 baht (One hundred and

fifty/three million, One hundred and forty-eight thousand, eight hundred and six baht only) or Profit per Share is 0.61 baht. Therefore, the company would pay the Dividend to shareholders allows session 115 and 116 of Public Limited Companies Act. B.E. 2535 and Company Regulation item 44, which could not pay the other dividend except profit. In addition, the company has to allocate some of the profit for a reserve fund not lower than the law assigned.

The Board of Directors' opinion: this subject should be proposed to the General Shareholders' Meeting No.64 in order to consider and approve of Profit Allocation for the year 2012 and approve of Dividend payment for Operating results of the year 2012 to the Shareholders about 250,000,000 shares, Rate per share is 0.38 baht or about 95,000,000.00 baht by defining the Shareholders who have right to get Dividend (Record Date) on Friday March 15th, 2013 and gather the Name list as session 225 of Securities and Exchange Act by closing the register book suspending share transfer (Closing Date) on Monday, March 18th, 2013 and determine of Dividend payment on Thursday May 2nd, 2013

Agenda 5 To consider and elect directors as replacement for Directors retiring by rotation.

Fact and Reason: In 2013, There are directors that completing their term in the Shareholders' Meeting No.64 about 4 persons are;

1. Messrs. Veraphan Teepsuwan (Non-Executive Director)
2. Messrs. Andreas Johann Wilhelm (Non-Executive Director)
3. Messrs. Adisorn Tantianankul (Non-Executive Director)
4. Messrs Chusak Salee (Executive Director)

The Nomination and Remuneration Committee has followed the nomination process, which requires the selection of an appropriate person to be Directors of the Company with regard to qualification, knowledge and experiences of such persons. Moreover, the previous performance as Directors of the Company which are proposed to the Board of Directors for consideration and also Proposing to the Shareholders' Meeting in order to nominate Directors of the Company who retired by rotation to return into this position another term about 3 persons are Messrs. Veraphan Teepsuwan (Non-Executive Director), Messrs. Andreas Johann Wilhelm (Non-Executive Director), and Messrs Chusak Salee (Executive Director).

In addition, the Nomination and Remuneration Committee has proposed to the Board of directors for consideration and proposing name of the name of Miss Nopporn Tirawatthanakul who has as appropriate qualification and have experiences in related field of General Shareholders' Meeting No.64 in order to consider of nomination the Board of Director Instead of Mr. Adisorn Tantianankul, Director who retired by rotation.

(A summary the person who has nominated for election appears in the document 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 General Shareholders' Meeting No.64 for consideration and nomination Messrs. Veraphan Teepsuwan (Non-Executive Director), Messrs. Andreas Johann Wilhelm (Non-Executive Director), and Messrs Chusak Salee (Executive Director) Directors of the Company who retired by rotation to return into this position another term and consider the nomination of Miss Nopporn Tirawatthanakul to be the Board of Director instead of Mr. Adisorn Tantianankul, Person who retired by rotation.

However, between December 1st, 2012 to January 31st, 2013 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 the Directors for consideration to propose to the General Shareholders' Meeting to consider the remuneration comprising of transportation and compensation which is unchanged from those approved by the General Shareholders' Meeting No. 64 was held on April 30th, 2012. (Details contained at the supporting data for consideration in Agenda 6)

The Board of Directors' opinion : It is appropriate to submit to the General Shareholders' Meeting No. 64 for approval the remuneration and Compensation as the Nomination & Remuneration Committee has proposed.

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

Fact and Reason: The Audit Committee has proposed to The Board of Directors for consideration to propose to General Shareholders' Meeting No.64 to consider the appointment of the auditor for year 2013 and determine audit fee as appropriate which are Dr. Suphamit Techamontrikul and/or Permsak Wongpatcharapakorn and/or Mr.Chavala Tienprsertkij of Deloitte Touche Tohmatsu Jaiyos Company Limited to become the Company Auditors for Year 2013, with the audit fee of Baht 1,670,000.00 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 General Shareholders' Meeting No. 64 to appoint Auditor for year 2013 and determine 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 return your signed, completed form with the enclosed self-addressed envelope so that it reaches us before the date of the meeting.

In addition, the Company has determined the list of Shareholders entitled to attend AGM No. 64 and receive dividend on Friday, March 15th, 2013 (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 Monday, March 18th, 2013

Your Faithfully,



(Mr.Chusak Salee)
Managing Director

Sri Ayudhya Capital Public Company Limited
Minutes of Extraordinary General Meeting of Shareholders No.63
April 30, 2012

The Meeting was held at The Ballroom, The Sukhothai Bangkok Hotel, and address 13/3 South Sathon Road, Khwaeng Thung Maha Mek, Sathon, Bangkok

Mr. Veraphan Teepsuwan, Chairman of the Board of Director, chaired the meeting
Miss Jiratcha Ruplek, Secretary of the Board of Director, took the minutes

At the time of beginning of the meeting, the chairman announced that the total of 141 shareholders attended the meeting either in person or by proxy, holding a total of 143,661.709 shares, or 57.46% of the total number of shares sold, thus constituting a quorum.

The Meeting was called to order at 2.00 pm

Before proceeding on the meeting agenda, the chairman introduced 11 Board of Directors which consisted of:

Four Non-Executive Directors:

- | | |
|--------------------------------|--|
| (1) Mr. Veraphan Teepsuwan | Chairman |
| (2) Mr. Andreas Johann Wilhelm | Director/Member of Numeration and Remuneration Committee |
| (3) Mr. Adisorn Tantaranukul | Director |
| (4) Mr. Virojn Srethapramataya | Director |

Four Independent Directors:

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

Three Executive Directors:

- | | |
|----------------------------|---|
| (9) Mr. Rowan D'Arcy | President |
| (10) Mr. Chusak Salee | Managing Director |
| (11) Mr. Laksana Thongchai | Director and Assistance Managing Director |

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

- | | |
|-------------------------------|---|
| (1) Ms. Orathai Rongthongaram | Accounting Department Manager |
| (2) Mr. Niti Jungnitniran | Audit Committee of Deloitte Touche Tohmatsu Jaiyos Limited (DTTL) |

In addition, there was the committee of Maybank Kim Eng Securities (Thailand) Plc. who is a freelance consultant of the company to attend the meeting for answering the questions in agenda 8 about the approval consideration of share purchasing in Ayudhya Allianz C.P. Life Public Company Limited ("AACP") from Bank of Ayudhya Public Company Limited (BAY)

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

Because of our company have many shareholders who have ordinary shares about 250,000,000 shares. Therefore, in order to avoid the confusion and waste 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 which is a committee election is the 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 counting out.
- 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.

The Chairman stated that the meeting will follow the agenda which has been informed in an Ordinary Shareholders' Meeting Report No.63 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 Minutes of the Extraordinary General Meeting of Shareholders No. 1/2011 in December 7, 2011

The Secretary proposed that Minutes of the Extraordinary General Meeting of the 1/2011, held on March 7, 2011 are detailed in a copy of the Minutes of expressions by the company which was distributed to Shareholders in the notice of Annual General Meeting of Shareholders No. 63. The Company has delivered the report to relevant departments within the law and also 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.63 to determine the level of the conference.

The Secretary informed the meeting that if the Shareholders have to ask any questions or suggestions on this agenda. The Committee felt happy to answer your questions and suggestions of the Shareholders. It appears that in this matter without holding any further inquiries or suggestions whatsoever.

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

The meeting approved a resolution approving the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2011 on the December 7, 2011

The Shareholders vote on the agenda as follows:

Votes	Number of Votes (1 share = 1 vote)	The percentage of the total number of votes
Approval	143,909,922	100.00
Disapproval	-	-
Abstentions	-	-
Voided Ballots	-	-
Total	143.909,922	100.00

Agenda 2 The Annual Report of the Committee

The Secretary of the Company stated that the Annual Report of the Committee is the report of the operation of the company in 2011 which this material was published by the Chairman in page 2-3 of the Annual Report in 2011. In addition, the reports and information are listed on the Annual Report 2011 (On CD Rom), which the company delivered to the Shareholders and also the notice of Extraordinary General Meeting of shareholders.

Opinion of the Board of Director appropriate to the Annual General Meeting of Shareholders No. 63 to know about the report operation and information of the company in 2011

The Secretary informed the meeting that if the Shareholders have to ask any questions or suggestions on this agenda. The Committee felt happy to answer your questions and suggestions of the Shareholders

The Shareholder asked about the operate report of this agenda which this Annual Report includes flood that occurred last year, a major flood that Has been the subject of the loss of all or a flood or are still continuing to arrive this year.

The Chairman explained that for the flood, we also recognize that not all of the company. The claim against the Reinsurance Company (Insurer) in overseas is still under negotiation. Now a reinsurance company and our company are considered in the reinsurance contracts (Treaty) thoroughly. Because we want to claim it as possible, so there are some items that are still considered long until this year. The answer is not to consider it.

The Shareholder asked that we still not know how many losses we have but he would like to know the more or less or it will hit 50% or not

The Chairman explained further that now it is in under negotiation which we cannot tell the shareholders about how much they have gone because the company still not knows how much we can get them back.

The Shareholder asked about Method of Accounting. This is the story of the loss of its affiliates. The parent company didn't know about affiliated or not. Since this company has profit.

Managing Director (Mr. Chusak Salee) stated that as a matter of financial statements. The separate financial statements include the financial statements. If the financial statements will be seen that the loss of consolidated subsidiaries or recognized them at the end of 2011. For Financial Statement, According to the method of accounting, the company didn't include the losses from floods.

The Shareholder does not have any additional suggestions in this matter.

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

The Meeting approval the Board's 2011 Annual Report as presented.

Agenda 3 Approval of the balance sheet and income statement in 2011 ended in December 31, 2011

The Secretary proposed the balance sheet and income statements in 2011 ended in December 31, 2011 which the Audit Committee approved and Auditor of the company had already checked and certified. The information occurred in the Annual Report 2011 (CD Rom) which the company delivered to the Shareholders and also included the notice of an Extraordinary General Report No.63.

Opinion of the Committee To appropriate to the Annual General Meeting of Shareholders No.62 for consideration of the balance sheet and income statements in 2011 and ended in December 31, 2011. The Audit Committee approved and the Auditor of the company has checked and certified.

The Secretary informed if the Shareholders have some questions or suggestion about this agenda. The Committee felt happy to answer your questions and suggestions of the Shareholders.

The Shareholder suggested that the Nametag at the front of each committee is so tiny. It is not easy for Shareholders to ask questions or the Committee can give details. The Shareholder asked the Chairman for consideration.

The Chairman thanked the shareholders. And that the next meeting will be as suggested above.

The Shareholders asked that the balance sheet and Profit and Loss Accounting in terms of Remuneration. The money that is given to each Committee is round numbers for example, 40,000 baht or 30,000 baht which include the transportation. He thought that it's incorrect by following Rassada Process, it will not be used as transportation. Because of this profit is Taxable Income If the vehicle is to be the actual cost. Auditor of the company will have a duty to advise the Board. The Shareholder asked the Chairman to fix it.

The Managing Director (Mr. Chusak Salee) has clarified that. In practice for the expenses of the company, all Committee shall receive the vehicle must be integrated with the income and pay tax by law. Therefore, the notice if vehicle cost seems like taxes might be deduct, however, the committee had already paid for income taxes.

The Chairman added that the things that the Shareholder's recommendation is good but the transportation cost were the traditional in 10 years ago. Many companies may be referred to as the vehicle cost. Despite the committee needs to include consideration for a tax. We will get to take corrective action and clearly and soon it might be referred to a single vehicle cost.

The Shareholder ascertained about last year's flood has occurred, how the Committee has the preventive measure.

The Chairman clarified that. For the Flood, Company will not fix anything. Companies need to get the company's operations. In such matters, the President (Mr. Rowan D'Arcy) provides detailed information on usage and other reports of the meeting for preparing for the flood (if any), or natural disasters that are in the business.

The President (Mr. Rowan D'Arcy) said thank you to all questions of the shareholders and announce to the meeting about the last time of Extraordinary meeting of shareholders. This flood event caused the most damage in the history of Thailand which the affected by the recent floods, the total economic loss is estimated at 1,395,000 million baht and the total produce loss is approximated at 679,500 million baht. The Loss Asset is estimated at 679,500 million baht and the Claim loss is approximated at 387,500 million baht to 434,000 million baht which these numbers are just an estimate because the real numbers must be calculate for 2-3 years so the real numbers.

Loss Value is less than 4 percent was responded by the Thai life insurance company which the Loss Value is about 96% which was responded by the Reinsurance Company from overseas. The Loss Value that caused by flood in 2011 is the third largest event after the loss to Japan and New Zealand. The total amount that the company has been notified.6, 000 million baht but the company might probably pay around 1,900 million baht. From the plans that the company expects profit before tax for the plan in 2011 is about 455.87 million baht.

Results of the company if compared between the normal condition and the flood event

	Plan In 2011	Overall Results In 2011	Overall Results In 2011 Excluding Flood
Profit before tax of an entity	455,878,000	-519,253,190	488,533,121
Net Profit	319,115,000	-455,093,081	341,973,185

Results of the company if compared between 1 event and 2 events

	Plan In 2011	Overall Results In 2011	In 2011 2 Events
Profit before tax of an entity	455,878,000	-519,253,190	197,405,659
Net Profit	319,115,000	-455,093,081	102,021,315

The overall results in 2011 has loss around 519,253,190 baht if excluding the flood, the company will have profit of an entity about 488,533,121 baht. In the Financial Statement, there still have some companies are in negotiating process with the Reinsurance company from overseas about Claim for compensation in this situation are 1 event or 2 events which are negotiating right now by the Reinsurance Company, they think that it is an event but the company look at the agreement so it is 2 events. Therefore, if it is 2 events, this Loss event of the company, we will get more compensation from the Reinsurance which make the company in 2011 have the profit about 197.40 million baht. No matter what counting situation will be 1 event or 2 events but all Insurance Companies also faced with the issues to the International Reinsurance company.

Loss Results from Insurance of the Competitors in the market which is the information that each companies notified to OIC.

Unit: Million Baht

Thai Reinsurance Public Co., Ltd.	2,352
Bangkok Insurance Public Co., Ltd	1,099
Sri Ayudhya General Insurance Public Co., Ltd	862
SCSMG Insurance Public Co., Ltd	406
Navakij Insurance Public Co., Ltd	361
Dhipaya Insurance Public Co., Ltd	349

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These numbers appear the Loss from operations of insurance. The numbers displayed are the details of the investment were involved. The shareholders have probably seen that many companies have to pay Claim that impact amount due to the Great Flood in 2011. From the situation of last year made many Insurance Companies have effect to the announcement about Regulatory capital by risk level (Risk-Based Capital : RBC) of the Office of Insurance Commission (OIC) which pressured to all companies to greatly increase the Capital. As the following the details;

SCSMG Insurance Pubclic Co., Ltd	660 million baht
Thai-Setakij Insurance Public Co., Ltd	103 million baht
AXA Insurance Public Co., Ltd	700 million baht and International Owned 100%
Sompo Japan Thai Insurance Co., Ltd	Capital Increase and International Owned 100%
Thai Re-Insurance Public Co., Ltd	Capital Increase and International Owned 49%
Tokyo Marine Sri Mueang Insurance Co., Ltd	Capital Increase by take the loan from Head Company
Sri Ayudhya General Insurance Public Co., Ltd	600 million baht

The Office of Insurance Commission (OIC) rules to allow the calculation of risk capital (Risk-Based Capital: RBC) in terms of advantages to Insurance Company to use easier than the old rules for help. Now OIC approved to allow the calculation of risk Capital for the period 15 months or by the end of 2012 which makes Insurance Company are more relax but the rules still be used again at the first quarter in 2013. For increase Capital, the company's subsidiary is Sri Ayudhya General Insurance Co., Ltd. (SAGI) have increased the Capital for 600 million baht. Because the company negotiated to International Re-Insurance Company in terms of the Flood Claim payment results. As the chairman told all shareholders early, the claim is still pending. The result of the damage that occurred some months now it's up or some months it's go down which we can see clearly around 3rd quarter or 4th quarter in 2012. The chairman announced to the shareholders, if it's time to be calculated in accordance with the rules, SAGI must be increase the Capital.

Prospective in 2012 is still remaining at the 1st quarter for a provision of flood losses and we predicted that the real situation of the flood will appear from the third quarter onward. For the argument to Reinsurance Company to the company is in the energetic operation and probably conclude the results in 4th quarter in 2012 or delay to 1st quarter in 2013. From now on the company hired Law Consultant in helping to the company in special cases.

The Shareholder asked that now the company is still in negotiating process to the International Reinsurance Company and not complete yet and how the company can find the International Reinsurance Company with premium that we expect.

The Chairman asked Mr. Rowan D'Arcy (President) to explain further but he would like to tell that it might have more expense and we might have to look for stable Insurance Company.

The President (Mr. Rowan D'Arcy) replied that the costs for doing business has a lot off cost because of the Reinsurance agreement in 2012 has been completed at the end of 2011 which the costs and the premiums have increased around 5-7 times since last year.

The Chairman added that the high costs have negative results and if we cannot find out the Reinsurance Company, it might be more negative results but the company need to look for stable Reinsurance Company and probably not find out a small company in order to have the support the company by having Reinsurance Company which many companies also do like this. Actually, when something happens, we wondered if a small company can cover our company by paying back the Claim or not. Thus, The Company's policy is aiming at a stable Reinsurance companies throughout the world. One thing I noticed is that last 3-4 year; the company was trying to get World-class insurance companies to join the company. Nowadays, the company has Allianz which is 1st standard Insurance Company or 2nd Insurance Company in the world joining us and since we passed great economic crisis or other great events. Allianz can survive from those situations and move up to 1-2 level in the world. Having the Allianz as share capital amounts to 16.84% in the company is trying to strengthen up which management by them at Ayudhya Allianz CP General Insurance Co., Ltd. and at the same time when the company adjust the policy to be Holding Company by being shareholder in Life Insurance Company and Non-Life Insurance Company is also the largest shareholder more than 51% in AACP but from now on the company's plan has not been effective yet. I believe that the potential of the company with a strong financial structure, as The company has changed to a Holding Company with a capital of Allianz already has a stand at this point will enable the company to negotiate with insurance companies around the world and seeking Reinsurance Company is not difficult anymore, we can find out steady company but we still have to pay more. These things are greatly challenges and pressures to the Board of the company to earn money to pay the dividend yield to Shareholders of the Company have taken gradual steps by step. I don't hope flood occur if it happens, we have the potential to be adopted and move forward. The company must have encouragement to Reinsurance Company interested in our company as we do until now.

The Shareholder asked for that matter, as the company's funds **Overcapitalized** is that one insurer has a high a mutual fund that I can assure shareholders that the dividend has more than 10 year. The Chairman please explains how is the company's policy which will be highly advantages to the Shareholders.

The Chairman explained that this year has proven that even though the company had a loss, but we still have dividend payment to Shareholders. Let's see what's going on in next year how much we need to spend money for increasing the Capital of SAGI. However, we will try to spend as much time as possible, and the last 4-5 years ago was probably be an evidence of to the shareholders as sincerity from the committee to concerns of Shareholders first.

The Shareholder asked that as the chairman said that the funds of the company are now numerous enough to give a rough figure or not or How many funds are available in the company.

The Managing Director (Mr. Chusak Salee) clarified that if the financial statement before the end of the year there is funds in the amount of 5,400 million is as much as the chairman said. For the fund is the number for paying dividend is only in financial statements and, depending on the timing of the dividend.

The Shareholder asked about AACCP that the company bought the shares for joining Capital and please explains the details a little bit to the Shareholders.

The Chairman replied that if the Shareholders thought that buying the Capital would be more damage, it's not true because the company looks at the long run and also the balance of the company's business has been done already; for example, BT Insurance Co., Ltd or SAGI and asked for the President to explain to the shareholders.

The President (Mr. Rowan D'Arcy) explicated that buying BT Insurance Co., Ltd, the company has acquired the Assets of BT Insurance Co., Ltd along with an agreement Bancassurance which this Bancassurance is expanding route of the company by distributing products through CIMB Thai Bank C (PLC) (CIMB Thai) and subsidiaries of CIMB Thai Bank Public Co., Ltd, this agreement is 10 years. In the same way, the investment in AACCP is also having route for distributing products because AACCP has a lot of Agent and Broker.

The Shareholder asked about the company has changed the business to be holding and have an investment in 2 business types are Life Insurance companies and Non-Life Insurance companies. We are interested to invest in another business or not.

The Chairman clarified that the core business in investment is Life Insurance companies and Non-Life Insurance companies. If the company has a lot of funds left, the company might look for investment in the stock market. It is not investment by controlling or benefits but it is Portfolio Investor

that it depends on how much funds have left. The company look at the stock market but right now it's not a full invest but it might have because the stock market is another way which is the circuit is if the share falls and anyone has cash in hand might have more advantages to buy in cheap price. Nowadays, the company doesn't move the investment because the company has issues about SAGI by adding more funds for adding more conditions of the company , we have to keep this one.

The Shareholder asked that for Sri Ayudhya General Insurance (SAGI), the company bought all company.

The Chairman explained that the company bought then all by having shares in Sri Ayudhya General Public Co., Ltd about 99.99%

The Shareholder inquired that because of the license is at Sri Ayudhya Capital or not

The Chairman answered Sri Ayudhya Capital PCL is Head Company and SAGI is subsidiary

The Shareholder recommended that the license has value in order to sell which each license cost 100 million baht.

The Shareholder asked about Natural Disaster that nobody knows to protect in terms of Insurance. In case the company faced to this situation today 100%, next year it probably not happens but in the next 2-3 years, these situations happen again around 50%. How condition look like and how to deal with these issues.

The Chairman clarified that the company have prepared already and then we will expand the risk by doing some Insurance business. However, he would like to notice that Insurance is the business that the company expert and it's the first choice that we want to invest. If there is Insurance Company that need to merge, it will be our first consideration and we are ready to take money at the market to buy another company and also ask for the consult firm such as Maybank Kim Eng Securities (Thailand) Plc. if they find the good target, please tell the company. The first thing that the company have to consider if there are Non-Life Insurance Company want to join the shares, they can come to discuss. The company that we are look for not only in the list of the market because we are familiar with Insurance rather than that choice.

The Shareholder asked that these trends will be similar to the International Company that changes to be Insurance Company and then invest in other areas increased by in the way of capital or not.

The Chairman explained that the Company would not dare to compare and even that would not expand the business because of the shareholders may ask why the company does not take the risk.

The Shareholders do not asked or recommend in this agenda additionally.

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

The Meeting considers and votes for approve the balance sheet and Profit and Loss Account of the company in 2011 and end in December 31, 2011 which the Audit Committee agreed and the Auditor of the company had already checked and approved.

The Voting Results on the 3rd agenda are shown in below table;

Votes	Number of Votes (1 share = 1 vote)	The percentage of the total number of votes
Approval	144,818,872	99.99
Disapproval	-	-
Abstentions	3,000	0.00
Void Ballots	-	-
Total	144,821,872	100.00

Agenda 4 To consider of improvement in Profit Appropriation in 2011 and Acknowledgement of Interim Dividends Payment

The Secretary presented that from the operation of the company for the year ended December 31, 2011, the Audit Committee for approval. And Auditor of Deloitte Touche Tohmatsu Jaiyos Audit Co Ltd. The certified Auditor of the company had already checked and approved, it showed that the company's Net Profit is approximated at 295,809,515,00 baht (Two Hundred and Ninety-Five million and Eight Hundred and Nine Thousand and Five Hundred and Fifteen baht) if calculate profit per share is 1.18 baht. The company has a policy to pay dividend of not less than 60 percent of net profit after tax each year. The committee of the company considers the proposed allocation of profit for the year 2011 at the Annual General Meeting of Shareholders No.63 for consideration of approval as follow;

2011 Operating Results

Profit before Income Taxes	330,440,313.-baht
<u>Less</u> Income Tax	<u>34,630,798.-baht</u>
Net Profit	295,809,515.-baht
<u>Add</u> Inappropriate retained earning brought forward	<u>501,178,141.-baht</u>
Total Retain Earning	<u>796,987,656.- baht</u>
<u>Less</u> Interim Dividend of 0.50 baht per share for 250,000,000 shares paid to shareholders on September 16, 2011	<u>125,000,000.-baht</u>
Inappropriate retained earning for allocation	<u>671,987,656.- baht</u>

It is appropriated to make allocation and proposed for approval to the Ordinary Shareholders' Meeting of Shareholders No. 63 as follow:-

Dividend for the period in the second half of the year 2011 to the shareholders 250,000,000 share In approximately at 0.50 baht per share for the total amount	125,000,000.- baht
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Directors' remuneration		3,958,500.-baht
		(Deducted in the income statement and the approval of the shareholders No.62 about 4,410,000.-baht)
Statutory Reserve (Available 50 million baht)	-	baht
Other Reserves (Available 900 million baht)	-	baht
Allocation of retained earnings		<u>125,000,000.-baht</u>
Inappropriate retained earnings and carried forward		<u>546,987,656.-baht</u>

The Company considered the dividend for the results of the year 2011 to the shareholders at the price 1.00 baht per share in approximated at 84.51% of Net Profit which the company allocated the interim dividend for the results of the first 6 months (January-June) in 2011. In September 16, 2011 in per share at the price 0.50 baht which total is 125.0 million from Earning of company and the dividend after 6 months (July-December) in 2011, it will be paid to the eligible shareholders to get the dividend as the list. (Record Date). For the right to receive the dividends on Friday in March 30, 2012 at 0.50 per share so the total is 125,000,000. – Baht. As the dividend was paid after 6 months or in May 8th, 2012, the right to receive such dividend will become effective upon the approval of Shareholders the meeting before.

The Opinion of the Committee agreed to present to the meeting at Ordinary Shareholders' Meeting No.63 in order to consider the approval of Profit Dividend in 2011 and approved dividend payment for the result of the second half in 2011 to the Shareholders is estimate at 250,000,000 shares or 0.50 baht per share. If we add the Interim Dividend for the first half and end in June 30, 2011 which it have paid at the price 0.50 baht per share and include the dividend that the company paid from operate results in 2011 at the share price 1.00 baht or 84.51% of Net Profit in 2011 accordingly of the company 's restricted policy. The list of shareholders eligible for dividends (Record Date) on Friday, March 30, 2012 and compiled a list under section 225 of the Security Act and Stock Exchange to use Closing the Register of shareholders.(Closing Date) in April 2,2012 and due date of dividend payment in November 8, 2012. By the way, the right of getting the dividend depends on the approval if the shareholders' meeting.

The Secretary informed the Meeting if the Shareholders have any questions or suggestions regarding this matter. Board of Directors is happy to answer your questions and suggestions of the Shareholders.

The Shareholder suggested that this agenda is the dividend agenda is as the seal of approval because XD (The Stockholders are not entitled to receive dividends: Exclude Dividends) but actually XM (The Stockholder are not eligible to join in Shareholders' meeting: Exclude Meeting) supposed to have in the list of Shareholder and complete Shareholders' Meeting and then become XD for setting the dividend payment. In this case if the Shareholder is not approving the Shareholder who sells the share after XD occur damage. Thus, if the company have XD after approve in the day of meeting such as tomorrow or the day after tomorrow, the company require XD day for setting dividend payment which is probably better way. We suggested that in coming years, please use XM and complete the Shareholders' Meeting before and set which day is require XD because only the Shareholders have to approve. Otherwise, it causes damage for sure if not approve the Shareholder after XD.

The Chairman said Thank you to the Shareholders and clarified that this suggestion is supposed to suggest at the stock market in Thailand because it will be Stock Market Policy. However, one thing that the shareholder is probably disregard is every time there is announcement of this topic that the company noticed the eligible of getting dividend will effect when the Shareholders' Meeting approved first which is obligate provision if the Shareholder want to change or the Shareholder's meeting want to change something , they can do it. If the Shareholder who sold shares before without realize about this provision is probably cause damage. For the General traditional of the company in Stock Exchange also has to pay that cost. Therefore, the rules must come from the Stock Exchange will notice all companies have to do as the Shareholder recommend which is an advantages and good point of view but the company have to abide by Code of ethnic of the Stock Exchange and almost companies.

The Shareholder added that in nowadays big companies such as Siam Cement PCL., we not talk about almost small company. Now there is a way to change this out. These are the suggestion because stock falls on the XD day at 0.50-1.00 baht.

The Chairman replied that this is creative thinking and he think it should be sent to the Stock Exchange for learning policy and tradition and rules to let the Shareholder have more consideration in these issues rather than approve dividend payment by following the Committee ‘s approval which is the advantages comment. The company is happy to listen and forward to the Stock Exchange.

The Shareholder does not have any additional suggestions in this matter.

The matter was proposes to the meeting for consideration and voting.

The Meeting considered and approved the allocation of income in 2011 to pay out interim dividends and approve the payment of dividend for the accounting period of the second half of 2011 to the Shareholders at 250,000,000 shares in or 0.50 baht per share. When we combine with the Interim Dividend at the first half and end in June 30th , 2011 which have paid at the price 0.50 per share include dividend that the company paid from operate results in 2554 at the price 1.00 baht or 84.51% of Net Profit in 2011 accordingly the policy of the company. Therefore, the list of Shareholders eligible for dividends (Record Date) in March 30th, 2011 and The list compiled under Section 225 of the Stocks and Securities Exchange by to use Closing the Register of Shareholders.(Closing Date) on Monday in April 2,2012 and require due date in May 8th , 2012 .

The voting results on the 4th agenda are shown in below table;

Votes	Number of votes (1 share = 1 vote)	The percentage of the total number of votes
Approval	146,480,472	100.00
Disapproval	-	-
Abstentions	-	-
Void Ballot	-	-
Total	146,480,472	100.00

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

The Secretary represented that the company’s Committee in nowadays who registered with Department of Business Development, Ministry of Commerce around 11 people and in 2012 the committee is due to retire by rotation at Annual General Shareholders Meeting No.63 around 4 people as namely;

1. Messrs. Surachai Prukbamroong (Independent Director)
2. Messrs. Rowan D’Arcy (Executive Director)
3. Messrs. Metha Suvanasarn (Independent Director)
4. Messrs. Savang Tongsmutra (Independent Director)

Nomination and Remuneration Committee does process of recruitment to nominate directors by realize those who qualified under the law according to related regulations. The acknowledge, ability, and experience of these 4 people including an operation in the committee position as always and proposed the Board of Directors regarding the election of committee of the company due to retire by rotation back into the company’s directors for another term.

The proposal to the Ordinary 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.

The companies have an opportunity for shareholders to nominate candidates who are qualified for consideration of election as directors of the company in accordance with the condition which displayed on the company website between December 1st,2011-January 31st 2012 and the company has released such information through the news of the Stock Exchange of Thailand. It appears that no shareholder shall present a written list to be elected as directors of the company.

The Board of Director’s Opinion: The Board of Director who are related aren’t join the consideration to agree the proposal of Nomination and Remuneration Committee that it should be presented in Ordinary Shareholders’ Meeting No.63 for election of Directors 4 people namely: Messrs. Surachai Prukbamroong (Independent Director), Messrs. Rowan D’Arcy (Executive Director), Messrs. Metha Suvanasarn (Independent Director), and Messrs. Savang Tongsmutra (Independent Director)to re-election for another terms.

The Secretary informed the meeting if the shareholders have any questions or suggestions regarding this matter. Board of Directors is happy to answer your questions and suggestions of the shareholders but in the agenda don't have any shareholders asked or suggest anything.

The matter was proposes to the meeting for consideration and voting.

To vote of proposal at the meeting namely: Messrs. Surachai Prukbamroong (Independent Director), Messrs. Rowan D'Arcy (Executive Director), Messrs. Metha Suvanasarn (Independent Director), and Messrs. Savang Tongsmutra (Independent Director) to re-elect 4 directors another term.

The voting results on the 5th 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. Surachai Prukbamroong (Independent Director)		
(1) Approval	146,480,472	100.00
(2) Disapproval	-	-
(3) Abstentions	-	-
(4) Void Ballots	-	-
Total	146,480,472	100.00
2.Messrs.Rowan D'Arcy (Executive Director)		
(1) Approval	146,480,472	100.00
(2) Disapproval	-	-
(3) Abstention	-	-
(4) Void Ballots	-	-
Total	146,480,472	100.00
3. Messrs. Metha Suvanasarn (Independent Director)		
(5) Approval	146,480,472	100.00
(6) Disapproval	-	-
(7) Abstentions	-	-
(8) Void Ballots	-	-
Total	146,480,472	100.00
4.Messrs.Savang Tongsmutra (Independent Director)		
(5) Approval	146,480,472	100.00
(6) Disapproval	-	-
(7) Abstention	-	-
(8) Void Ballots	-	-
Total	146,480,472	100.00

Agenda 6 To consider Approval of the Remuneration Committee

The Secretary presented according to the Ordinary Shareholders' Meeting held on 62 April 20, 2011, has approved the compensation. Paid to directors are as follows.

1. Committee Transportation Payment

- (1) Chairman of the Board 40,000 baht per month
- (2) Chairman of the Audit Committee and Chairman of the Nomination and Remuneration 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 be effective since January 1st 2011 onwards.

2. Committee Pension

Committee Pension requires to all directors by aggregation per year. 4.41 billion by cutting the cost of the Company 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.

In 2012, the Remuneration and Compensation 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 Ordinary Shareholders' Meeting in order to consider the Compensation of the Committee is consist of Compensation of Directors and Pension funds are the same rate as the approval in The Ordinary Shareholders' Meeting No.62 in April 20th, 2011.

1. Compensation of the Committee

- (1) Chairman of the Board 40,000 baht per month
- (2) Chairman of the Audit Committee and Chairman of the Nomination and Remuneration 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 be effective since January 1st 2012 onwards

2. Pension Funds

Pension Funds requires to all directors by aggregation per year. 4.41 billion By cutting the cost of the Company 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.

The Board of Directors' Opinion: Agreed to propose to the Annual General Shareholders' Meeting No.63 to approve Remuneration of Directors as the Committee by the Board of Directors and the Remuneration offered which include Compensation and Pension Funds of Directors to use the same rate as approval in the Ordinary Shareholders' Meeting No.62 by deduct the expense of the company. It will be effective in January 1st, 2012 onwards and still remain this Compensation cost forever until the Board has requested and received approval from the Shareholders to change into something else.

The Secretary informed the meeting if the shareholders have any questions or suggestions regarding this matter. Board of Directors is happy to answer your questions and suggestions of the Shareholders but in the agenda don't have any Shareholders asked or suggest anything.

The matter was proposes to the meeting for consideration and voting.

The Meeting approved the Compensation which includes Remuneration of Directors and the Pension Committee as the committee asked the proposal above by cut the cost of the company until the Shareholders' meeting has approved the change into something else.

The voting results on the 6th agenda are shown in below table;

Votes	Number of Votes (1 share = 1 vote)	The percentage of the total number of votes
Approval	146,480,472	100.00
Disapproval	-	-
Abstentions	-	-
Voided Ballot	-	-
Total	146,480,472	100.00

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

At The Ordinary Shareholders' Meeting No.62 in April 20th 2011 to appoint Mr. Niti Jungnitnirundr-Certified Public Accountant License No. 3809 and / or Mrs. Nuchalee Boonyakarnkul Certified Auditor License No. 3126 and / or Mr.Permsak Wongpatcharakorn Certified Public Accountant License No. 3427 from Deloitte Touche Thomatsu Jaiyos Company Limited to become the Company Auditor in 2011 which would be calculated according to the actual payment.

1. The annual Audit fee	1,145,000.00	baht
2. Quarterly review of Financial Statement per quarter	450,000.00	baht
3. Audit of consolidated financial Statement	140,000.00	baht
4. The Annual data processing computer fee	145,000,00	baht
5. Special report from Registrar Announcement of OIC	190,000,00	baht
6. Quarterly financial statements Audit fee (Including the third quarter)	240,000.00	baht
7. Audit of Risk-Based Capital report For year end	180,000,00	baht
8. Risk-Based Capital Audit fee for 3 rd quarter	150,000,00	baht

The total audit fee in 2011 is about 2,640,000, 00 baht. Thus, there are the cost of the audit and the quarterly financial statements, such as transportation allowances, overtime, insurance, etc. which calculated from real cost (if any).

For the period of Annual account in 2012, Mr. Niti Jungnitnirundr – Certified Public Accountant License No. 3809 and/or Dr.Suphamit Techamontrikul –Certified Public Accountant License No. 3356and/or Mr. Permsak Wongpatcharakorn – Certified Public Accountant License No.3427 from Deloitte Touche Thomatsu Jaiyos Company Limited are glad to be the candidate of Auditor Election and when we discussed with Audit committee of the company which Auditor agreed to propose Audit fee in period of the company and also total Financial Statement in 2012 by December 31st 2012 about 1,610,000.00 baht according to the comparison in 2012 which are summarized below.

(Unit: Baht)

	2012	2011	Amount Increase/(Decrease)	%
1) Audit of the statutory financial statements	500,000	1,145,000	(645,000)	-57.11
2) Review of interim Financial statement @ 120,000	360,000	450,000	(90,000)	-20.00
3) Audit of consolidated financial statement	300,000	140,000	(145,000)	114.28
4) Audit of General Computer Control	0	145,000	(145,000)	-100.00
5) Agreed upon procedures for preparing special report for the Registrar of the Office of Insurance Commission	0	190,000	(190,000)	-100.00
6) Review of consolidated financial statement @ 150,000 baht	450,000	240,000	210,000	87.50

	2012	2011	Amount Increase/(Decrease)	%
7) Audit of Risk-Based Capital report for year end	0	180,000	(180,000)	-100.00
8) Review of Risk-Based Capital report for Q3 only	0	150,000	(150,000)	-100.00
Total	1,610,000	2,640,000	(885,000)	33.52

The audit fee for the year 2012 amounted to baht 1,610,000.- 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)

The Board considered for approval the appointment of those Auditors above. The Board agreed that those Auditors above are qualified as the Securities and Exchange Commission requirement which its appropriate propose the Ordinary Shareholders' Meeting No.63 to appoint Mr.Niti Jungnitnirundr and/Or Dr.Suphamit Techamontrikul and/or Mr.Permsak Wongpatcharapakorn of Deloitte Touche Tohmatsu Jaiyos Auditor Company Limited to become the company Auditors for the year 2012, effective from January 1st, 2012 with the Audit Fee of baht 1,610,000.- excluded any other expenses incurred according to the actual payment.

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

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

1. Mr. Niti Jungnitnirundr CPA No.3809, became the company Auditor duration 4 years (2008-2011)
2. Dr.Suphamit Techamontrikul CPA. No. 3356, became the company Auditor duration 1 year (1999)
3. Mr.Permsak Wongpatcharapakorn CPA No. 3427*

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

The Secretary informed the meeting if the Shareholders have any questions or suggestions regarding this matter. Board of Directors is happy to answer your questions and suggestions of the Shareholders but in the agenda don't have any Shareholders asked or suggest anything.

The matter was proposes to the meeting for consideration and voting.

The Meeting considered and approved to appoint Mr.Niti Jungnitnirundr and/Or Dr.Suphamit Techamontrikul and/or Mr.Permsak Wongpatcharapakorn of Deloitte Touche Tohmatsu Jaiyos Audit Company Limited to become the company Auditors for the year 2012, effective from January 1st, 2012 with the Audit Fee of baht 1,610,000.- excluded any other expenses incurred according to the actual payment.

The voting results on the 7th agenda are shown in below table;

Votes	Number of Votes (1 share = 1 vote)	The percentage of the total number of votes
Approval	146,480,472	100.00
Disapproval	-	-
Abstention	-	-
Voided Ballot	-	-
Total	146,480,472	100.00

Agenda 8 To consider and approve the acquisition of shares in Ayudhya Allianz C.P. Life Public Company Limited (“AAP”) from Bank of Ayudhya Public Company Limited (“BAY”)

The Secretary proposed that the following the successful conversion of the Company from a non-life insurance company to be an investment holding company in accordance with the Company's Business Integration Plan which was approved by the Annual General Meeting of Shareholders of the Company No. 61

held on 20 April 2010 and subsequently by the Office of Insurance Commission, the Company has plan to position itself as an “insurance holding company” with a more diversified investment portfolio in both non-life and life insurance sectors. Accordingly, the Company had successfully acquired 17,265,108 shares, representing 5.85% of the total issued shares of AACP from the Charoen Pokphand Group on 18 January 2012 leading the Company to hold at present 34,428,086 shares, representing 11.67% of the total issued shares of AACP.

Subsequently, the Company has reached an agreement with BAY for an acquisition of 25,072,194 shares, representing 8.50% of the total issued shares of AACP at the price of Baht 30 per share, totaling Baht 752,165,820 as detailed in the Share Sale Agreement between BAY and the Company. However, the completion of the proposed acquisition is conditional upon satisfaction of the following conditions precedent:

(i) BAY having obtained the necessary approval from its Board of Directors’ Meeting and the Bank of Thailand; and

(ii) The Company having obtained an approval from its shareholders’ meeting in respect of the proposed acquisition.

The proposed acquisition is considered as a connected transaction relating to assets or service having a size of 14.09%, which is higher than 3% of the Net Tangible Assets of the Company and its subsidiary of 5,338.63 Million Baht as indicated in the 9-month consolidated reviewed Financial Statements of the Company as at 30 September 2011 pursuant to the Notification of the Capital Market Supervisory Board No. Tor.Jor. 21/2551 entitled Rules on Connected Transactions, and the Notification of the Board of Governor of the Stock Exchange of Thailand (the “SET”) entitled Disclosure of Information and Act of Listed Company Concerning the Connected Transactions, 2003 (the “Connected Transaction Regulations”). Therefore, the Company is obliged to prepare and disclose the relevant information memorandum to the SET and obtains an approval from the shareholder’s meeting with favorable votes of not less than three fourths of the total votes of the shareholders attending the meeting and is eligible to vote. In this regard, BAY, Bangkok Broadcasting and Television Company Limited, BBTV Equity Company Limited, The Great Fortune Equity Company Limited, Mr.Krit Rattanakorn Miss Sudthida Rattanakorn and Mrs. Sasithorn Rattanakorn as shareholders having an interest shall abstain from voting in respect of this agenda at the general meeting of the shareholders pursuant to the Connected Transaction Regulations.

In addition, when calculating the aggregate value of this transaction, together with the recent acquisition by the Company of 17,265,108 shares, representing 5.85% of the total issued shares of AACP from the Charoen Pokphand Group on January 19th, 2012, (the details of which were disclosed to the SET as per the Company’s letter Ref. No. Gor.Mor./12/006), the size of such acquisition equals to 27.88% which is the highest value when calculating based on the net profit of the assets acquired compared with consolidated net profit of the Company and its subsidiary (and therefore is categorized as Class 2 Transaction pursuant to the Notification of the Capital Market Supervisory Board No. Tor.Jor. 20/2551 entitled Rules on Entering into Material Transactions Deemed as Acquisition or Disposition of Assets and the Notification of Governor of the Stock Exchange of Thailand entitled Disclosure of Information and Other Acts of the Listed Company Concerning the Acquisition or Disposition of Assets, 2004 (the “**Major Transaction Regulations**”).

Therefore, the Company is obliged to prepare and disclose the relevant information memorandum to the SET and to the Company’s shareholders within 21 days from the date on which the disclosure was made to the SET. Nevertheless, since the Company will convene the Annual General Meeting of Shareholders No. 63 on 30 April 2012 to approve the entering into such transaction by the Company and dispatch the invitation to the Annual General Meeting of Shareholders to the shareholders on 12 April 2012, the Company therefore enclosed the Information Memorandum regarding Acquisition of Assets and Connected Transaction of Sri Ayudhya Capital Public Company Limited as detailed in the Enclosure No. [1] to the shareholders along with this invitation to the Annual General Meeting of Shareholders in order not to waste of time and save money in operation and prevent confusion of the shareholders of the company, however, in calculating the size of the transaction and the acquisition of assets of the company in this time, the company has calculated the figures based on the consolidated financial statements at the first of 9-month period of the company and also AACP was passed the review in September 30th, 2011. However, AACP have not prepared financial statements which have been audited at the year end in December 31st, 2011.

However, when determining the size of the transaction based on the 2011 consolidated audited financial statements of the Company for the period ending on December 31st, 2011 by comparing to the 2011 unaudited management accounts of AACP for the period ending on December, 31st,2011, the transaction remains categorized as Class 2 transaction as presently the case.

By virtue of the Connected Transaction Regulations and the Major Transaction Regulations, the fairness opinion in relation to this transaction was prepared by Maybank Kim Eng Securities (Thailand) Public Company Limited as an independent financial advisor of the Company and was attached herewith as the Enclosure No. [2].

The Board of Directors' Opinion: Upon due consideration, the Board of Directors [(Mr. Veraphan Teepsuwan, Mr.Viroj Srethapramotaya and Mr. Surachai Prukbamrong who were considered having an interest in this transaction were not present in the meeting at the time of casting the vote and abstained from voting in this agenda)] have considered appropriate to present the Annual General Meeting of Shareholders No.63 and deemed it appropriate to propose the acquisition of 25,072,194 shares, representing 8.50% of the total issued shares of AACP from BAY at the price of Baht 30 per share, totaling Baht 752,165,820 pursuant to the Share Sale Agreement between BAY and the Company and the authorization to the President & Chief Executive Officer and/or the Managing Director of the Company or the person appointed by the President & Chief Executive Officer and/or the Managing Director of the Company with full power and authority to negotiate and execute any agreement or documents required for the acquisition of AACP shares from BAY as well as to do or cause to be done all acts and matters in connection with the acquisition of AACP shares from BAY to the Annual General Meeting of the shareholders for approval.

The Shareholders asked that from the report of the Independent Consultant opinion in share purchasing this time do not buy cheap or buy in the market generally. However, the purchase price of 30 baht if we compare the role model such as Bangkok Life Insurance Company (BLA) and the Siam Commercial Insurance (SCBLIFE) and they will be different in terms of purchasing this time is Swap share which BAY is shareholder and the company hold AACP share. This method is Swap share but it's a good cooperation which nowadays Life Insurance. If the company purchase this one and then cooperation of BAY might be less which nowadays BAY is Life Insurance and Non-Life Insurance, if the company doesn't sell via bank, we cannot bring example like BLA and SCBLIFE compare each other because the growth rate is slow down if the seller is not BAY. In this case, we have to ask BAY if they want to be shareholder of the company. If it has holding less, it might have less cooperation also. We might change Sri Ayudhya Insurance because of less cooperation. In the other hand, the company sold Bancassurance via BAY and CIMB Thai PCL. (CIMB Thai) if we use this DUE to be example of BLA and SCBLIFE compare with the company, it might be more expensive. He doesn't know what opinion of committee and which director of the Insurance go and sell via agent or not and get participation with BAY by selling via Bancassurance or not.

The Managing Director (Mr.Chusak Salee) clarified that the company have agreement with BAY and the profit that BAY get is around 20% for AACP Insurance and have Bancassurance agreement at BAY, it means the possibility in the future of BAY might not give their business but this depends on the service prices (Pricing), which AACP has done business with BAY for a long time and Bay had a lot of dedication. On the other hand, services are not less than each other if we look at BAY side. AACP, but this is the life insurance business of BAY is not the same as the contract CIMB Thai which is monopoly. At present, AACP is main business from BAY which a part of AACP is about 20% in terms of long terms business. If we can do, BAY will act as a major Broker for life insurance upon returning to the necessity of why companies need to buy life insurance because it usually occur Earthquake in Phuket and something might happen in the future with Non-Life Insurance. Those things are out of control of the company. When the casualty is the damage occurred. The company will have revenues of companies such as income. If it was not broken up, both have helped make the company more profitable and distribution is considered.

The Shareholder asked Direction of the life insurance company may be in the nature of the agent. It is required by the banks is not exclusive to any company or not.

The Managing Director (Mr.Chusak Salee) explained that in terms of company do business everyway. He would not say that this year we will do just this. Actually, the company will do everything as much as possible to get more profit. In the contrary, sometimes the company has the way to do but the company will choose the best one which BAY is another choice right now and it is useful which the company operate in there but we are dedicated just agency. Actually, AACCP tried to dedicate in every way to increase the profit without separate BAY people or agency.

The Shareholder asked that from the examples above about purchase more shares in part of Life Insurance, which the company will be in Non-Life Insurance. Whereas, Life-Insurance will be a part of Allianz C.P. Insurance which this increasing still get only 20% so how the company plan to increase the life insurance business.

The Chairman said it's not about shares purchasing from BAY, the company's policy is 2 businesses which in nowadays we have the insurance company is SAGI and the one that shareholders mentioned is AACCP.

If shareholders approve, the company also holds shares about 20% but the company did not stop just this but we are continuing negotiations. Our Goal is 51%, but still can not tell whether successful or not. The goal of the two businesses and two businesses are trying to Controlling Interest of both life insurance and non-life insurance. The Company has already assigned Independent Financial Adviser will be notified that if the insurance company where the company needs to let the merger consideration. The company was prepared to follow these guidelines.

The Shareholder asked that as the chairman talked about a part of the insurance. How life insurance business increases the proportion of venture capital.

The Chairman clarified that The Company has planned that shareholders has seen its core business in Non-Life Insurance; whereas, Life- insurance we do not have. The company is gradually increasing but for increasing to 51% of the 2 businesses in practicing. How the company practice and can the company have successful of management, as discussed above. The Allianz Group companies have integrated into a more central role. Then, the company has a major Insurance company and a major shareholder in the company including Life Insurance and Non Life Insurance. Therefore, the shareholders must not worry and feel good to know that the shareholders of the company's stable. If shareholders want to know the commitment (Commit) of Allianz, please ask the management team how Allianz have commitment to the company.

The Committee (Mr. Andreas Johann Wilhelm) the director of Allianz concluded that Allianz in nowadays hold shares about 16.84%. Normally, if Allianz is shareholder of any company, we will use our experience and expertise in business operations of Allianz to transfer the operations of Allianz and to develop business of the company to move forward.

The Chairman gave the additional comment in the fact that the company has capable staff closely in operation to support with Managing Director (Mr.Chusak Salee) and strong management team and he believe that SAGI will go long way indeed.

The Shareholder asked that Prior to the liberalization of the insurance. How the company expect the insurance business.

The Chairman explained that a big company for example; Bangkok Life Assurance PCL. And SCB Life Assurance to navigate and offers a market that has great potential. The company is moving along. I can not promise that it is possible or not. The two companies are big in this field. The company is believed to be high indeed.

The Shareholder queried about the first issue, Allianz hold AACCP shares since long time ago but growth rate of AACCP didn't higher than the overall market will build confidence, how to hold the life insurance company that will make the company more than the market growth. The second issue is Allianz really want to share investment with the company which still have 24.99% in AACCP is Additional Swap of the company and we also have shareholder in AACCP around 20% so the Ratio will increase. Is that possible or not.

The Chairman explained that it is possible to be both, because Allianz is committed to both the insurance. I think it will take two subsidiaries to move forward and he thought that the nature of multinational company if they invest somewhere is not good because they will change the Board and they have to try their best. Therefore, the shareholders please are patient to wait for next 2 year, if it doesn't get better, the shareholder can tell the chairman that the chairman in last 2 year gave us hope but it doesn't get better so we have to cooperate with Allianz and we have to try our best.

The Shareholder asked about Life Insurance, it appeared that many Commercial Bank included Life Insurance and Non-Life Insurance Company but why negotiation of the company following the chairman negotiated with BAY, Please tell me briefly what is useful, because many companies have their own Insurance Company and BAY sold AACP shares to the company not too expensive. What advantage that BAY got from selling AACP shares to us except receiving cash.

The Managing Director(Mr.Chusak Salee) Clarified that it is a question many people ask if they do well why BAY want to sell but we can see that they holds just 8.5%, and there are also restrictions on holding this stock. Besides, the company needs this share to increase the company's Ratio so that's why it happens which consists of 2 issues are the first issue has limit of the shareholders by the rules of the Bank of Thailand and the second issue is the company needs to increase the Ratio of being this shareholder. Actually, we can buy anywhere to increase the Ratio so BAY sold this share to the company but BAY still be the shareholder of the company which being Company's directly not got less advantage.

The Chairman added that BAY is actually being pressured from Bank of Thailand that they should withdrawal of shares in Insurance Company by pressured them to increase Reserve Requirement which BAY is also afraid of shares of Insurance Company might have effect from the flood and then they have to set Reserve Requirement with BAY Fund. For this condition doesn't use for BAY but also for other Commercial Bank but right now nobody feel that but in next several years, they might think about being shareholder of Life Insurance Company and Non-Life Insurance Company will effect to Reserve Requirement of investment and many Ratios of the bank which should not be their shareholder. They may be made of Contract, Marketing or Call Contract only. According to Mr. Chusak Salee information that soon BAY may sell Insurance also but it doesn't mean that BAY wants to sell Non-Life Insurance also but Bank of Thailand wants them to decrease the Ratio of shareholder. The question of shareholder is we have Bank so the company operates better because we still are shareholder but actually it is not because Bank has to look at in terms of profit / fee about more or less that Bank gets from Bancassurance and Bank believe that the main line of Insurance are more representative than The Bancassurance. Right now Bancassurance is noticeable in the market and found a good channel but soon it will have more competition so it may not good forever and have exact change. In fact, it depends on the Director of Life Insurance Company how to find out other channel. Even though Bancassurance in nowadays is good but it doesn't mean Bancassurance in the next year will be good forever. The good thing is the difference between products that gives more advantages to the Policy Holder or Courage to accept more risk. He confirmed that the period 2-3 years, the product will be more conservative which from the past to the present it also has a check guarantee product. He believed that the next 2-3 years the product is no longer guaranteed. This development will be expected so it makes more competition. Depending on how many channels they sell and we hope that the AACP is a channel that is sustainable and the representative of the Bancassurance, Marketing, and other channels as we can see. Nowadays, we accept that the company cannot fight other company so we have to dismiss but we have to try our best.

It appears that in this matter without holding any further inquiries or suggestions whatsoever.

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

The Meeting considers and votes with more than three-fourth of all shareholders who attended the meeting and have a right to vote regarding to approval on revising company rules and regulations buy shares about 25,072,194 shares or 8.50% of all shares sold of AACP from BAY at the price 30 baht per share as a total 752,165,820 baht. Bank of Ayudhya PCL., Bangkok Broadcasting and TV .Co.,Ltd., BBTV Equity Co.,Ltd., The Great Fortune Equity Company Limited., Mr. Krit Rattanak, Ms. Sudhida Rattanak, and Mrs. Sasithorn Rattanak , the shareholders who have any interest in such matters not vote in this agenda and authorize the Company to authorize the Chief Executive Officer and / or Managing Director or the Chief Executive Officer. And / or Managing Director shall have the authority to negotiate and sign contracts and other documents that are necessary to buy shares of AACP from BAY and any operations that related to share purchasing AACP from BAY as proposed.

The Voting Results on the 8th agenda are shown in below table;

Votes	Number of votes (1 share = 1 vote)	The percentage of the total number of votes
Approval	163,896,005	100.00
Disapproval	-	-
Abstention	-	-
Void Ballots	-	-
Total	163,896,005	100.00

Agenda 9 To consider other matters (if any);

The Chairman informed the meeting that if the shareholders to ask questions, or suggestions, Committee happy to answer your questions and suggestions of the shareholders.

There were no questions or share any additional suggestions in this matter.

(The Ordinary Shareholders' Meeting No. 63 on April 30, 2012 shareholders attended, and gradually meeting with himself and appoint a proxy to attend the meeting instead of the 163 total number of shares was 146,480,472 shares or 58.59 percent of the shares sold. In agenda 5, upon register the company meeting distributes ballots for the shareholders and upon agenda 5 was consideration and election directors who retire by rotation. The company has collected from all both approval, disapprove and abstention from all of the shareholders attending the meeting and a separate ballot shall be given to each director in the duty of officer of the company, Depository for Securities (Thailand) Co., Ltd. (TSD) who is a registered shareholder at the meeting and who voted for the resolution of the shareholders of each term.

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 16.15 pm

-Veraphan Teepsuwan-

(Mr.Veraphan Teepsuwan)
Chairman

-Jiratcha Ruplek-

(Ms. Jiratcha Ruplek)
Minute Recorder


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

To acknowledge the Annual Report of the Board of Directors

The Annual Report of the Board of Directors are report of the Operating results of the Company for the year 2012 which is published by messages from the Chairman into the 2012 Annual Report as the Company delivered in CD-ROM to the Shareholders along with the Notice of the date of the General Shareholders' Meeting No.64.

The Board of Directors considered and approved to propose at the General Shareholders' Meeting No.64 in order to acknowledge report of the Operating results and various information of the Company for the year 2012.

To consider and approve the Statement of the Financial Position at December 31,2012, Statement of Comprehensive Income, Statement of Changes in Owner's Equity and Statement of Cash Flow for the year 2012

The Financial Position at December 31,2012, Statement of Comprehensive Income, Statement of Changes in Owner's Equity and Statement of Cash Flow for the year 2012 which the Directors approved and Auditors of the Company has already reviewed and endorsed. It was in the 2012 Annual Report, which delivered to Shareholders together with the Notice of the date of the General Shareholders' Meeting No.64.

The Board of Directors considered and agreed to propose to the General Shareholders' Meeting No.64 for consideration and approval The Financial Position at December 31,2012, Statement of Comprehensive Income, Statement of Changes in Owner's Equity and Statement of Cash Flow for the year 2012 which the Directors approved and Auditors of the Company has already reviewed and endorsed.

To consider and approve of Profit Allocation for the year 2012 and acknowledge of Dividend payment

From the operation of the company for the year ended December 31st, 2012, 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 94,942,062 baht or calculate Profit per share 0.38 baht and Separate Financial Statements of the company's Net Profit is approximated at 153,148,806.00 baht (One hundred and fifty-three million, one hundred and forty-eight thousand, eight hundred and six baht only) if calculate profit per share is 0.61 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 2012 at the General Meeting of Shareholders No.64 for consideration of approval as follow;

2012 Operating Results

Profit before Income Taxes	172,915,321.-baht
Deduct Income Tax	<u>19,766,515.-baht</u>
Remaining Net Profit	153,148,806.-baht
Transfer Capital surplus of changes in value of investment	<u>19,756,095.-baht</u>
Plus Retained Earning that remained from allocation last year	546,987,656.- baht
Inappropriate retained earning for allocation	<u>719,892,557.- baht</u>

It is appropriated to make allocation and proposed for approval to the General Shareholders' Meeting of Shareholders No. 64 as follow:-

Dividend for the Operating results of the year 2012 to the shareholders	250,000,000 shares
In approximately at 0.38 baht per share for the total amount	95,000,000.- baht
Balance Profit carried forward to the next period	3,959,000.-baht
	(Deducted in the Income Statement and the approval of the shareholders No.64 about 4,410,000.-baht)
Statutory Reserve (Available 50 million baht)	- baht
Other Reserves (Available 900 million baht)	- baht
Allocation of retained earnings	<u>95,000,000.-baht</u>
Inappropriate retained earnings and carried forward to the next period	<u>624,892,557.-baht</u>

The Company considered the dividend for the results of the year 2012 to the shareholders at the price 0.38 baht per share in approximated at 62.03% of Net Profit and Retained Earning of the Company as TAX basis are as follows.-

1. In case of person who gets Dividend and Tax Credit by paying from Business Profit of the Corporate Income Tax rate is as follows.-

1.1 The total to paid at the rate of 30 percent of the Net Profit is 0.13 Baht per share

1.2 The total to paid at the rate of 23 percent of the Net Profit is 0.12 Baht per share

2. In case of person who gets Dividend without Tax Credit due to payment from Dividend or money from Profit Sharing that is exempted by not have to calculate as Income for the Corporate Income Tax at rate of 0.13 Baht per share.

In addition, it will be paid to the Shareholders who are entitled to receive Dividends on Record Date for receiving Dividends on Friday, March 15th, 2013, if calculate Profit per Share is 0.38 baht at the total amount 95,000,000.- baht by determining of Dividend payment on Thursday, May 2,2013. However, the right to receiving this Dividends will become effective upon the approval of Shareholders the meeting before.

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

Details of Dividend payment	2012	2011	2010
1.Net Profit (Million baht)	153,148,806	295,809,515	320,277,119
2.Number of shares			
2.1 number of shares are paid for Interim Dividend	-	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)	0.38	1.00	1.20
3.1 Interim Dividend (Baht: share)	-	0.50	0.50
3.2 Annual Dividend (Baht: share)	0.38	0.50	0.50
3.3 Additional special Dividend (Baht: share)	-	-	0.20
4. Total of Dividend payment	95,000,000	250,000,000	300,000,000.00
5. Calculate as a percentage (%) of Net Profit	62.03	84.51	93.67

*****Remark the Consolidated Financial Statements of the Company for the year 2012 has Net Profit about 94.94 million baht or calculate as Net Profit 0.38 baht per share.**

The Board of Directors considered and approved that it should be proposed to the General Shareholders' Meeting No.64 for consideration and approve of Profit Allocation for the year 2012 to the Shareholders about 250,000,000 shares in share rate 0.38 baht or about 95,000,000.00 baht or 62.03 of 2012 Net Profit in accordance with Dividend payment policy that the Company required. However, determination of Shareholders' list who have right to receive Dividends (Record Date) on Friday, March 15th, 2013 and gather the names list as Section 225 of Securities and Exchange Act by using closing registered book (Closing Date) on Friday, March 18th, 2013 and determine of Dividend payment on Thursday, May 2nd, 2013. **In addition, the right to receive Dividends will become effective upon the approval of Shareholders the meeting before.**

To consider and elect Directors as replacement for Directors retiring by rotation

According to the company's Articles of Association No. 19, which is in accordance with the Public Limited Companies Act B.E. 2535, required that

“At every Annual General Shareholders' Meeting, one third of the directors shall retire. If the number of directors is not a multiple of three, the number of directors closest to one third shall retire

After this regulation become effective, retirement from the position of the Board of Directors as paragraph 1 in the First and Second year use a random drawing and the following years should let a Director who is the longest of this position retire.

A Director who retired under this agenda may be re-elected”

At present, the Board of Directors of the Company who registered with Department of Business Development have consists of 11 persons, namely;

Non-Executive Director

- | | |
|-------------------------------|--|
| 1. Mr. Veraphan Teepsuwan | (Chairman) |
| 2. Mr. Adisorn Tantianankul | (Director) |
| 3. Mr. Virojn Srethapramotaya | (Director) |
| 4. Mr. Andreas Johann Wilhelm | (Director/member of Nomination and Remuneration Committee) |

Executive Director

- | | |
|-------------------------|-------------------------------|
| 5. Mr. Rowan D'Arcy | (President & CEO) |
| 6. Mr. Chusak Salee | (Managing Director) |
| 7. Mr. Laksna Thongthai | (Assistant Managing Director) |

Independent Director

- | | |
|-------------------------------|---|
| 8. Mr. Surachai Prukbamroong | (Chairman of Audit Committee) |
| 9. Mr. Metha Suvanasarn | (Member of Audit Committee/Chairman of Nomination and Remuneration Committee) |
| 10. Mr. Vichit Kornvittyakoon | (Member of Audit Committee/ Chairman of Compliance Committee) |
| 11. Mr. Suwat Suksongkroh | (Independent Director) |

At the Shareholders Meeting No. 64, the directors who had to retire in this term were 4 persons namely:-

- | | |
|------------------------------|--------------------------|
| 1 Mr. Veraphan Teepsuwan | (Non-Executive Director) |
| 2 Mr. Andreas Johann Wilhelm | (Non-Executive Director) |
| 3 Mr. Adisorn Tantianankul | (Non-Executive Director) |
| 4 Mr. Chusak Salee | (Executive Director) |

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

Nomination and Remuneration Committee does process of recruitment to nominate directors by realize those who qualified under the law according to related regulations. The acknowledge, ability, and experience of these 4 people including an operation in the committee position as always and proposed the Board of Directors for consideration of proposing at the General Shareholders' Meeting in election of the Board of Directors due to retire by rotation turn back into the company's directors for another term 3 persons namely; Mr. Veraphan Teepsuwan (Non-Executive Director), Mr. Andreas Johann Wilhelm (Non-Executive Director), Mr. Chusak Salee (Executive Director).

In addition, the Nomination and Remuneration Committee has proposed to the Board of Directors for consideration and proposing name of the name of Miss Nopporn Tirawatthanakul who has as appropriate qualification and have experiences in related field and let the General Shareholders' Meeting consider of nomination the Board of Director instead of Mr. Adisorn Tantianankul, Director who retired by rotation.

However, the Company defined the qualification of Independent Director so they can perform with transparency and can protect the interests of all shareholders equally *as the definition of Independent Director*
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However, between December 1st, 2012 to January 31st, 2013 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.

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 General Shareholders' Meeting No.64 for consideration and nomination Messrs. Veraphan Teepsuwan(Non-Executive Director), Messrs. Andreas Johann Wilhelm(Non-Executive Director), and Messrs Chusak Salee (Executive Director) Directors of the Company who retired by rotation to return into this position another term and consider the nomination of Miss Nopporn Tirawatthanakul to be the Board of Director instead of Mr. Adisorn Tantianankul, Director who retired by rotation.

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. Veraphan Teepsuwan

Type of Director for election: Non-Executive Director



Criteria and procedures for nomination	: The Nomination and Remuneration Committee Considered as Nomination process that defined and Proposed to the Board of Directors that Mr. Veraphan Teepsuwan is fully qualified person as required by law And also be competent and has highly experiences. For His performance results from the past has created Prosperity as always. He is suitable for the Board of Director position. Therefore, the Board of Directors Agreed to propose to the General Shareholders' Meeting No.64 for re-election of Mr.Veraphan Teepsuwan to be the Board of Director again
Age	:71 years
Nationality	:Thai
Education Background U.S.A.	:- Master of Business Administration , Northeastern University, :- Bachelor of Economics, Boston University, U.S.A.
Program attended in	:- Bachelor of Economics, Boston University, U.S.A.
Thai Institute of Directors (IOD)	:-Role of Chairman Program (RCP)
Work Experience in the last 5 years	: Chairman Ayudhya Allianz C.P. Life PCL
<u>Information in the Company</u> Present Position	:2002 –Present Chairman
No. of year As a Director	: 10 years
Board Meeting Attendance, 2012	: - 8 out of 8
No. of Shareholding As at March 18, 2013	: - None -

Present Designation with other organizations - Listed Companies 3 companies	: Nov 2006-present	Chairman Siam City Cement Plc
	Jan 2007-present	Chairman Bank of Ayudhya Plc
	2003-present	Vice President Eastern Star Real Estate Plc.
-Non-Listed Companies 2 companies	: 1983-present	Bangkok Broadcasting & T.V. Co., Ltd.
	Sep 2010 – Present	Exclusive Senior Care International Co., Ltd.
Director or executive positions in other companies which may result in conflicts of interests	: None	

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. Andreas Johann Wilhelm

Type of Director for election: Non-Executive Director



Criteria and procedures for nomination	: The Nomination and Remuneration Committee Considered as Nomination process that defined and Proposed to the Board of Directors that Mr. Andreas Johann Wilhelm is fully qualified person as required by Law and also be competent and has highly experiences. His performance results from the past has created Prosperity as always. He is suitable for the Board of Director position, therefore, the Board of Directors Agreed to propose to the General Shareholders' Meeting No.64 for re-election of Mr. Andreas Johann Wilhelm to be the Board of Director again
Age	: 45 years
Nationality	: Deutsch
Education Background:	: - Phd. From Albert-Ludwigs-University, German – 1993-1996 - Trent University, Canada - 1988-1993 - University of Basel, Switzerland - Albert-Ludwigs University, German
Thai Institute of Directors (IOD)	: None
Work Experience in the last 5 years	: - 2005-present Chief Officer Asia Pacific Allianz Insurance Management Asia Pacific, Singapore
<u>Information in the Company</u> Present Position	: Director/Nomination and Remuneration Committee
No. of year As a Director	: 6 years
Board Meeting Attendance, 2012	: Board of Directors' Meeting 8 out of 8 Nomination and Remuneration Committee Meeting 4 out of 4
No. of Shareholding As at March 18, 2013	: - None -

Present Designation with other organizations	: -None
- Listed Companies	-None-
- Non-listed Companies 2 companies	: 2008-Present Director JCR Intertrade Co., Ltd Dec 2010-Present Director/Nomination and Remuneration Committee at Sri Ayudhya General Insurance PCL
Director or executive positions in other companies which may result in conflicts of interests	: None

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. Chusak Salee

Type of Director for election: Executive Director



Criteria and procedures for nomination	: The Nomination and Remuneration Committee Considered as Nomination process that defined and Proposed to the Board of Directors that Mr. Chusak Salee is fully qualified person as required by Law and also be competent and has highly experiences. His performance results from the past has created Prosperity as always. He is suitable for the Board of Director position, therefore, the Board of Directors Agreed to propose to the General Shareholders' Meeting No.64 for re-election of Mr. Chusak Salee to be the Board of Director again
Age	: 59 years
Nationality	: Thai
Education Background	: - Master of Business Administration, Sul Ross State University, U.S.A. - Bachelor of Science, Agricultural Economics, Kasetsart University
Thai Institute of Directors (IOD)	: Certification Program from Thai Institute of Directors
Work Experience in the last 5 years	: - Dec 2010-Present Managing Director Sri Ayudhya General Insurance PCL
<u>Information in the Company</u>	
Present Position No. of year	: 1997-Present Managing Director
As a Director	: 15 years
Board Meeting Attendance, 2012	: Board of Directors' Meeting 8 out of 8
No. of Shareholding As at March 18, 2013	: 42,000 ordinary shares (Include Spouse), or equivalent to 0.016% of paid-up share
Present Designation: with other organizations - Listed Companies	: -None-

- Non-listed Companies

: Managing Director
Sri Ayudhya General Insurance PCL

Director or executive positions
in other companies which may
result in conflicts of interests

: None

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

4. Miss Nopporn Tirawattanagool

Type of Director for election: Non-Executive Director



Criteria and procedures for nomination : The Nomination and Remuneration Committee Considered as Nomination process that defined and Proposed to the Board of Directors that Miss Nopporn Tirawattanagool is fully qualified person as required by Law and also be competent and has highly experiences. His performance results from the past has created Prosperity as always. He is suitable for the Board of Director position, therefore, the Board of Directors agreed to propose to the General Shareholders' Meeting No.64 for consideration and elect Miss Nopporn Tirawattanagool to be the Board of Director replaced of Mr.Adisorn Tantianankul, Director who retired by rotation.

Age: : 58 years

Nationality: : Thai

Education Background Accountancy, : Master of Accounting, Faculty of Commerce and Thammasart University
Bachelor of Business Administration (in Accounting), Thammasat University

Thai Institute of Directors (IOD) : -Director Accreditation Program (DAP.)
-Role of the Compensation Committee (RCC)
-Audit Committee Program (ACP)
-Director Certification Program (DCP)
-Financial Institutions Governance Program (FGP)

Work Experience in the last 5 years :

Mar 2009-Feb 2010	Executive Committee Member	Bank of Ayudhya PCL
Sep 2008-Apr 2010	Head of Human Resources	
Dec 2008-Apr 2010	First Executive Vice President	
Jun 2007-Mar 2009	Secretary to the Executive Committee	
Apr 2010-Jan 2012	Independent Director	Lanna Resources PCL
May 2010-Aug 2011	Audit Committee Member	
May 2004-Jan 2011	Chairman (Authorized Signatory)	Professional Call Center.,Ltd
	Director	Dherakupt International Law Office Co., Ltd

Nov 2009-Apr 2010	Director	Total Services Solutions PCL
Apr 2009-Apr 2010	Director	Ayudhya Total Solutions PCL
Apr 2008-Apr 2010	Director	Ayudhya Capital Auto Lease PCL
Nov 2003-Apr 2010	Director	Ayudhya Auto Lease PCL
Apr 2008-Mar 2010	Director	Krungsri Securities PCL
Apr-Dec 2008	Director	Ayudhya Hire Purchase Co., Ltd
Aug 2000-Apr 2008	Director	Krungsri Ayudhya AMC Ltd.
Present Position No. of year	: None	
No. of Shareholding As at March 18, 2013	: None	
Present Designation: with other organizations		
- Listed Companies held 2 companies	:Apr 2010-Present	Director/Nomination and Remuneration Committee Bank of Ayudhya PCL
	Apr 2012-Present	Director Siam City Cement PCL
- Non-listed Companies held 5 companies	:	
	Apr 2012-Present	Director (Authorized Signatory) ITBC Business Consultant Group Co.,Ltd
	Apr 2011-Present	Director (Authorized Signatory) Exclusive Senior Care International Co.,Ltd
	Sep 2010-Present	Director (Authorized Signatory) BBTV International Holdings Co.,Ltd
	Sep 2010-Present	Director (Authorized Signatory) Sunrise Equity Co.,Ltd
	Sep 2010-Present	Director (Authorized Signatory) BBTV Equity Co.,Ltd
Director or executive positions in other companies which may result in conflicts of interests	: None	

To consider and approve the directors' remuneration

As the General Shareholders' Meeting No.63 held in April 30th, 2012 has resolution of approval the Remuneration by paying to the Directors are as follows.-

- (1) Transportation fee for Directors
 - 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

With effective from 1 January 2013 onward

(2) The total Remuneration of all Directors had been stipulated at Baht 4,410,000.00 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 the year 2013, the Nomination and Remuneration Committee considered the director's remuneration with appropriation, responsibility and compared with the director fees paid by listed general insurance companies in the Stock Exchange of Thailand and proposed to the Board of Company to received the approval from the shareholders' meeting which consisted of transportation and remuneration of directors which have the lists and totaling of money equivalent as the rate as before which approved from shareholders in the Ordinary Shareholders' Meeting No. 63 which held on April 30th,2012

The Board of Director considered its appropriate to submit to the Ordinary Shareholders' Meeting No. 64 for consideration and approved the directors' remuneration which consisted of transportation and remuneration of directors which have the lists and totaling of money equivalent as the rate as before which approved from shareholders in the Ordinary Shareholders' Meeting No. 63 which effective from 1st January 2013 henceforth and base on with this rate pending as shareholders' meeting will be approval to other.

***Remark** The total remuneration of all directors, the Company got approval from the General Shareholders' Meeting No.63 which held on April 30th,2012 had been stipulated at Baht 4,410,000.- per year that would be the company's expenditures and this amount should be allocated to each directors at Baht 3,959,000.00.

Sri Ayudhya Capital PCL

Remuneration of the Director Structure for the Operating Results in 2012 that paid in 2013 Which got approval from the General Shareholders' Meeting No.63

Position	Transportation (per month)	Remuneration (per year)	Total (per year)
1. Chairman	40,000.00	462,500.00	942,500.00
2. Audit Chairman	38,000.00	451,500.00	907,500.00
3. Nomination & Remuneration Chairman	38,000.00	430,500.00	886,500.00
4. Executive Chairman	35,000.00	273,000.00	693,000.00
5. Audit Member	35,000.00	409,500.00	829,500.00
6. Nomination & Remuneration Member	35,000.00	378,000.00	798,000.00
7. Other Non Executive	30,000.00	357,000.00	717,000.00
8. Managing Director	30,000.00	252,000.00	612,000.00
9. Director & Asst. Managing Director	30,000.00	231,000.00	591,000.00

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 Ordinary Shareholders' Meeting No. 63 held on April 30th, 2012 passed the resolution to appoint Mr. Niti Jungnitnirundr CPA No. 3809 and/or Dr. Suphamit Techamontrikul CPA No. 3356 and/or Mr. Permsak Wongpatcharapakorn CPA No. 3427 from Deloitte Touche Tohmatsu Jaiyos Audit Company Limited to become the company auditor for 2012 and fixed the audit fee as hereunder:-

1. Annual Audit Fee	500,000.00 baht
2. Quarterly Financial Statement Audit Fee (Total 3 quarters, each quarter 120,000.00 baht)	360,000.00 baht
3. Consolidated Financial Statement Audit Fee	300,000.00 baht
4. Total Quarterly Financial Statement Audit Fee (Total 3 quarters, each quarter 150,000.00 baht)	450,000.00 baht

The audit fee for the year 2012 amounted to Baht 1,610,000.00 baht 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 2013, Dr.Suphamit Techamontrikul CPA No.3356 and/or Mr. Permsak Wongpatcharapakorn CPA No.3427 and/or Mr.Chavala Tienpasertkij CPA No.4301 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, 2013 in the amounted of Baht 1,670,000.00 baht as per the schedule of comparison from previous year 2012 as hereunder:-

(Unit: Baht)

	2013	2012	Balance increase/decrease	%
1. Annual Audit Fee	520,000	500,000	20,000	4.00
2. Quarterly Financial Statement Audit Fee	375,000	360,000	15,000	4.16
3. Consolidated Financial Statement Audit Fee	310,000	300,000	10,000	3.33
4. Total Quarterly Financial Statement Audit(Total 3 quarters, each quarter 150,000.00 baht)	465,000	450,000	15,000	3.33
Total	1,670,000	1,610,000	60,000	3.73

The audit fee for the year 2013 amounted to Baht 1,670,000.- 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).

The Boards considered its appropriate to propose to General Shareholders' Meeting No. 64 to appoint Dr. Suphamit Techamontrikul CPA No. 3356 and/or Mr. Permsak Wongpatcharapakorn CPA No. 3427 and/or Mr.Chavala Tienpasertkij CPA No.4301 of Deloitte Touche Tohmatsu Jaiyos Audit Company Limited to become the company Auditors for the year 2013, effective from January 1st, 2013 till December 31st, 2013 with the Audit Fee of Baht 1,670,000.- excluded any other expenses incurred according to the actual payment.

The above-mentioned three auditors as proposed in 2013 are not directors, staff, employees or holding any other position in the company.

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

1. Dr. Supamit Techamontrkul CPA No. 3356, became the company Auditor duration 1 year (1999) and/or
2. Mr. Permsak Wongpatcharapakorn* CPA No. 3427, became the company Auditor duration 9 years Since 2004 to 2012 of Accounting year and/or
3. Mr. Chavala Tienpasertkij CPA No. 4301 CPA No. 4301, he is never become Auditor of the Company

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

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 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.

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

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.

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 are 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.

The foreign shareholder who holds the shares in an amount exceeding the amount specified by the Law, which governs non-life insurance business, are not entitled to vote in the shareholders' meeting in respect of such excess amount.

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 has 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 out of 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.

เอกสารหรือหลักฐานที่ต้องแสดงก่อนเข้าร่วมประชุมสามัญผู้ถือหุ้น

◆ การลงทะเบียนและการแสดงเอกสารก่อนเข้าร่วมประชุม

ในวันประชุม ผู้ถือหุ้นหรือผู้รับมอบฉันทะสามารถลงทะเบียนและยื่นเอกสารหลักฐานเพื่อการตรวจสอบได้ตั้งแต่เวลา 12.00 น. เป็นต้นไป ณ ห้องโลตัสสวีท 7 ชั้น 22 โรงแรมเซ็นทารา แกรนด์ แอท เซ็นทรัลเวิลด์ เลขที่ 999/99 ถนนพระราม 1 แขวงปทุมวัน เขตปทุมวัน กรุงเทพมหานคร 10330

ทั้งนี้ บริษัทฯ ได้ใช้ระบบ Barcode ในการลงทะเบียนเข้าประชุม จึงขอให้ผู้เข้าร่วมประชุมโปรดนำเอกสารที่บริษัทฯ จัดส่งให้แก่ผู้ถือหุ้นพร้อมกับหนังสือบอกกล่าวนัดประชุม ซึ่งได้พิมพ์ Barcode ไว้มาใช้ในการลงทะเบียนด้วย และผู้เข้าร่วมประชุมจะต้องแสดงเอกสารดังต่อไปนี้ต่อเจ้าหน้าที่ของบริษัทฯ เพื่อลงทะเบียนก่อนเข้าประชุม (เอกสารที่เป็นภาพถ่ายให้รับรองสำเนาถูกต้อง)

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 the Function Room, Lotus Suite 7, 22nd floor, Centara Grand at Central World at 999/99 Rama 1 Road, 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 Ordinary Shareholders' Meeting which had Barcode for the registration.

Participant at a meeting have to confirm the document to company staff for register before meeting (the document, which is photograph, shall to sign for verify) are as follows:

1. บุคคลธรรมดา/Natural person

1.1 ผู้ถือหุ้นที่มีสัญชาติไทย/ Thai nationality

(ก) บัตรประจำตัวของผู้ถือหุ้น (บัตรประจำตัวประชาชน หรือบัตรข้าราชการ หรือบัตรพนักงานรัฐวิสาหกิจ)

Identification card of the shareholder (personal I.D. or identification card of government officer or identification card of state enterprise officer); or

(ข) ในกรณีมอบฉันทะ บัตรประจำตัวของผู้มอบอำนาจ และบัตรประจำตัวหรือหนังสือเดินทาง (กรณีเป็นชาวต่างประเทศ) ของผู้รับมอบอำนาจ

In case of proxy, identification card of the shareholder and identification card or passport (in case of Non-Thai nationality) of the proxy

1.2 ผู้ถือหุ้นชาวต่างประเทศ / Non-Thai nationality

(ก) หนังสือเดินทางของผู้ถือหุ้น

Passport of the shareholder; or

(ข) ในกรณีมอบฉันทะ หนังสือเดินทางของผู้มอบฉันทะ และบัตรประจำตัวหรือหนังสือเดินทาง (กรณีเป็นชาวต่างประเทศ) ของผู้รับมอบฉันทะ

In case of proxy, passport of the shareholder and identification card or passport (in case of Non-Thai nationality) of the Proxy.

2. นิติบุคคล /Juristic person

2.1 นิติบุคคลที่จดทะเบียนในประเทศไทย / Juristic person registered in Thailand

(ก) หนังสือรับรองนิติบุคคล ออกให้ไม่เกิน 30-วัน โดยกรมพัฒนาธุรกิจการค้า กระทรวงพาณิชย์

Corporate affidavit, issued within 30 days by Department of Business Development, Ministry of Commerce for no longer 30 days.

(ข) บัตรประจำตัวหรือหนังสือเดินทาง (กรณีเป็นชาวต่างประเทศ) ของกรรมการผู้มีอำนาจที่ได้ลงนามในหนังสือมอบฉันทะพร้อมบัตรประจำตัวหรือหนังสือเดินทาง (กรณีเป็นชาวต่างประเทศ) ของผู้รับมอบฉันทะ

Identification card or passport (in case of Non-Thai nationality) of the authorized director(s) who sign(s) the proxy form including identification card or passport (in case of Non-Thai nationality) of the proxy

2.2 นิติบุคคลที่จดทะเบียนในต่างประเทศ / Juristic person registered outside of Thailand

(ก) หนังสือรับรองนิติบุคคล

Corporate affidavit; and

(ข) บัตรประจำตัวหรือหนังสือเดินทาง (กรณีเป็นชาวต่างประเทศ) ของกรรมการผู้มีอำนาจที่ได้ลงนามในหนังสือมอบฉันทะพร้อมบัตรประจำตัวหรือหนังสือเดินทาง (กรณีเป็นชาวต่างประเทศ) ของผู้รับมอบฉันทะ

Identification card or passport (in case of Non-Thai nationality) of the authorized director(s) who sign(s) the proxy form including identification card or passport (in case of Non-Thai nationality) of the proxy.

ในกรณีของสำเนาเอกสารจะต้องมีการรับรองสำเนาถูกต้อง และหากเป็นเอกสารที่จัดทำขึ้นในต่างประเทศ ควรมีการรับรองลายมือชื่อโดยโนตารีพับลิก

Copies of the document must be certified true copies. In case of any document or evidence produced or executed outside of Thailand, such documents or evidence should be notarized by a notary public.

3. กรณีผู้ถือหุ้นที่เป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น

3.1 ให้เตรียมเอกสาร และแสดงเอกสารเช่นเดียวกับกรณีนิติบุคคล ข้อ 1 หรือ 2

3.2 ในกรณีที่ผู้ถือหุ้นที่เป็นผู้ลงทุนต่างประเทศมอบให้ Custodian เป็นผู้ลงนามในหนังสือมอบฉันทะแทน ต้องส่งหลักฐานดังต่อไปนี้เพิ่มเติม

1) หนังสือมอบอำนาจจากผู้ถือหุ้นที่เป็นผู้ลงทุนต่างประเทศให้ Custodian เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน

2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตให้ประกอบธุรกิจ Custodian

ทั้งนี้ เอกสารที่มีได้มีต้นฉบับเป็นภาษาอังกฤษจะต้องจัดทำคำแปลภาษาอังกฤษแนบมาพร้อมด้วย และให้ผู้ถือหุ้นหรือผู้แทนนิติบุคคลนั้นรับรองความถูกต้องของคำแปล

หมายเหตุ บริษัทฯ ขอสงวนสิทธิ์ที่จะผ่อนผันการแสดงผลเอกสารหรือหลักฐานแสดงความเป็นผู้ถือหุ้น หรือผู้รับมอบอำนาจที่มีสิทธิเข้าร่วมประชุมแต่ละรายได้ตามที่บริษัทฯ จะพิจารณาเห็นเหมาะสม

3. In the event of the foreign investor appointing the Custodian in Thailand to safeguard and manage the share.

3.1 Prepare documents and evidences same as juristic person in item 1 or 2

3.2 In the event of the foreign investors appointing the Custodian.

1)The power of attorney from the foreign investor authorizing the Custodian to sign in the Proxy Form.

2)The letter of confirmation that the Proxy Holder has a license to operate Custodian business

In case the original documents are not in English, the English translation is required as attachment with an initial by Shareholder or Proxy Holder certifying the accuracy of translation.

Note: The Company reserves the right to waive any of the above requirements for some of the shareholders on case-by-case basis, at the Company's sole discretion.

Granting Proxy to participate in the Ordinary Shareholders' Meeting No. 64

According to the Notice of the date of Ordinary shareholders' meeting No.64 which will be held on Monday, April 22nd, 2013 at 14.00 hr. the Function Room, Lotus Suite 7, 22nd floor, Centara Grand at Central World at 999/99 Rama 1 Road, Pathumwan, Bangkok 10330

For this Ordinary Shareholders' Meeting, 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 have 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, details are 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. Surachai Prukbamroong | Independent Director and
Chairman of Audit Committee or |
| 2. Mr. Suwat Suksongkroh | 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 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 2 the Board of Directors that the Company proposed to the Shareholders as a proxy to participate and vote in the General Shareholders' Meeting No. 64 which details appear as shown below.-

Personal data of 2 directors which the company would recommend as proxy to participate and vote in the Ordinary Shareholders' Meeting No. 64 as follows:-

(1) Mr. Surachai Prukbumroong

Address	: 95/4 Boromraschonnanee Road, Kwaeng Arunamarin, Khet Bangkok-noi, Bangkok 10700	
Age	: 74 years	
Education Background	<ul style="list-style-type: none">▪ 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 Associati Background:	
Program attended in Thai Institute of Directors (IOD):	<ul style="list-style-type: none">▪ Role of Chairman Program (RCP) (Chairman 2000/4/2001)▪ Director Forum (2006)▪ Directors Accreditation Program (DRP) (1/2003)▪ DCP Refresher Course▪ Corporate Governance Report of Thai Listed Companies (CGR)(2007)▪ Board Performance Evaluation	
Training Corporation	<ul style="list-style-type: none">▪ 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 German▪ Monetary Authority of Singapore & Commercial Bank in Singapore▪ Commercial Bank in Japan and Hong Kong	
Working Experiences: Background	<ol style="list-style-type: none">1.1999-April 2012 – Independent Director and Chairman of Audit Committee Bank of Ayudhya PCL2. 39 years in Bank of Thailand during 1959-1998 as various positions hereunder:-<ul style="list-style-type: none">▪ 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 Examiner3. Other Major Activities:-<ul style="list-style-type: none">▪ Working in Thai Development Bank in order to rectify its condition and operations▪ 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.

Current position in Company : October 1999-Present – Independent Director and Chairman of Audit Committee

Current position in The other Companies : November 2010-Present – Independent Director and Chairman of Audit Committee –Ayudhya General Insurance PCL.


No.of AYUD share holding (Details as at December 31, 2012) : None

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. Suwat Suksongkroh **The Board of Director as a Proxy**

Age	: 66 Years	
Nationality	: Thai	
Address	: 71 Narathiwat Ratchanakarin road 4, South Sathorn, Kwaeng Yannawa, Sathorn District, Bangkok 10120	
Education	: • Bachelor of Law Thammasat University • Thai Barrister at Law	
Courses attended at Thai Institute of Directors (IOD)	: • Directors Certification Program (DCP 12/2001) • Company Secretary Program (CSP 1/2002) • DCP Refresher Course (DCP 2/2006)	
Work experience	: ▪ Secretary to the Board of Directors and Executive Board of Directors, Bank of Ayudhya Plc. ▪ Director, Ayudhya Securities Plc.	
Current position at the Company	: Aug 2008 – Present Independent Director	
Current position in other Organizations	: 2011-Present Independent Director at Sri Ayudhya General Insurance PCL	
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 have the right to vote equal to votes
- (3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้ กรรมการอิสระและประธานกรรมการตรวจสอบ หรือ กรรมการอิสระของบริษัทฯ ได้โปรดใช้ข้อมูลตาม
หมายเหตุข้อ 4.)

Hereby appoint (The shareholder may appoint the Independent Director and Chairman of the Audit Committee or Independent Director or 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 64 ในวันจันทร์ที่ 22 เมษายน 2556 เวลา 14.00 น. ณ ห้องโลดัสสวีท 7 ชั้น 22 โรงแรมเซ็นทารา แกรนด์ แอท เซ็นทรัลเวิลด์ เลขที่ 999/99 ถนนพระราม 1 แขวงปทุมวัน เขตปทุมวัน 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.64 to be held on Monday April 22nd, 2013 at 2.00 p.m. at the Function Room Lotus Suite 7 on the 22nd Floor, Centara Grand at CentralWorld, 999/99 Rama 1 Road, 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 **รับรองรายงานการประชุมสามัญผู้ถือหุ้นครั้งที่ 63 เมื่อวันที่ 30 เมษายน 2555**

Agenda No.1 To adopt the minutes of the Ordinary Shareholders' Meeting No.63 held on April 30 , 2012.

- (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 **รับทราบรายงานประจำปีของคณะกรรมการ**

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

- (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 3 **พิจารณาอนุมัติงบแสดงฐานะการเงิน ณ วันที่ 31 ธันวาคม 2555 งบกำไรขาดทุนเบ็ดเสร็จ งบแสดงการเปลี่ยนแปลงในส่วนของผู้ถือหุ้น และงบกระแสเงินสดสำหรับปี 2555**

Agenda No.3 To consider and approve the Statement of the Financial Position at December 31,2012, Statement of Comprehensive Income, Statement of Changes in Owner's Equity and Statement of Cash Flow for the year 2012

- (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 4 **พิจารณาอนุมัติจัดสรรกำไรประจำปี 2555 และการจ่ายเงินปันผล**

Agenda No.4 To consider the Profit allocation for the year 2012 and 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:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 5 **พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ**

Agenda No.5 To consider and elect Directors as replacement for Directors retiring by rotation.

- (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:

การเลือกตั้งกรรมการเป็นรายบุคคล / Election of the following directors

1. นายวีระพันธุ์ ทีปสุวรรณ (กรรมการที่ไม่เป็นผู้บริหาร) Mr. Veraphan Teepsuwan (Non-Executive Director)

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

2. นายแอนเดรียส โจฮันน์ วิลเฮล์ม (กรรมการที่ไม่เป็นผู้บริหาร) Mr. Andreas Johann Wilhelm (Non-Executive Director)

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

3. นายชูศักดิ์ สาลี (กรรมการที่เป็นผู้บริหาร) Mr. Chusak Salee (Executive Director)

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

4. นางสาวนพพร ทิรวัตถนกุล (กรรมการที่ไม่เป็นผู้บริหาร) Miss. Nopporn Tirawattanagool (Non-Executive Director)

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 6 **พิจารณาอนุมัติกำหนดค่าตอบแทนกรรมการ**

Agenda No.6 **To consider and approval 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 **พิจารณาอนุมัติแต่งตั้งผู้สอบบัญชีและกำหนดจำนวนเงินค่าสอบบัญชี**

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 **พิจารณาเรื่องอื่นๆ (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 ให้ถือว่ากรลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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 หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ที่ประชุมมีการพิจารณา หรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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. ผู้ถือหุ้นจะต้องมอบฉันทะเท่ากับจำนวนหุ้นที่ถือตามทีระบุไว้ในข้อ (2) โดยไม่สามารถจะมอบฉันทะเพียงบางส่วนน้อยกว่าจำนวนที่ถือตามทีระบุไว้ในข้อ (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 ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

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

4. ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระและประธานกรรมการตรวจสอบ หรือกรรมการอิสระของบริษัทฯ คนใดคนหนึ่งตามรายชื่อข้างท้ายนี้เป็นผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนแทนผู้ถือหุ้นได้

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

(1) นายสุรชัย พุกชัยบำรุง กรรมการอิสระและประธานกรรมการตรวจสอบ หรือ
Mr.Surachai Prukbamrong Independent Director and Chairman of the Audit Committee or

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

(รายละเอียดประวัติ กรรมการอิสระและประธานกรรมการตรวจสอบ และกรรมการอิสระ ปรากฏตามสิ่งที่ส่งมาด้วย)

(Information of the Independent Director and Chairman of the Audit Committee and Independent Director are shown in the enclosure)

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 64 ในวันที่ 22 เมษายน พ.ศ. 2556 เวลา 14.00 น. ณ ห้องโลดส์สวีท 7 ชั้น 22 โรงแรมเซ็นทาราแกรนด์ แอท เซ็นทรัลเวิลด์ กรุงเทพมหานคร เลขที่ 999/99 ถนนพระราม 1 แขวงปทุมวัน เขตปทุมวัน กรุงเทพมหานคร 10330 หรือที่จะพึงเลื่อนไปในวันเวลา และ สถานที่อื่นด้วย

For the Annual General Meeting of Shareholders No.64 to be held on April 22nd, 2013 at 2.00 p.m. at the Function Room Lotus Suite 7 on the 22nd Floor, Centara Grand at Centralworld, 999/99 Rama 1 Road, Pathumwan, Bangkok, 10330 or at any adjournment thereof to any other date, time and venue.

วาระที่ _____ เรื่อง _____

Agenda Re:

- (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 and at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ _____ เรื่อง _____

Agenda Re:

- (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 and at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ _____ เรื่อง _____

Agenda Re:

- (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 and at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ _____ เรื่อง _____

Agenda Re:

- (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 and at my/our desire as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ _____ เรื่อง เลือกตั้งกรรมการ (ต่อ) _____

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 โรงแรมเซ็นทารา แกรนด์ แอท เซ็นทรัลเวิลด์ เลขที่ 999/99 ถนนพระราม 1 แขวงปทุมวัน
เขตปทุมวัน กรุงเทพมหานคร 10330

