



ศรีอยุธยา แคปปิตอล
SRI AYUDHYA CAPITAL

Notification of the date of the Annual General Meeting of Shareholders

No. 66

SRI AYUDHYA CAPITAL PUBLIC COMPANY LIMITED
Tuesday 21 April 2015 at 14.00 hrs.

AT

Ballroom 2-3 at Sofitel Bangkok Sukhumvit Hotel at 7th floor,
189 Sukhumvit Road (between Sukhumvit Soi 13 and Soi 15)
Klongtoey, Wattana, Bangkok 10110

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ศรีอยุธยา แคปปิตอล
SRI AYUDHYA CAPITAL

No.Gor.Mor/15/004

March 19, 2015

Subject: Notification of the date of Annual General Meeting of Shareholders No. 66

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

The Board of Directors of Sri Ayudhya Capital Public Company Limited at a meeting held on February 26, 2015 passed resolutions to make an appointment of Annual General Meeting of Shareholders No. 66 should be stipulated on Tuesday, April 21, 2015 at 14.00 hrs. at Ballroom 2-3 at Sofitel Bangkok Sukhumvit Hotel at 7th floor, 189 Sukhumvit Road (between Sukhumvit Soi 13 and Soi 15), Klongtoey, Wattana, Sukhumvit, Bangkok 10110 which the agenda are as follows:-

Agenda 1 **To adopt the minutes of the Ordinary Shareholders' Meeting No. 65 held on April 22, 2014**

Fact and Reason: The Minutes of the Ordinary Shareholders' Meeting No. 65 held on April 22, 2014, it was done within 14 days of the date as Shareholder's Meeting and delivered to the Stock Exchange of Thailand and the Ministry of Commerce and relevant Authorities of Thailand in the regulated time limit and displayed on the website, www.ayud.co.th (*Details appear the documents for consideration in Agenda 1*)

The Board of Directors' opinion: The Board has considered that the minutes of the meeting was in accordance with the Board's resolution, the subject should propose to Shareholders' Meeting No. 66 for endorsement the minutes of the meeting

Agenda 2 **To acknowledge the 2014 Annual Report of the Board of Directors**

Fact and Reason: The Operational Results along with various information of the Company in the year 2014 was appeared in the Annual Report (CD-ROM), which was delivered to Shareholders together with the Notice of the date of Annual General Meeting of Shareholders No.66

The Board of Directors' opinion: this subject will be proposed to the Annual General Meeting of Shareholders No.66 for acknowledgement of Operating results and various information of the Company in the year 2014

Agenda 3 **To consider and approve the Statement of the Financial Position at December 31, 2014, Statement of Comprehensive Income, Statement of Changes in Owner's Equity and Statement of Cash Flow for the year 2014**

Fact and Reason: The Statement of the Financial Position at December 31, 2014, Statement of Comprehensive Income, Statement of Changes in Owner's Equity and Statement of Cash Flow for the year 2014 which the Audit Committee approved and Auditors of the Company has already reviewed and endorsed. It was in the 2014 Annual Report which delivered to Shareholders together with the Notice of the date of the Annual General Meeting of Shareholders No.66

The Board of Directors' opinion: this subject will be proposed to the Annual General Meeting of Shareholders No.66 for consideration and approval of the Statement of the Financial Position at December 31, 2014, Statement of Comprehensive Income, and Statement of Changes in Owner's Equity and Statement of Cash Flow for the year 2014, Therefore, Audit Committee approved and Auditors of the Company have already reviewed and endorsed.

Agenda 4 **To consider and approve of Profit Allocation for the year 2014 and acknowledge of Interim Dividend Payment**

Fact and Reason: The Company has a policy of dividend payment not less than 60% of the Profit after Tax which depends on operation results and resolution of Shareholders' Meeting by considering

from Consolidated Financial Statements from the Company Operation Results ended December 31, 2014, it was found that the company has Consolidated Financial Statements about 1,861,884,504 baht (One Billion, eight hundred and sixty-one million, eight hundred and eighty-four thousand, five hundred and four baht only), it will be the profit per share is 7.45 baht. For Separate Financial Statements has Net Profit about 1,111,952,389 baht (One billion, one hundred and eleven million, nine hundred and fifty-two thousand and three hundred and eighty-nine baht only) or Profit per Shares 4.45 baht. Therefore, the company would paid 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, paid the other dividend except profit. In addition, the company has to allocate some of the profit for a reserve fund should not lower the law assigned.

The Board of Directors' opinion: this subject should be proposed to the Annual General Meeting of Shareholders No. 66 in order to consider and approve of Profit Allocation for the year 2014 and approve of Dividend payment for the turnover of the second half accounting period of 2014 to the Shareholders about 250,000,000 shares, Rate per share is 1.50 baht or about 375,000,000.00 baht by defining the Shareholders who have right to get Dividend (Record Date) on Monday, March 16th, 2015 and gather the Name list as session 225 of Securities and Exchange Act by closing the register book suspending share transfer(Closing Date) on Tuesday, March 17th, 2015 and determine of Dividend payment on Wednesday, May 6th, 2015.

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

Fact and Reason: In 2015, There are directors that completing their term in the Annual General Meeting of Shareholders No.66 about 4 persons are;

- 1.Messrs. Surachai Prukbamroong (Independent Director)
- 2.Messrs. Rowan D' Arcy (Executive Director)
- 3.Messrs. Metha Suvanasarn (Independent Director)
- 4.Messrs. Vichit Kornvityakoon (Independent Director)

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

The Board of Directors' opinion: the Board of Directors by Directors whom are not in the part of consideration have considered and approved the proposals of the Nomination and Remuneration Committee that should be proposed in the Annual General Meeting of Shareholders No. 66 for consideration and nomination Messrs Surachai Prukbamroong (Independent Director), Messrs. Rowan D' Arcy (Executive Director), Messrs. Metha Suvanasarn (Independent Director), and Messrs. Vichit Kornvityakoon (Independent Director), Directors of the Company who retired by rotation to return into this position another term.

However, between December 1, 2014 to January 31, 2015 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.

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

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

Fact and Reason: The Nomination & Remuneration Committee has proposed to the Board of Directors in order to propose to the Shareholders' Meeting for consideration of the remuneration of directors, bonus in order to compare with same business in the industry and similar size businesses. It is pleased to propose to the Annual General Meeting of Shareholders No. 66 to consider the remuneration comprising of remuneration, bonus and special bonus for directors which remuneration for directors and directors' bonus remains at the same rate as getting approval from the Ordinary Shareholders' Meeting No. 65 was held on April 22, 2014.

For special bonus for directors as approval in amount of 6,614,950.00 baht that the company will have One-Time payment increasing from regular bonus as approval from the Ordinary of Shareholders' Meeting No. 65. Approval of this special bonus due to the dedication of Management and the Board; as a result, in 2014 the company has the highest performance results both of Incomes and Written Premiums in 2014 since the company was established for a period of 65 years (Details contained at the supporting data for consideration in Agenda 6)

The Board of Directors' opinion : It is appropriate to propose the Annual General Meeting of Shareholders No. 66 for consideration and approval to define the remuneration of directors and directors' bonus by using at the same rate as approval from the Ordinary Shareholders' Meeting No. 65 was held on April 22, 2014 whereas special bonus for directors shall be requested for consideration and approval in amount of 6,614,950.00 baht which shall be One-Time payment for 2014 increasing from regular bonus as approval from the Ordinary Shareholders' Meeting No. 65 as Nomination and Remuneration Committee proposed.

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

Fact and Reason: The Audit Committee has proposed to the Board of Directors for considering of proposing to the Annual General Meeting of Shareholders No. 66 to consider the appointment of the auditor for year 2015 and stimulate audit fees as appropriate which are Dr. Suphamit Techamontrikul and/or Permsak Wongpatcharakorn and/or Mr. Chawla Tianprasertkij of Deloitte Touche Tohmatsu Jaiyos Company Limited to become the Company Auditors for year 2015, with the audit fees 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)

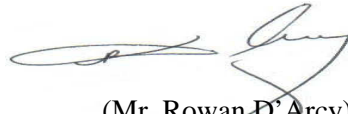
The Board of Directors' opinion: It is appropriate to propose to the Annual General Meeting of Shareholders No. 66 to appoint Auditor for year 2015 and stimulate the Audit fee as the Audit Committee proposed.

Agenda 8 To consider other matters (If any)

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

In addition, the Company has determined the list of Shareholders entitled to attend AGM No. 66 and receive dividend on Monday, March 16, 2015 (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 Tuesday, March 17, 2015.

Your Faithfully,



(Mr. Rowan D'Arcy)
President and CEO

Translation
Sri Ayudhya Capital Public Company Limited
Minutes of the Ordinary Shareholders' Meeting No.65
April 22, 2014

The Meeting was held at Grand Ballroom 2&3 at Grand Hyatt Erawan Bangkok, 494 Rajdamri Road, Lumpini, Pathumwan, Bangkok 10330

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

At the time of beginning of the meeting, the Chairman announced that there are Shareholders attended the Meeting either in person or by proxy of the total 193 persons, total Share holding 169,516,386 shares 67.8066 % of the total number of shares sold, thus constituting a quorum and declared the Ordinary Shareholders ' Meeting No. 65

The Meeting was called to order at 14.00 hrs.

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

Four Non-Executive Directors:

(1) Mr. Veraphan Teepsuwan	Chairman
(2) Mr. Ulf Lange	Director/Member of Numeration and Remuneration Committee
(3) Mr. Virojn Srethaprataya	Director
(4) Miss Nopporn Tirawattanagool	Director/ Nomination and Remuneration Committee

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. Vichit Kornvityakoon	Audit Committee/ Chairman of Compliance Committee
(8) Mr. Suwat Suksongkroh	Director

Three Executive Directors:

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

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

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

In addition, there are attendees, representatives from Asia Plus Securities Public Company Limited (ASP) which are Independent Financial Advisor of the company attend the meeting in order to clarify Agenda 9, "To consider and approve the disposal of the Company's investment of ordinary shares in Sunrise Equity Company Limited to the Great Luck Equity Company Limited and the Great Fortune Company Limited which are related persons of the Company".

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

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

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

Company Secretary has informed to the meeting for acknowledgment that from December 1, 2013 to January 31, 2014, the company has entitled the Shareholders to propose agendas and to nominate persons to be elected as the Company Directors or to submit questions in advance as criterion which the details follows the company disclosed on its website. It is appeared that nobody proposed any agendas and to nominate persons to be elected as the Company Directors or to submit questions.

The Chairman stated that the meeting would follow the agenda, which has been informed in the Ordinary Shareholders' Meeting No.65, 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 Annual General Meeting of Shareholders No.64 held on April 22nd, 2013

The Company' Secretary proposed that Minutes of the Ordinary Shareholders' Meeting No.64, held on April 22, 2013 are detailed in a copy of the Minutes of the Meeting that the company distributed to Shareholders in the notice of the Annual General Meeting of Shareholders No.65. The Company has delivered the report to relevant departments within the law and published on the website www.ayud.co.th.

Opinion of the Board of Directors, the meeting report can be saved as completeness and accuracy for the Ordinary Shareholders' Meeting No.65 to acknowledge the minutes of the meeting.

Company' Secretary has announced to the Meeting that if Shareholders have any questions or suggestions about this agenda, the Board of Directors is pleased to answer the questions and willing to listen to any suggestions of Shareholders.

The Shareholder suggested that if possible; in the minute of the meeting please indicate the Name and Surname of the shareholder inquiries.

Chairman said that he will obtain this suggestion in consideration. Due to a different in many companies which some companies have specified name and surname but some companies have no specified. However, the Board of Directors will obtain this suggestion in consideration and arbitration onward.

It appeared that no Shareholders asked any questions.

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

The Meeting has considered and endorsed the minute of the Ordinary Shareholders' Meeting No. 64 held on April 22, 2013.

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

Votes	Number of Votes (1 share = 1 vote)	The percentage of the total number of votes
Approval	174,672,030	100.0000
Disapproval	0	0.0000
Abstentions	0	0.0000
Total	174,672,030	100.0000

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

The Company' Secretary stated that the Annual Report of the Committee is the Operation Report of the company and various information in 2013, which was published by the Chairman and President and CEO in page 2-3 of the 2013 Annual Report . In addition, the reports and information are listed on the 2013 Annual Report (On CD Rom), which the company delivered to the Shareholders and the notice of Annual General Meeting of Shareholders.

Opinion of the Board of Director appropriate to the Annual General Shareholders' Meeting No. 65 to know about the report operation and various information of the company in 2013.

Company' Secretary has announced to the Meeting that if Shareholders have any questions or suggestions about this agenda, the Board of Directors is pleased to answer the questions and willing to listen to any suggestions of Shareholders.

The Shareholder asked that Executive Director of the company has President and Managing Director so please welcome the President to clarify the operating results of the year onward.

The President (Mr. Rowan D' Arcy) said thank you for the question and clarified that the overall operating of the company in this year is excellent and he would like to explain separated of operating results of the company. For Sri Ayudhya Capital PCL (AYUD, due to the operating results from previous year which some parts have reduced owing to decreasing of Investment Income of the company which is composed of 2 reasons are; 1st reason, in the past several years has Capital Increase in SAGI about 600 million baht and 2nd reason, the company has invested shares of Allianz Ayudhya Assurance PCL (AZAY), thus there is few amount of return from investment. In addition, benefits from Sunrise Equity Co., Ltd (SUNRISE) from previous year which the company does not get dividend. Whereas, the overall of Consolidated Financial Statement has much better of the turnover which the top line of Non-Life Insurance of SAGI has increased if compared with previous year about 12% which Profit of SAGI has increased about 500%. Furthermore, Consolidated Financial Statement of AYUD has a lot of profit from holding shares in AZAY about 355.28 million baht. The turnover in overall has better profit. Therefore, the company is in a good position to move forward and it is pleased to inform the shareholders that the impact from the flood disaster of SAGI at the end of 2011, SAGI needed to pay the flood claims in 2011-2012. Moreover, in 2013 Reinsurance Company has sent poor signal so it is needed to reserve money which this turnover that the shareholders has been including the part of reserve as well. Because of the operation of the

company is straightforward; therefore, the company has reserved in 2011 and 2012 for the flood disaster. Once the company paid claims, some parts that the company has reserve, it will turn back to the company.

The Shareholder asked about the financial statement in 2013 that the company has Profit from Insurance about 101 million baht which is considered a normal profit upon looking back the financial statement in 2010 and after this in 2014, the profit will come from an amount of 101 million baht or not.

Managing Director (Mr.Chusak Salee) answered that the financial statement that the shareholders asked is Consolidated Financial Statement not Separate Financial Statement of the company which profit of SAGI has about 159.40 million baht in 2013. However, this 159.40 million baht, the company has reserved about 114 million baht. If there is no reserve in SAGI, the total profits will be over than 200 million baht and profits in 2014 cannot be announced for the figures but it is considered to be a normal figures. Thus, the financial statement with total profits about 159.40 million baht, it is considered to be irregular because of having reserve about 114 million baht that is why profits reduced.

It appeared that no Shareholders asked any questions in this agenda.

The matter was proposed to the meeting for acknowledgment.

The Meeting acknowledged the 2013 Annual Report of the Board of Directors as details of the proposed.

Agenda 3 To consider and approve Statements of the Financial Position as at December 31, 2013, Statement of comprehensive income, Statements of Changes in S/H's equity, and Statements of cash flow for the year 2013

Company' Secretary proposed that Statements of the Financial Position as at December 31, 2013, Statement of comprehensive income, Statements of Changes in S/H's equity, and Statements of cash flow for the year 2013 which is considered and approved by Audit Committee and Auditors of the Company from auditing and approving. Details appear in the 2013 Annual Report (On CD Rom) that has sent to all Shareholders along with the notice of the Annual General Meeting of Shareholders No. 65.

Opinions of the Board of Directors agreed to propose in the Ordinary Shareholders' Meeting No. 65 for approval of Statements of the Financial Position as at December 31, 2013, Statement of comprehensive income, Statements of Changes in S/H's equity, and Statements of cash flow for the year 2013. Audit Committee has approved and Auditors of the Company has already audited and approved.

Company' Secretary has announced to the Meeting that if Shareholders have any questions or suggestions about this agenda, the Board of Directors is pleased to answer the questions and willing to listen to any suggestions of Shareholders. It appeared that no Shareholders asked any questions or gave any additional suggestions.

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

The Meeting considered and unanimously approved Statements of the Financial Position as at December 31, 2013, Statement of comprehensive income, Statements of Changes in S/H's equity, and Statements of cash flow for the year 2013 which is considered and approved by Audit Committee and Auditors of the Company from auditing and approving

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

Votes	Number of Votes (1 share = 1 vote)	The percentage of the total number of votes
Approval	174,884,143	100.0000
Disapproval	0	0.0000
Abstentions	0	0.0000
Total	174,884,143	100.0000

Agenda 4 To consider and approve of the Profit Allocation for the year 2013 and Interim Dividend Payment

The Company' Secretary presented that from the Operating Results of the company for the year ended December 31, 2013, the Audit Committee approved and Auditors of Deloitte Touche Tohmatsu Jaiyos Audit Co Ltd. The certified Auditor of the company had already checked and approved, it showed that the Consolidated Financial Statement of the company has net profit at approximately 589,936,036 baht (Five hundred and eighty-nine million, nine hundred and thirty-six thousand, thirty six baht only), if calculate Profit per share is 2.36 baht. For the Separate Financial Statements has Net Profit about 75,242,975 baht (Seventy-five million, two hundred and forty-two thousand, nine hundred and seventy-five baht only), if calculate profit per share is 0.30 baht. Nevertheless, the company has a policy to pay dividend of not less than 60 percent based on the Operating Results and the resolution at the Shareholders' Meeting. The committee of the company considers the proposed allocation of profit for the year 2013 at the Ordinary Shareholders' Meeting No.65 for consideration of approval as follow;

2013 Operating Results

Profit before Income Taxes	77,582,995.-baht
<u>Deduct</u> Income Tax	2,340,050.-baht
Remaining Net Profit	75,242,945.-baht
<u>Plus</u> Retained Earning remaining from the Allocation last year	449,892,557.-baht
Inappropriate retained earning for allocation	<u>525,135,502.-baht</u>
<u>Deduct</u> Interim Dividend 250,000,000 shares each 0.70 baht per share which the Board of Directors has allocated payment to the shareholders in September 9, 2013	175,000,000.-baht
Profits to be allocated at this time	<u>350,135,502.-baht</u>

It is appropriate to make allocation and proposed for approval to the Ordinary Shareholders' Meeting No.65 as follow:-

Dividend for the period in the second half of the year 2013 to the shareholders 250,000,000 shares In approximately at 1.10 baht per share for the total amount	275,000,000.-baht
Directors' remuneration	4,409,900.-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)	<u>- baht</u>
Allocation of retained earnings	<u>275,000,000.-baht</u>
Inappropriate retained earnings and carried forward	<u>75,135,502.-baht</u>

The Company considered of Dividend payment for the Operating Results of the year 2013 to the Shareholders about 250,000,000 shares in rate per share of 1.80 baht or 598.06 percent of Net Profit which the

company has allocate Interim Dividend payment for the operating results for the first half (January-June) of 2013 in September 9, 2013 in rate per share of 0.70 baht, the total amount is 175 million baht from Retained Earnings 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 basis are as follows.-

1.1 The total to paid at the rate of 30 percent of the Net Profit is 0.004 Baht per share

1.2 The total to paid at the rate of 23 percent of the Net Profit is 0.008 Baht per share

1.3 The total to paid at the rate of 20 percent of the Net Profit is 0.02 Baht per share

2. In case of person who gets Dividend without Tax Credit due to payment from

2.1 Dividend or money from Profit Sharing that is exempted by not having to calculate as Income for the Corporate Income Tax at rate of 0.168 Baht per share

2.2 Income recognized under the equity method of accounting at the rate of 0.50 Baht per share and Dividend for the second half (July-December) of 2013 by paying to shareholders who have the right to receive dividend according to lists as at Record Date for the right to receive dividend on Thursday, March 13, 2014 at rate of 1.10 Baht per share or the total amount of 275,000,000. – Baht, with payment on the second half on Friday, May 2, 2014. **However, the right to receive dividend will effective upon approval from the Shareholders' Meeting before.**

Details of the dividend payment of the company in the last 6 months of the tax basis as follows.-

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

1.1 The total to paid at the rate of 30 percent of the Net Profit is 1.005 Baht per share

1.2 The total to paid at the rate of 25 percent of the Net Profit is 0.001 Baht per share

1.3 The total to paid at the rate of 23 percent of the Net Profit is 0.002 Baht per share

2. In case of person who gets Dividend without Tax Credit due to payment from

2.1 Dividend or money from Profit Sharing that is exempted by not having to calculate as Income for the Corporate Income Tax at rate of 0.092 Baht per share

Opinions of the Board of Directors agreed to propose to the Ordinary Shareholders' Meeting No. 65 for consideration and approval Profit Allocation for the year 2013 to the shareholders about 250,000,000 shares at rate per share 1.10 baht or in an amount of 275,000,000 baht including with Interim Dividend Payment for the First Half of the year ended at June 30, 2013 which has already paid at rate per share 0.70 baht. The total dividend that the company has paid from the operation results of the year 2013 at rate per share 1.80 baht or 598.06 percents of Net Profit for the year 2013 which is related to dividend payment that the company required. However, It is determined the Record Date on Thursday, March 13, 2014 and compiled a list under section 225 of the Security Act and Stock Exchange to use Closing the Register of Shareholders(Closing Date) on Friday, March 14, 2014 and date of dividend payment on Friday, May 2, 2014 as proposed. **However, the right to receive dividend will effective upon approval from the Shareholders' Meeting before.**

Company' Secretary has announced to the Meeting that if Shareholders have any questions or suggestions about this agenda, the Board of Directors is pleased to answer the questions and willing to listen to any suggestions of Shareholders.

The Shareholder asked that annual rate of Corporate Income Tax is at rate 23% or 20% or not.

Managing Director (Mr. Chusak Salee) clarified that Corporate Income Tax in this year still 20%.

The Shareholders asked this 20% will be extended year on year or remained at rate 20% forever.

Managing Director (Mr. Chusak Salee) explained that this rate still uncertain but in 2014 is the last year that using rate at 20% which next year may be adjusted to be rate at 30% or not, it still unclear. It is possible for this situation that Government may extend it further. Nevertheless, it is up to the Government.

It appeared that no Shareholders asked any questions in this agenda.

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

The Meeting considered and approved the Profit Allocation in 2013 to acknowledge interim dividend payment and to approve dividend payment for the accounting period in the second half of the year 2013 to the shareholders at 250,000,000 shares at rate per share 1.10 baht, if combine with interim dividend for the first half ended at June 30, 2013 which has been paid at rate per share 0.70 baht. Therefore, the total dividend paid from the operating results for the year 2013 at rate per share 1.80 baht or 598.06% of Net Profit for the year 2013 in accordance with dividend payment policy of the company. However, the list of Shareholders eligible for dividends (Record Date) on Thursday, March 13, 2014 and compiled a list under section 225 of the Security Act and Stock Exchange to use Closing the Register of Shareholders(Closing Date) on Friday, March 14, 2014 and date of dividend payment on Friday, May 2, 2014 as proposed.

The Voting Results in the Fourth Agenda as shown below;

Votes	Number of Votes (1 share = 1 vote)	The percentage of the total number of votes
Approval	174,890,354	100.0000
Disapproval	0	0.0000
Abstentions	0	0.0000
Total	174,890,354	100.0000

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

The Company' Secretary represented that the Board of Directors in nowadays who registered with Department of Business Development, Ministry of Commerce around 11 people and in 2014 the directors are due to retire by rotation at the Ordinary Shareholders' Meeting No.65 about 3 people as namely;

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

The Criteria and Nomination, the Nomination and Remuneration Committee do process of recruitment to nominate directors. It should be realized those who qualified; acknowledge, ability, experience and performance to become the Board of Directors of the Company in previous year and proposed to 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 General Shareholders' Meeting to re-elect ion for another term who retire by rotation become Company's director for another term under the section 71 of the company Act in 1992.

However, since December 1, 2013 to January 31, 2014. The Company allowed the Shareholders to propose the lists for considering of nomination to be the Board of Director as the criteria that was published in Company' Website. Moreover, the Company has distributed this information via news of the Stock Exchange of Thailand, it appeared that not have any Shareholders propose the list of person who able to be nominated as the Board of Director.

Opinions of the Board of Directors The Director who is in relevant but not joining the consideration, they approved as the proposal of Nomination and Remuneration Committee that it will be presented in General Meeting of Shareholders No.65. In order to nominate Messrs. Virojn Srethapramataya (Non-Executive Director), Messrs. Laksna Thongthai (Executive Director), and Messrs. Suwat Suksongkroh(Independent Director) will be re-elected for another term.

Company' Secretary has announced to the Meeting that if Shareholders have any questions or suggestions about this agenda, the Board of Directors is pleased to answer the questions and willing to listen to any suggestions of Shareholders. It appeared that no Shareholders asked any questions or gave any additional suggestions.

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

The Meeting considered and voted Messrs. Virojn Srethapramataya (Non-Executive Director), Messrs. Laksna Thongthai (Executive Director), and Messrs. Suwat Suksongkroh (Independent Director) will be re-elected for another term.

Results on the Fifth agenda are shown in below table;

Name of the Director (Director)	Number of Votes 1 share = 1 vote	The percentage of the total number of votes
1. Messrs. Virojn Srethapramataya (Non-Executive Director)		
(1) Approval	174,895,459	99.8555
(2) Disapproval	0	0.0000
(3) Abstentions	253,000	0.1444
Total	175,148,459	100.0000
2. Messrs. Laksna Thongthai (Executive Director)		
(1) Approval	174,895,459	99.8555
(2) Disapproval	0	0.0000
(3) Abstentions	253,000	0.1444
Total	175,148,459	100.0000
3. Messrs. Suwat Suksongkroh (Independent Director)		
(1) Approval	174,895,459	99.8555
(2) Disapproval	0	0.0000
(3) Abstentions	253,000	0.1444
Total	175,148,459	100.0000

Agenda 6 To consider for approval the directors' remuneration

The Company's Secretary proposed that as the resolution of the Ordinary Shareholders' Meeting No.64 held at April 22, 2013 has approval of the Remuneration of the Committee by paying for the Directors are as follows.-

1. Remuneration of the Directors

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

- (5)Nomination and Remuneration Committee 35,000 baht per month
- (6)The others 30,000 baht per month

It will effective since January 1st, 2013 onwards.

2. Director's gratuity

Director's gratuities require to all Directors by aggregation per year. 4, 410, 000.00 baht by cutting the Company' Expense and the Board of Directors can allocate to each person as it proper.

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

In 2014, the Nomination and Remuneration Committee has the right to consider the Compensation of the Committee carefully who response performance of their duties and compare with that in the same industry in Thailand and registered in the Stock Exchange in Thailand. To propose to the Company's Committee for presenting to the Annual General Meeting of Shareholders in order to consider of adjustment the remuneration for Bonus whereas remuneration of directors are the same rate as approval at the Ordinary Shareholders' Meeting No.64 in April 22, 2013 by paying to the directors are as follows.-

1. Remuneration of Directors

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

It will effective since January 1, 2014 onwards.

2. Director's bonus

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

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

The Board of Directors' Opinion: agreed to propose to the Annual General Meeting of Shareholders No.65 to consider and approve remuneration of directors to directors as Nomination and Remuneration Committee proposed which include remuneration of directors will use the same rate as approval in the General Meeting of Shareholders No.64 whereas Directors' bonus, it is matter for consideration and approval to adjust as Nomination and Remuneration Committee proposed by deducting the company' expense. It will effective in January 1st, 2014 onwards and remain this rate of remuneration of directors until the Board has requested and received approval from the Shareholders to change into something else.

Company' Secretary has announced to the Meeting that if Shareholders have any questions or suggestions about this agenda, the Board of Directors is pleased to answer the questions and willing to listen to any suggestions of Shareholders. It appeared that no Shareholders asked any questions or gave any additional suggestions.

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

The Meeting considered and unanimously approved the Remuneration including remuneration of directors and the director's bonus as Committee proposed above by deducting the company' expense until the Shareholders' meeting has approved the change into something else. However, it will effective since January 1, 2014 onward.

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

Votes	Number of Votes (1 share = 1 vote)	The percentage of the total number of votes
Approval	175,139,459	99.9948
Disapproval	0	0.0000
Abstentions	9,000	0.0051
Total	175,148,459	100.0000

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

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

For the Ordinary Shareholders' Meeting No.64 which held in April 22, 2013 has appointed Dr. Suphamit Techamontrikul, Certified Public Accountant Registration No. 3356 and/or Mr. Permsak Wongpatcharakorn, Certified Public Accountant Registration No. 3427 and/or or Mr. Chawla Tienpasertkij, Certified Public Accountant Registration No. 4301 from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. are the Auditors in 2013 which have an amount of Audit fees are as follows.-

1. Annual Audit fees	520,000.00	Baht
2. Quarterly Financial Statements Audit cost (Include 3 Quarters in each 125,000.00 baht)	375,000.00	Baht
3. Consolidated Financial Statements Audit cost	310,000.00	Baht
4. Quarterly Consolidated Financial Statements Review cost (Include 3 Quarters in each 155,000.00 baht)	465,000.00	Baht

Total audit fees for the year 2013 in amount of 1,670,000.00 baht. However, there still have audit fees and Quarterly Financial Statements cost such as transportation, allowance, overtime, etc which is counted as the actual cost.

For Accounting period in 2014 nominating, there are Dr. Suphamit Techamontrikul, Certified Public Accountant Registration No. 3356 and/or Mr. Permsak Wongpatcharakorn, Certified Public Accountant Registration No. 3427 and/or or Mr. Chavala Tienpasertkij, Certified Public Accountant Registration No. 4301 from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. are pleased to candidate for being the Auditors of the Company. After the Meeting has discusses with Audit Committee of the Company, the Auditors agreed to propose Audit fees for an accounting period of the Company along with Consolidated Financial Statements Audit cost in 2014 ended at December 31st, 2014 in amount of 1,670,000.00 baht which has the same amount of 2013 as the Comparison List with 2013 are summarized below.

(Unit: Baht)

	2014	2013	Amount Increase/(Decrease)	%
1) Annual Audit fees	520,000	520,000	-	-
2) Quarterly Financial Statements Review cost (Include 3 Quarters in each 125,000.00 baht)	375,000	375,000	-	-
3) Consolidated Financial Statement Audit cost	310,000	310,000	-	-

	2014	2013	Amount Increase/(Decrease)	%
4) Quarterly Consolidated Financial Statements Review cost (Include 3 Quarters in each 155,000.00 baht)	465,000	465,000	-	-
Total	1,670,000	1,670,000	-	-

The audit fee for the year 2014 amounted to 1,670,000 baht as the aforementioned did not include any other expenditures for the quarterly review and auditing such as transportation fee, allowances , overtime, insurance fee, which would be calculated according to the actual payment (if any).

The Board of Directors considered for approval the appointment of those Auditors above. The Audit Committee agreed that those Auditors above are qualified as the Securities and Exchange Commission requirement which its appropriate propose the Annual General Meeting of Shareholders No.65 to appoint Dr. Suphamit Techamontrikul, Certified Public Accountant Registration No. 3356 and/or Mr. Permsak Wongpatcharakorn, Certified Public Accountant Registration No. 3427 and/or or Mr. Chavala Tienpasertkij, Certified Public Accountant Registration No. 4301, all of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd to become the company Auditors for the year 2014. It will effective from January 1st, 2014 to December 31st, 2014 with the Audit Fee of 1,670,000 baht. Nevertheless, it excludes any other expenses incurred according to the actual payment.

All three Auditors as the list that are proposed in 2014 who are not Director, Personnel, Employee or any position in the Company.

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

1. Dr.Suphamit Techamontrikul* CPA. No. 3356, has been nominated as company' auditor in total duration of 15 years consecutively since 1999 accounting year to 2013 accounting year and/or
2. Mr.Permsak Wongpatcharakorn** CPA No. 3427, has been nominated as company' auditor in total duration of 11 years consecutively since 2003 accounting year to 2013 accounting year and /or
3. Mr.Chawla Tienpasertkij,** CPA. No. 4301, has been nominated as company' auditor in total duration of 1 year (2013 accounting period)

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

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

Company' Secretary has announced to the Meeting that if Shareholders have any questions or suggestions about this agenda, the Board of Directors is pleased to answer the questions and willing to listen to any suggestions of Shareholders.

The Shareholder asked financial statement auditing expense of the company, whether has already negotiated with auditors or not because last year he has already asked about it and the Committee has informed that they will bargain the price with auditors further which this year still have the same price. He gave opinion that the company is Holding Company so expense should be reduced. In addition, auditing cost that is proposed including Subsidiaries or not while many Insurance Companies which are larger than the company but they have lower audit fees than the company.

Chairman of Audit Committee (Mr. Surachai Prukbamroong) answered that as previous meeting that the Committee took this opinion to consider and bargain the price with auditors as a results of no increase of audit fees in this year although auditors informed that audit fees will be increased but they still charge at the same price. Therefore, there is no bargaining in order to drop further. Moreover, this audit fees excluding audit fees of Subsidiaries, it will be calculated separately. Furthermore, audit fees were not reduced because auditors have duties to audit Consolidated Financial Statement; however, it will be considered in the following year to make it even better.

The Shareholder gave opinion that last year Chairman was informed that it is taken to consider. Formerly, the company has separate to be Subsidiaries (SAGI) which the company has changed nature of business to be Holding Company, he understood that it may be more difficult but audit fees shall not be increased, it should be about 1.3 million baht or 1.5 million baht while some Insurance Companies which are the same industry has lower audit fees. However, an audit fee of the company in this year remains the same which is understood that it is audit fees of both companies and having more duties but this audit fees are not for both companies which workloads are not increased but decreased everyday. In addition, audit fees in the market can be checked the information openly which the company has the total assets about 9,382.96 million baht, audit fees about 1,670,000.00 baht combining with audit fees of Subsidiaries about 4,010,000 baht so this audit fees are too high.

Chairman of Audit Committee (Mr. Surachai Prukbamroong) said that he is pleased to listen to suggestion and it will be considered further.

Chairman added that reasons that the shareholder has suggested, Audit Committee has negotiated without ignorance or supporting to auditors to charge audit fees arbitrarily. However, it is matter of negotiation for a while and we think that it can be accepted which the total assets of the company are numerous. Moreover, Chairman of Audit Committee tried to let auditors have more work, as a result, the audit fees is too high. Nevertheless, the company thought that this figures are competitive which Audit Committee tried to do the best and if it has changing of auditors, it is able to change but the company has a good relationship for a long time and they are qualified auditors so audit fees may be too high but the company is trying to optimize the performance even better.

It appeared that no Shareholders asked any questions in this agenda.

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

The Meeting considered and approved to appoint Dr. Suphamit Techamontrikul, and/or Mr. Permsak Wongpatcharapakorn, and/or Mr. Chawla Tienpasertkij, all of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd to become the company Auditors for the year 2014, it will effective from January 1, 2014 to December 31st, 2014 in another period, with the Audit Fee of 1,670,000.00 baht - excluded any other expenses incurred according to the actual payment in accordance with Audit Committee considered and proposed.

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

Votes	Number of Votes (1 share = 1 vote)	The percentage of the total number of votes
Approval	175,140,960	99.9948
Disapproval	0	0.0000
Abstentions	9,000	0.0051
Total	175,149,960	100.0000

Agenda 8 To consider and approve transferring the general reserve of the company to be Unappropriated Retained Earnings

Company' Secretary proposed that according to the Board of Directors meeting No.2/2014 held on February 25, 2014 has resolution to be approved to the company to transfer the general reserve (besides legal reserves and premium on share capital as required by law) about 900,000,000 baht by considering from the Financial statement of the company ended at December 31, 2013 to be Unappropriated Retained Earnings of the company in order to reserve for dividend payment to shareholders of the company in the future.

The Board of Directors agreed to propose at the Annual General Meeting of Shareholders No. 65 for considering and approval of transferring the general reserve of the company to be Unappropriated Retained Earnings.

Company' Secretary has announced to the Meeting that if Shareholders have any questions or suggestions about this agenda, the Board of Directors is pleased to answer the questions and willing to listen to any suggestions of Shareholders.

The Shareholders have questions in various issues as follows.-

1. General Reserve that has been reserved for along time so there is doubt that in the past has reserved for what purpose and in the future will have reserve or not.

2. Reserve that has been transferred, when it can be paid to the shareholders because of transferring to be Unappropriated Retained Earning of the company or there is allocation in the future. Furthermore, he suggested that some shareholders in the past who lose the right of Profit Allocation, whether they will have a chance for the shareholders in the past or not and how.

3. About transferring the general reserve, he did not understand for the laws and he would like the Committee to confirm that transferring the general reserve to be Unappropriated Retained Earning will not be affected to the laws.

Chairman has clarified in various issues as follows.-

1. The company has general reserved carefully which the company does not use this part. Later, there are shareholders proposed in the shareholders' meeting many times to take this amount of reserve in order to pay dividend. Due to the flood disaster caused a lot of pressure of company' profits so it was considered to transfer the general reserve for the company' liquidity not transferring out to pay dividend which the company needs to be careful as well such as if occurring the crisis to Subsidiaries with Profit/Loss problems. Meanwhile, the company intends to remain level of dividend payment of the shareholders and prefer to pay dividend consistently. Nevertheless, it appeared that dividends from Subsidiaries that has been operated Insurance Business and the company is holding 99.99% is unable to pay dividend and make profits to the company so the shareholders would not receive dividend that year. On the contrary, the company reserve money at the present, it will have a chance to pay some dividend by paying from the general reserve that was transferred to be Unappropriated Retained Earning.

2. In terms of paying the compensation to the shareholders in the past is impossible because the shareholders in the past have estimated that selling out their shares in order to get return as cash from existing shares. Moreover, those shareholders might not want to participate with this business operation further even though the company has an opportunity to grow. Therefore, in case that the company will compensate to the shareholders in the past is impossible because of decision of those shareholders abstained to be the shareholders of the company.

3. For legal issue, the company has studied and considered in details carefully after receiving many suggestions from the shareholders many years. Therefore, please allow Managing Director to clarify about legal issue for acknowledgment further.

Managing Director (Mr. Chusak Salee) further explained that in the past the company has profit which is amount of money that the company has requested for approval to the shareholders for allocation to be the general reserve and some parts will be paid to the shareholders which is called Unappropriated Retained Earning so in terms of legal issue, when the company will use the general reserve to be Unappropriated Retained Earning, the company needs to requested for approval from the shareholders. According to clarification of Chairman to the shareholders that the company will take this amount of money to pay dividend to the shareholders in the future but not take the full amount of money to pay dividend which will be kept for the future. In addition, dividend payment will be considered from Separate Financial Statement not from Consolidated Financial Statement by considering how much Retained Earning in Separate

Financial Statement, if the company does not have Retained Earning or less Retained Earning, it can be paid Dividend as available which Accounting Department of the company is normally serves this issue by considering dividend payment from Consolidated Financial Statement.

The Shareholder asked about the figures of Statement of the Financial Position, page 12 of Information Memorandum regarding the Disposal of Asset and the Connected Transaction and the Disposal of Asset Schedule (2) in terms of cash and Cash Equivalents ended at December 31, 2013 whether the figures are incorrect or not and how much figures that are correct.

Managing Director (Mr. Chusak Salee) said sorry to the shareholders because of mistake in preparation which correct figures of cash and cash equivalents for the year end at December 31, 2013 about 1,687.25 million baht.

The Shareholders asked additional about transferring the general reserve of the company to be Unappropriated Retained Earning. How Executive Directors manage in order to connect with Unappropriated Retained Earning about 231.20 million baht.

Managing Director (Mr. Chusak Salee) replied that transferring the general reserve about 900 million baht is only the figures but the company is currently using that amount for investment at the present by investing in ordinary shares of Sunrise Equity Co., Ltd, Life Insurance Companies and Non-Life Insurance Companies along with investing investment units and some ordinary shares which is invested in cash. However, the general reserve about 900 million baht is only be accounting figures which is in the financial statement of the shareholders. Transferring this reserve does not mean the company has additional funds about 900 million baht. In nowadays, the company has Unappropriated Retained Earning about 525.13 million baht (Separate Financial Statement) which is money that the company can pay dividend to the shareholders. For the reserve about 900 million baht is only figures in order to pay dividend in the future.

The Shareholders asked that Compensation from investment in order to receive dividend in terms of profit allocation will combine with 231.19 million baht is actual cash of the company or not.

Managing Director (Mr. Chusak Salee) clarified that it is not actual amount because the company has more than that which cash that the company is not only in form of deposits but the company still have money to invest in Bonds, Investment Units etc. The company cannot only keep in cash; it should have brought to be benefits more than savings only.

The Shareholders asked further that the purpose of transferring the general reserve to be Unappropriated Retained Earning in order to support in the year that the turnover of the company does not have profits and unable to pay dividend and then using this Unappropriated Retained Earning to pay dividend or not.

Managing Director (Mr. Chusak Salee) answered that the purpose is not using all of the money as the Chairman' preliminary notice whereas in the part of the company does not have a lot of money and almost profit figures come from Subsidiaries and Associates which are profits from investment of the company. However, in terms of cash has not been received so if there is dividend payment, it will be paid from Separate Financial Statement which Financial Statement of the company does not have a lot of incomes so almost incomes come from Consolidated Financial Statement.

The Shareholders asked that each type of business have different low-high risk uncertainly but whenever there occurs many damages such as flood disaster in 2011, the company needed to have reserve as same as Life Insurance Companies which must have reserve by law. The company has reserve by law about 50 million baht and registered capital about 500 million baht but in Subsidiaries must have more than that or not. Nevertheless, the company is Holding Company does not need to reserve for the risk but Subsidiaries must reserve a lot of money because it has risk in case of occurring event that needed to pay many claims, that is right or not.

Managing Director (Mr. Chusak Salee) explained that it is right as the shareholder said; that means reserve about 50 million baht is reserve by law whereas reserve of insurance is different which is not related to the shareholders. Reserve of Insurance will comply with criteria, methods, conditions and ratios according to Office of Insurance Commission (OIC) required which is in Subsidiaries (SAGI).

The Shareholder added that it means Executive Directors of the Company think that the company would not receive money from Subsidiaries, that is correct or not.

Managing Director (Mr. Chusak Salee) clarified that the company is current have profits figures from Subsidiaries and Associates but the problem is those companies cannot pay dividend especially Life Insurance Company which has been noticed in the previous shareholders' meeting that both of Life Insurance Company and Non-Life Insurance Company has profit from operation but they cannot pay dividend due to the condition of Non-Life Insurance Act B.E.2535 (Amended) Section 9 and Life Insurance Act B.E.2535 (Amended) Section 10 respectively required that the total directors of the company must be Thai Nationals and more than seventy-five percents of the total numbers of the voting shares that have been sold or Juristic Persons registered in Thailand, those may be permit person of Non-Thai Nationality to holds shares in excess of 50 percents. This law has a temporary provisioned of exemption for 5 years to Insurance Company is able to pay dividend which is currently complete 5 years, as a result of, Life Insurance Company is unable to pay dividend because the shareholders of Life Insurance Company does not Thai Nationals Persons who are holing shares more than 50 percents and it will have problems in the future. From the past, Office of Insurance Commission (OIC) realized that this law has weakness so they proposed to amend such laws. In addition, it is well-known that during the past 5-6 years ago occurred various political situations continuously which one agenda has been passed and it has been happened again and again. Therefore, It still have to wait for the proposal and it has been expected that within 2 years, this law will be completed in consideration because this law is limitation of growth expansion and joint venture of Insurance Business. If so, Non-Life Insurance Companies and Life Insurance Companies is able to pay dividend which the shareholders may think why other companies do not have problems, it must be announced that other companies are Thai Companies and Allianz is Foreign Company which their shareholders are foreigners more than 50 percents.

It appeared that no Shareholders asked any questions in this agenda.

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

The meeting considered and unanimously approved of transferring the general reserve of the company to be Unappropriated Retained Earnings.

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

Votes	Number of Votes (1 share = 1 vote)	The percentage of the total number of votes
Approval	175,150,960	100.0000
Disapproval	0	0.0000
Abstentions	0	0.0000
Total	175,150,960	100.0000

Agenda 9 To consider and approve the disposal of the Company's investment of ordinary shares in Sunrise Equity Company Limited to the Great Luck Equity Company Limited and The Great Fortune Company Limited which are related persons of the Company

Company' Secretary proposed that according to the Board of Directors meeting No.2/2014 held on February 25, 2014 resolved to approve the disposal of the Company's investment of 54,613,666 ordinary shares in Sunrise Equity Company Limited ("Sunrise") to The Great Luck Equity Company Limited ("The Great Luck") and The Great Fortune Company Limited ("The Great Fortune") with the value of Baht 34.70 per share, totaling Baht 1,895,094,210.20 (the "Proposed Transaction"). In this connection, the size of the Proposed Transaction is of the highest value when calculated from the total consideration received based on the Company's consolidated financial statements for the year ended 31 December 2013 which equals to 20.20 per cent and, thus, falls under "Class 2 Transaction" pursuant to the Notification of the Capital Market Supervisory Board No. ThorJor. 20/2551 entitled Rules on Entering into Material Transactions Deemed as Acquisition or Disposition of Assets and the Notification of the Board of Governors of the SET entitled Disclosure of Information and Other Acts of the Listed Company Concerning the Acquisition or Disposition of Assets, 2004 (**the "Major Transaction Rules"**). The Company therefore has disclosed to the SET the information memorandum as required by relevant regulations.

In addition, the Proposed Transaction is considered as a connected transaction pursuant to the Notification of the Capital Market Supervisory Board No. ThorJor. 21/2551 entitled Rules on Connected Transactions and the Notification of the Board of Governors of the SET entitled Disclosure of Information and Other Acts of Listed Company Concerning the Connected Transactions, 2003 (the “Connected Transaction Rules”) as The Great Luck and The Great Fortune are regarded as the related persons of the Company. In this regard, when considering the transaction size pursuant to the Connected Transaction Rules, the size of the Proposed Transaction which is calculated from the consolidated financial statements of the Company for the year ended 31 December 2013 equals to 38.90 per cent of the Company’s net tangible assets. Therefore, the Company is required to disclose the relevant information to the SET, to appoint an independent financial advisor to provide opinions on the reasonableness and fairness of the price and the conditions of the Proposed Transaction and to hold the shareholders’ meeting to consider and approve the Proposed Transaction with a favorable vote of not less than three-fourths of the total votes of shareholders attending the meeting and eligible to vote, excluding the votes of interested shareholders as listed below.

1. Bangkok Broadcasting & Television Company Limited	holding	28,802,500 shares	equivalent to 11.52 per cent
2. BBTV Equity Company Limited	holding	21,946,000 shares	equivalent to 8.78 per cent
3. The Great Fortune Company Limited	holding	7,045,250 shares	equivalent to 2.82 per cent
4. Miss Sudthida Ratanarak	holding	6,344,870 shares	equivalent to 2.54 per cent
5. Mrs. Sasithorn Ratanarak	holding	3,125,000 shares	equivalent to 1.25 per cent
6. Mr. Krit Ratanarak	holding	50,000 shares	equivalent to 0.02 per cent
7. Mr. Taweepol Kongseri	holding	160,000 shares	equivalent to 0.06 per cent

Remark: The information as of 14 March 2014

However, in order to comply with a connected transaction, the company has enclosed opinions document of Independent Financial Advisor about the Proposed Transaction in this time which is prepared by Asia Plus Securities Public Company Limited (ASP) as Independent Financial Advisor of the company together with relevant document that has sent to the shareholders prior the meeting.

The Board of Directors’ opinion: The Board of Directors (Mr. Veraphan Teepsuwan and Miss Nopporn Tirawattanagool who were considered having an interest in the Proposed Transaction were not present at the meeting and abstained from voting in this agenda) deemed it appropriate to propose to the Annual General Meeting of Shareholders No. 65 to consider and approve the disposal of the Company’s investment of 54,613,666 ordinary shares in Sunrise to The Great Luck and The Great Fortune which are related persons of the Company with the value of Baht 34.70 per share, totaling Baht 1,895,094,210.20, and to consider and approve the appointment of the Company’s executive committee or the person designated by the Company’s executive committee with full power and authority to consider and determine any terms and conditions including any relevant actions to be taken in relation to this Proposed Transaction.

Company’ Secretary has announced to the Meeting that if Shareholders have any questions or suggestions about this agenda, the Board of Directors is pleased to answer the questions and willing to listen to any suggestions of Shareholders.

The Shareholders asked various issues as follows.-

1. In the past, Sunrise Equity Co., Ltd has generated profits to the company and most returns came from this company if the company will not sell out, the company will receive return every year. On the contrary, if it is sold out, the company will get money about 1895.09 million baht, what the company will use for.

2. Cost of investment in Sunrise Equity Co., Ltd at first if it has been sold out, how much the different.

3. When the company sell this shares to the Great Luck Equity Company Limited (“The Great Luck”) and the Great Fortune Company Limited (“The Great Fortune”), whether the company involved or held cross-shareholding and receive the Profit Allocation from both companies or not.

Managing Director (Mr. Chusak Salee) answered in various issues as follows.-

1. Money that the company received from selling Sunrise Equity Co., Ltd out, the company will use this amount which some will be invested in long-term bonds, some will be invested in shares and for the Cash Flow in order to pay dividend to the shareholders.

2. The company has invested 54,613,666 ordinary shares in Sunrise Equity Company (“SUNRISE”) or 546.13 million baht which Sunrise is Holding Company which is invested in Siam City Cement Public Company Limited (SCCC), each year the company will receive return about 50 million baht or 10 percents yields of investment from the disposal of Sunrise Co., Ltd in this time which the company will receive money from the disposal about 1,895.09 million baht which cost of the company is about 546.13 million baht, total profits about 1,348.96 million baht, deducting tax 20 percents so the company will have existing profits from the disposal about 1,079.17 million baht.

3. The Great Luck Equity Company Limited (“The Great Luck”) and the Great Fortune Company Limited (“The Great Fortune”), if they purchase shares, they will get normally shares which the company does not get any advantages from both companies but the Great Fortune Company Limited (“The Great Fortune”) still holds shares in the company

The Shareholder asked that profit results about 1,079.17 million baht, whether they will be appeared in Consolidated Financial Statement or Separate Financial Statement.

Managing Director (Mr. Chusak Salee) explained that profits figures results about 1,079.17 million baht will be appeared in Separate Financial Statement because the company holds shares of Sunrise Co., Ltd.

The Shareholder asked that profits from the disposal about 1,079.17 million baht, whether they will be integrated to the general reserve that is transferred to be Unappropriated Retained Earning about 900 million baht in order to pay dividend or not.

Managing Director (Mr. Chusak Salee) clarified that profits from the disposal of Sunrise Co., Ltd, the company will integrate to the general reserve that is transferred to be Unappropriated Retained Earning about 900 million baht onward.

It appeared that no Shareholders asked any questions in this agenda.

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

The Meeting considered with a favorable vote of not less than three-fourths of the total votes of shareholders attending the meeting and eligible to vote and approved of the disposal of assets of the company which are consisted of the Company’s investment of 54,613,666 ordinary shares in Sunrise Equity Company with the value of Baht 34.70 per share, totaling Baht 1,895,094,210.20 to the Great Luck Equity Company Limited (“The Great Luck”) and the Great Fortune Company Limited (“The Great Fortune”) by Bangkok Broadcasting & Television Company Limited, BBTV Equity Company Limited, the Great Fortune Company Limited, and 6.

Mr. Krit Ratanarak who were considered having an interest in the Proposed Transaction were not present at the meeting and abstained from voting in this agenda [and for Miss Sudthida Ratanarak, Mrs. Sasithorn Ratanarak, Mr. Taweepol Kongseri who were considered having an interest in the Proposed Transaction were not present and attend in this time meeting] and approve to authorize the Executive Directors of the company or person who is authorized from the Executive Directors of the company to established the details and various

conditions along with other performances that is relevant to the disposal of ordinary shares which the company invested in Sunrise Equity Company to the Great Luck Equity Company Limited (“The Great Luck”) and the Great Fortune Company Limited (“The Great Fortune”) as proposed.

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

Votes	Number of Votes (1 share = 1 vote)	The percentage of the total number of votes
Approval	117,302,310	99.9923
Disapproval	0	0.0000
Abstentions	9,000	0.0076
Total	117,311,310	100.0000

Remark Excluding the shares of shareholders who have a stake in this agenda

Agenda 10 To consider other matters (If any)

Chairman announced to the Meeting that if Shareholders have any questions or suggestions about this agenda, the Board of Directors is pleased to answer the questions and willing to listen to any suggestions of Shareholders.

The Representative from Thai Investor Association (TIA) asked that nowadays Thai Society has alerted with corruption problems in investment sectors and also have Associates from Private Sectors in Anti-Corruption. He wondered if the Chairman is interested in this project or not and how.

Chairman answered that the company has quite a lot of attention and have begun the process of preparation documents and the company expects to submit the documents to Divisions are involved soon.

The Shareholder asked about Profits/Losses Financial Statement for the year 2013, Profit Allocation from Investment in Associates about 355.28 million baht comes from just Life Insurance Company or not.

Managing Director (Mr. Chusak Salee) answered that Profits Allocation from Investment about 355.28 million baht comes from Allianz Ayudhya Assurance PCL (AZAY) only.

The Shareholder asked additional question that it can be seen that Life Insurance Company has profit results about 1,700 million baht, whether it is normal profits or special profits in the past few years.

Director and Nomination and Remuneration Committee (Mr. Ulf Lange) answered that it is normal profits from operation of the company and profits of last year did not guarantee profits of this year or following year.

The Shareholder asked that Allianz Ayudhya Assurance PCL (AZAY) has policy to be registered company in the Stock Exchange of Thailand (SET) or not and have transparency or not.

Chairman clarified that the policy that will be registered company in the Stock Exchange of Thailand (SET), it is unable to be confirmed that it will be put in the Stock Exchange of Thailand (SET) or not. For the transparency, he hereby announced that in Europe is currently alert which Allianz has Parent Company in Europe and they are very strict in terms of Good Governance whether in or out of the Stock Exchange of Thailand, it is considered to be Key Factor of the World’s Biggest Companies. Therefore, Good Governance is having an impact on companies around the world so the shareholders can feel free.

The Shareholder asked whether Allianz Ayudhya Assurance PCL unable to pay dividends but bringing into the Stock Exchange of Thailand (SET) whether it can be paid dividends to the shareholders of the company easier or not.

Chairman said that it is very good idea but in practice it may have issue in listing in the stock market so it would have to wait because of having problems in terms of Shareholders' Structure which is not conducive to a dividend payment. Thus, this issue should be completed first and then it will be submitted as a Listed Company. In nowadays, the Shareholders' Structure still not complies with Insurance Laws so it must be revised and then submitting to the Stock Exchange of Thailand (SET).

The Shareholder asked if possible that the company will buy Life Insurance Company shares in additional 20%.

Chairman answered that for Allianz, has already been in agenda of the company that needs to have Non-Life Insurance Company about 100% and Life Insurance Company about 51%. At the present, the company still in negotiating process with Life Insurance Company and shareholders in Life Insurance Company tend to sell which it shall be long-term goals of the company to have both of Non-Life Insurance Company and Life Insurance Company while the company will be Holding Company which is major shareholders of both companies.

The Shareholder gave opinion that now Japanese Company has entered into an alliance with Bank of Ayudhya PCL. These Japanese has been doing a lot of business in Thailand which are both the Executives and various officers. These showed that Japanese is target of both Non-Life Insurance Company and Life Insurance Company which the company may have to approach them or ask for support from Bank of Ayudhya in order to get more Japanese Customers and it shall be beneficial to the company.

Chairman said thank you for the opinion and answered that the company is currently have target with Allianz from Germany but it may be difficult to Japanese Company in negotiation. In addition, Allianz is Major Shareholder in Life Insurance Company, Minor Shareholder in Non-Life Insurance Company and they would like to have even more Insurance Shares but it still have problems in criteria. As of now, what the company can do is to approach Japanese as well who is Major Shareholder of Bank of Ayudhya which has made Bancassurance with Non-Life Insurance Company and Life Insurance Company. However, it is uncertain because Japanese has already had Japanese Company support as well. Therefore, it is the matter of negotiation of Merit and the company does not want to monopoly in all sales of Life Insurance/Non-Life Insurance via Bank of Ayudhya PCL (BAY) which Bank of Ayudhya PCL (BAY) is able to sell to other partners. As of now, it is considered that the company has already achieved but just wants to have more channels via Bank which the company is doing right now.

The Shareholder asked that from information reporting as types of Insurance in the Annual Report page 111 in some types of Insurance can be seen that income is not worth to the expense which the income was approximately 244.57 million baht but the expense was approximately 252.70 million baht, why.

The President (Mr. Rowan D' Arcy) said thank you to the shareholder for the question and clarified that in order to be understood that the shareholder inquired about Personal Accident Insurance (PA) which the method of Personal Accident Insurance (PA) is composed of 3 parts as follows.-

- Part 1 – Sales through various organizations such as financial institution
- Part 2 – Sales without passing through any organizations
- Part 3 – Sales through Telemarketing

By Personal Accident Insurance (PA) will have Profits or Losses based on claims on death rates; however, when considering nature of the claim cannot be found anything wrong and it is normal claim. Some parts, the company considers from criteria of medical treatment fee which this medical treatment fee has been increased every year as a result of claims ratios increased and the company has to pay more. However, the shareholders do not worry because the company has hired the specialist who has ability to evaluate and calculate the risk or Actuary will do this regard for calculating the price and creating a new product to the company and for Telemarketing will make Personal Accident Insurance (PA) non-profit. Telemarketing will be upfront fee by charging since the first year the company begins selling; thus, Personal Accident Insurance (PA) that has a high risk for older people which from auditing cannot be found anything wrong as nature. Whereas, medical treatment fee of various hospitals

have really expensive cost during a few years ago combining with Telemarketing cost that will have to pay. These things are elements that will make Personal Accident Insurance (PA) non-profit.

The Shareholder asked that if the comparison during this 2 years, Loss Ratio of only Personal Accident Insurance (PA) in SAGI will be about 60%, Therefore, If combining with other expenses, it will be higher than this or not.

The President (Mr. Rowan D' Arcy) answered that as the shareholders have seen Loss Ratio figures will be about 59% but actually it is about 45%. Nevertheless, due to the Actuary that the company has hired, has considered from claims history in the past and agreed that it should be added up about 15% (IBNR) so it makes higher figures but the actual figures will be at 45%. In addition, the company has done Conservative and discussed with the Actuary along with considering the retrospective figures which Loss Ratio was improve last year and in the future it is expected that it will be improved further as nature and method whereas preparation, the company needs to be done anyway.

The Shareholder asked additional that the company has a good relationship with Bank of Ayudhya (BAY); therefore, there is planned to increase in sales with BAY or not so that the company will be able to sell more products.

The President (Mr. Rowan D' Arcy) clarified that the company has discussed with BAY which either negotiation or relationship building in order to have more sales are Daily Basis. Moreover, the company had officer to visit Branch of BAY everyday which it is impossible that officers of SAGI will not visit to BAY especially at Headquarters. Meanwhile, the company is trying to reduce the risk which BAY is major shareholder of the company. However, due to economy issue occurring at the present and affecting to various aspects to the retails business which is current event. Therefore, if the company can pass this situation, all activities can be continued which the company is currently have 10 products and some that are sold through Bank of Ayudhya PCL (BAY) will be upgraded and redesigned. It is expected that this year will have to sell about 10 products which is in designing process about 3-4 products that the company will sell to BAY further.

The Shareholder asked that due to 2013 Annual Report, page 117, wages and gratuities is increased because the numbers of sales are increased and how about in the future will be increased further or not which BAY may have a new partners coming in.

The President (Mr. Rowan D' Arcy) illustrated about wages and gratuities payment with BAY based on how much the sales was made but Commission Cost will be based on products for each type of disaster has set Commission Rate how many percentage of Commission they will receive such as sales of Motor Insurance will get paid the Commission about 12% etc. However, it depends on the sale of products as well.

The Shareholder asked for the knowledge about Non-Life Insurance and Life Insurance business in the current situation either the economics or politics will affect to the top line of the company or not and how. Moreover, it will make the company' goals changes or not and how much.

The President (Mr. Rowan D' Arcy) clarified that the current situation has already has an impact which political situation has occurred since November 2013, it began to affect a little bit and it has been dropped in January both of Non-Life Insurance Company and Life Insurance Company.

The Shareholder asked that due to the company has reserved from reinsurance about 114 million baht; therefore, Reinsurer that is serving to the company might have problem so it would be better if the company seek other Reinsurer and how is Product Mix that the company sell through Bancassurance and Brokers.

The President (Mr. Rowan D' Arcy) answered that for Reinsurance Company that company has chosen, if reliability rating will be at AA+, AA or AA- and one company is in Berkshire Company of Warren Buffett which is the best Reinsurer the company has chosen. Whereas the sales the products have not only has sold through the bank but having other financial institutions. Another part is that the company has adjusted the

Portfolio and Method of Insurance of Reinsurance Company which increase the cost of these parts. Furthermore, there is another factor is Facultative Inward Business that is related to flood disaster which the company is trying to avoid it as a result of increasing in company' business.

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 Ordinary Shareholders' Meeting No. 65 held on April 22, 2014, shareholders attended, and gradually meeting with himself and appoint a proxy to attend the meeting instead of the 269 total number of shares was 175,155,060 shares or 70.0620 percents 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.

The meeting was adjourned at 16.20 hrs.

-Veraphan Teepsuwan-

(Mr. Veraphan Teepsuwan)
Chairman

-Jiratcha Ruplek-

(Ms. Jiratcha Ruplek)
Minute Recorder

Copies certified by



(Mr. Rowan D'Arcy)
President and CEO

Supporting date for consideration in Agenda 2

To acknowledge the 2014 Annual Report of the Board of Directors

The Annual Report of the Board of Directors is report of the Operating results of the Company for the year 2014 which is published by messages from the Chairman into the 2014 Annual Report as the Company delivered in CD-ROM to the Shareholders along with the Notice of the date of the Annual General Shareholders' Meeting No.66.

The Board of Directors considered and approved to propose at the Annual General Meeting of Shareholders No.66 in order to acknowledge report of the Operating results and various information of the Company for the year 2014.

Supporting date for consideration in Agenda 3

To consider and approve the Statement of the Financial Position at December 31, 2014, Statement of Comprehensive Income, Statement of Changes in Owner's Equity and Statement of Cash Flow for the year 2014

The Financial Position at December 31, 2014, Statement of Comprehensive Income, Statement of Changes in Owner's Equity and Statement of Cash Flow for the year 2014 which the Directors approved and Auditors of the Company has already reviewed and endorsed. It was in the 2014 Annual Report, which delivered to Shareholders together with the Notice of the date of the General Shareholders' Meeting No.66.

The Board of Directors considered and agreed to propose to the Annual General Meeting of Shareholders No.66 for consideration and approval The Financial Position at December 31, 2014, Statement of Comprehensive Income, Statement of Changes in Owner's Equity and Statement of Cash Flow for the year 2014 which the Directors approved and Auditors of the Company has already reviewed and endorsed.

To consider and approve of Profit Allocation for the year 2014 and acknowledge of Interim Dividend payment

From the operation of the company for the year ended December 31, 2014, 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 1,861,884,504 baht (One billion, eight hundred and sixty-one million, eight hundred and eighty-four thousand, five hundred and four baht only) or calculate Profit per share 7.45 baht and Separate Financial Statements of the company's Net Profit is approximated at 1,111,952,389 baht (One billion, one hundred and eleven million, nine hundred and fifty-two thousand, three hundred and eighty-nine baht only), if calculate profit per share is 4.45 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 2014 at the Annual General Meeting of Shareholders No.66 for consideration of approval as follow;*

2014 Operating Results

Profit before Income Taxes	1,378,694,303.-baht
Deduct Income Tax	<u>266,741,914.-baht</u>
Remaining Net Profit	1,111,952,389.-baht
Deduct – Actuarial Loss in defined Employee' Benefit Plans-Net of Income Tax	416,915.-baht
Plus Retained Earning that remained from allocation last year	250,135,502.-baht
Plus Transfer other reserves to be Unappropriate Retained Earnings	<u>900,000,000.-baht</u>
Profits for allocation in this time	2,261,670,976.-baht
Resolved to allocate dividend payment at rate per share 2.50 baht about 250 million shares	625,000,000.-baht
Deduct Interim Dividend each 250,000,000 shares per share 1.00 baht which the Board of Directors has allocated this payment to shareholders in September 5, 2014	<u>250,000,000.-baht</u>
Remaining of dividend payment in this time at rate per share 1.50 baht	<u>375,000,000.-baht</u>
Total Profits were allocated in this year	<u>625,000,000.-baht</u>
Outstanding of Retained Earnings carried forward to the next period	<u>1,636,670,976.-baht</u>

The company considered the dividend for the results of the year 2014 to the shareholders about 250,000,000 shares at rate per share 2.50 baht or 56.21% of Net Profit which the company has divided into interim dividend payment for the first 6 months period of the operating results (January-June) of 2014 held on September 5, 2014 in price per share 1.00 baht or in amount of 250 million baht from Retained Earnings of the company as Tax Basis as follows;

- In case of person who gets Dividend and Tax Credit by paying from Business Profit of the Corporate Income Tax at rate of 20 percent of the Net Profit is 1.00 Baht per share.

And Dividend for the second half (July-December) of 2014 by paying to shareholders who have rights to receive dividend as name list at Record Date for the right of receiving dividend on Monday, March 16, 2015 at rate per share 1.50 baht this is calculated in the total amount of 375,000,000 baht by defining of dividend payment for the second half on Wednesday, May 6, 2015. ***However, the right to receiving this Dividends will become effective upon the approval of Shareholders the meeting before.***

Furthermore, Dividend of the company in this period, Individuals who receive Dividend with tax credit at rate of 20 percent of the Net Profit is 1.50 Baht per share.

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

Details of Dividend payment	2014	2013	2012
1.Net Profit (Million baht)	1,111,952,389	75,242,945	153,148,806
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)	2.50	1.80	0.38
3.1 Interim Dividend (Baht: share)	1.00	0.70	-
3.2 Dividend in this time (Baht: share)	1.50	1.10	0.38
4. Total of Dividend payment	625,000,000	450,000,000	95,000,000
5. Calculate as a percentage (%) of Net Profit	56.21	598.06	62.03

The Board of Directors considered and approved that it should be proposed to the Annual General Meeting of Shareholders No.66 for consideration and approve of Profit Allocation for the year 2014 to the Shareholders about 250,000,000 shares in share rate 1.50 baht or about 375,000,000.00 baht including interim dividend for the first half ended at June 30, 2014 which has been paid in rate per share 1.00 baht. The total of dividend that the company has paid from the operating results of 2014 in rate per share 2.50 baht. However, determination of Shareholders' list who have right to receive Dividends (Record Date) on Monday, March 16, 2015 and gather the names list as Section 225 of Securities and Exchange Act by using closing registered book (Closing Date) on Tuesday, March 17, 2015 and determine of Dividend payment on Wednesday, May 6, 2015.

In addition, the right to receive Dividends will become effective upon the approval of Shareholders the meeting before.

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

1. Mr. Surachai Prukbamroong (Independent Director)

Criteria and procedures for nomination

: Nomination and Remuneration Committee has considered as nomination process and it has been proposed to the Board of Directors without Mr. Surachai Prukbamroong joining the consideration. There is consideration in fully qualification as required by law along with Knowledge, Potency, and Experience or even Morality and Ethics; moreover, he has transparent work and independent comment. It appropriate to proposed at the Annual General Meeting of Shareholders to consider and elect Mr. Surachai Prukbamroong who is qualified as required by law along with knowledge, Potency, and High Experience as well as making progress throughout the company returning to hold the position as director in another term.



Age : 76 Years

Nationality : Thai

Held the position as Director : October 12th, 1999 (15 years and 5 months)

Education :

- Bachelor of Accountancy and Bachelor of Commerce, Thammasat University
- Certificate of Bank Examiner, Bank of Examination School, Federal Deposit Insurance Corporation, USA
- Certificate - Pacific Rim Bankers Program, University of Washington, USA
- Certificate - Senior Management, University of California, Berkeley, USA
- Certificate of Banking, the Bank of Tokyo, Japan
- Senior Executive Program, Sasin Graduate Institute of Business Administration of Chulalongkorn University
- Certificate - Financial Executive, the Thai Institute of Banking and Finance
- Certificate - Executive Information System, IBM Certificate of Executive Information System, IBM 'Education Center

Program attended in of Directors (IOD) :

- Role of the Chairman Program (RCP) (Chairman 2000)
- Directors Accreditation Program (DAP)
- Board Performance Evaluation (BPE)
- Corporate Governance Report of Thai Listed Companies (CGR) (2007) and
- DCP Refresher Course, Director Forum

Information in the company

- Current position

At the company : 1999-Present-Independent Director and Chairman of Audit Committee

Board Meeting

Attendance, 2014

- : • The Board of Directors Meeting held 5 times attended 5 times
- The Annual General Meeting of Shareholders in 2014 held 1 time attended 1 time
- Audit Committee Meeting held 9 times attended 9 times

-Holding shares as at the latest Closing Date in March 17th, 2015

- -None-

Work experience Past 5 years

: 1999 –April 2012 – Independent Director and Chairman of Audit Committee, Bank of Ayudhya PCL (BAY)

Present Designation

With other organizations

- Listed Companies

: None

- Non-Listed Companies

: 1 company/organization
Nov 2010- Present – Independent Director and Chairman of Audit Committee, Sri Ayudhya General Insurance PCL (SAGI)

The tenure as a director/ Executive of other business that Caused the conflict of Interest Of the company

: -None-

Legal disputes

: No lawsuit in the past 5 years

Considered Information as Independent Director

Be stakeholder with the company and other juristic person who has conflict at the present or during the past 2 years.

- Not be involved with Executive, employee, worker or advisor who receives salary.
- Not being professional service providers (Auditor or Legal Counsel).
- Not having important business relationship; as a result, unable to act independently.
- Not being close relatives to Executive/ Major Shareholder of the company/ Subsidiaries.
- Not being Director/ Executive in other business as a result the conflict of interest to the company.

Remark: *The definition of Independent Director of the company appeared in the last part of documents for consideration in agenda 5*

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. Rowan D' Arcy

Type of Director for election: Executive Director

Criteria and procedures for nomination

: Nomination and Remuneration Committee has considered as nomination process and it has been proposed to the Board of Directors without Mr. Rowan D' Arcy joining the consideration. There is consideration in fully qualification as required by law along with Knowledge, Potency, and Experience or even Morality and Ethics; moreover, he has transparent work and independent comment. It appropriate to propose at the Annual General Meeting of Shareholders to consider and elect Mr. Rowan D' Arcy who is qualified as required by law along with knowledge, Potency, and High Experience as well as making progress throughout the company returning to hold the position as director in another term.



Age : 60 Years

Nationality : South African

Held the position as Director : December 1st, 2007 (7 years and 2 months)

Education Background : •University of Witwatersrand, Johannesburg, South Africa
•Ashridge Business School, UK

Program attended in Thai Institute of Directors (IOD) : Director Certificate Program (DCP 103/2008)

Information in the company

-Current position

At the company

Jan 2008-Present

: President and CEO (Authorized Signatory)

-Attendance the meeting in 2014

: -The Board of Directors Meeting held 5 times, attended 5 times
-The Annual General Meeting of Shareholders in 2014 held 1 time attended 1 time
-The Executive Committee Meeting held 12 times attended 11 times

-Holding shares as the latest

: None

Closing Date in March 17th, 2015

**Work experience
Past 5 years** : December 1st, 2007-December 31st, 2007- Director
Sri Ayudhya Insurance PCL

**Present Designation
with other organizations**

-Listed Company : -None-

**-Non-listed company
1 company** : Nov 2010-Present
President and CEO, Sri Ayudhya General Insurance PCL

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

Legal Disputes : No cases in the last 5 years

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

3. Mr. Metha Suvanasarn

Type of Director for election: Independent Director

Criteria and procedures for nomination

: Nomination and Remuneration Committee has considered as nomination process and it has been proposed to the Board of Directors without Mr.Metha Suvanasarn joining the consideration. There is consideration in fully qualification as required by law along with Knowledge, Potency, and Experience or even Morality and Ethics; moreover, he has transparent work and independent comment. It appropriate to propose at the Annual General Meeting of Shareholders to consider and elect Mr. Metha Suvanasarn who is qualified as required by law along with knowledge, Potency, and High Experience as well as making progress throughout the company returning to hold the position as director in another term.



Age : 74 Years

Nationality : Thai

Held the position as Director : September 1st, 2005 (9 years and 6 months)

Education Education :

- B.A. Accountancy, Thammasat University
- Certified in the Governance of the Enterprise IT (CGEIT), USA
- CRISC Certified in Risk and Information System Controls, USA
- CRMA Certification in Risk Management Assurance, USA
- Certified Internal Audit(CIA), USA
- Certified Public Accountant (CPA), Thailand
- Computer Audit Certificate, Federal Deposit Insurance Corporation (FDIC), USA
- Management Certificate, University of California at Berkeley, USA
- Advanced Management Certificate, Harvard University Graduate School of Business Administration, USA
- New Era Governance Certificate, Harvard Business School, USA

Program attended in Thai Institute of Directors (IOD) :

- Director Certificate Program – DCP 12/2001
- DCP Refresher Course 2/2006
- Role of the Compensation Committee (RCC9/2009)
- Director Certification Program Update (DCPU 1/2014)

Information in the company

-Current position at the Company : Sep 2005-Present – Independent Director/ Audit Committee and Chairman of Nomination and Remuneration Committee

-Attendance the meeting in 2014 : -The Board of Directors Meeting held 5 times, attended 5 times
- The Annual General Meeting of Shareholders in 2014 held 1 time and attended 1 time
- Audit Committee Meeting held 9 times attended 9 times
- Nomination and Remuneration Committee Meeting held 5 times and attended 5 times

-Holding shares as the latest Closing Date in March 17th, 2015 : -None -

Work experience Past 5 years

-Present Designation with other organizations -Listed Company

: -None-

- 7 Non-listed companies

: -Nov 2010-Present – Independent Director/Audit Committee and Chairman of Nomination and Remuneration Committee Sri Ayuhdya General Insurance PCL
-2013-Present - Vice President, Audit Chairman of ISACA(Information Security Audit and Control Association), Bangkok Chapter
-Present - Vice President, - Vice Chairman of Thailand Information Security Association (TISA)
- Present - Risk Management Committee, Risk The Thai Chamber of Commerce and Board of Trade of Thailand
-Present –Director, Director, Information Security, National Electronics and Computer Technology Center (NECTEC)
-Present – Specialist, IT Examination Specialist of Bank of Thailand
- Present - Sub-Committee, Standard Development of Electronics Transaction, Ministry of Information and Communication Technology

Director or Executive in other companies which may result in conflicts of interests

: -None-

Legal Disputes

: No cases in the last 5 years

Considered Information as Independent Director

Be stakeholder with the company and other juristic person who has conflict at the present or during the past 2 years.

- Not be involved with Executive, employee, worker or advisor who receives salary.
- Not being professional service providers (Auditor or Legal Counsel).
- Not having important business relationship; as a result, unable to act independently.
- Not being close relatives to Executive/ Major Shareholder of the company/ Subsidiaries.
- Not being Director/ Executive in other business as a result the conflict of interest to the company.

Remark: The definition of Independent Director of the company appeared in the last part of documents for consideration in agenda 5

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 Mr. Vichit Kornvityakoon

Type of Director for election: Independent Director

Criteria and procedures for nomination

: Nomination and Remuneration Committee has considered as nomination process and it has been proposed to the Board of Directors without Mr. Vichit Kornvityakoon joining the consideration. There is consideration in fully qualification as required by law along with Knowledge, Potency, and Experience or even Morality and Ethics; moreover, he has transparent work and independent comment. It appropriate to propose at the Annual General Meeting of Shareholders to consider and elect Mr. Vichit Kornvityakoon who is qualified as required by law along with knowledge, Potency, and High Experience as well as making progress throughout the company returning to hold the position as director in another term.



Age

: 64 Years

Nationality

: Thai

Held the position as Director

: January 28th, 2013 (2 years and a month)

Education Background

- Master of Business Administration Program, Thammasat University
- Bachelor of Accountant, Chulalongkorn University
- Bachelor of Laws, Thammasat University

Program attended in of Directors(IOD)

- Director Certification Program (DCP 172/2013)
- Advanced Audit Committee Program (AACP14/2014)
- Anti-Corruption for Executive Program (ACEP14/2015)

Information in the company

-Current position at the Company

: Jan 2013-Present – Independent Director/ Audit Committee and Chairman of Compliance Committee

-Attendance the meeting in 2014

- The Board of Directors Meeting held 5 times, attended 5 times
- The Annual General Meeting of Shareholders in 2014 held 1 time and attended 1 time
- Audit Committee Meeting held 9 times attended 9 times
- Compliance Committee Meeting held 3 times and attended 3 times

-Holding shares as the latest Closing Date in March 17th, 2015

: -None -

**Work experience
Past 5 years**

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

: -None-

- 4 Non-listed companies

: -2013 – Present - Independent Director, Member of Audit Committee, and Chairman of Compliance Committee
-Present- Director in Sub-Committee- Director in Sub-Committee Of Developed Supervision in Deposit Protection System, Deposit Protection Agency
- Present- Director- Director in Ex.Com Group of Sukhumvit Asset Management Co.,Ltd.
-Jul 2014-Present – Director - Small and Medium Enterprise Development, Bank of Thailand

**Director or Executive
in other companies which
may result in conflicts of
interests**

: -None-

Legal Disputes

: No cases in the last 5 years

Considered Information as Independent Director

Be stakeholder with the company and other juristic person who has conflict at the present or during the past 2 years.

- Not be involved with Executive, employee, worker or advisor who receives salary.
- Not being professional service providers (Auditor or Legal Counsel).
- Not having important business relationship; as a result, unable to act independently.
- Not being close relatives to Executive/ Major Shareholder of the company/ Subsidiaries.
- Not being Director/ Executive in other business as a result the conflict of interest to the company.

Remark: The definition of Independent Director of the company appeared in the last part of documents for consideration in agenda 5

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.

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

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

To consider and approve the directors' remuneration

As the Ordinary Shareholders' Meeting No.65 held in April 22, 2014 has resolution of approval the Remuneration by paying to the Directors are as follows.-

(1) Remuneration of Director

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

With effective from January 1, 2014 onward

(2) Commission of Directors

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

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

For the year 2015, 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 of adjusting the Commission of Directors whereas the Remuneration of Directors will use the same rate which has approved by the Annual General Meeting of Shareholders No.65 held in April 22, 2014 as well as requesting for special bonus payment of directors that the company will pay One-Time basis for the year 2014 increasing from regular bonus which was approved by the Annual General Meeting of Shareholders No. 65; however, it has been paid to directors as follows.-

(1) Remuneration of Director

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

With effective from January 1, 2015 onward

(2) Commission of Directors

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

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

(3) Special Bonus

This special bonus for the Board of Directors is proposed in the amount of 6,614,950.00.- baht which will paid as One Time basis for the year 2014 increasing from regular bonus which was approved by the Ordinary Shareholders' Meeting No. 65 Due to requesting for approval this special bonus because of dedication to the work of Executives and the Board, these make the company has the highest operating results both of Incomes and Written Premiums in 2014 since the company was established for a period of 65 years and the Board of Directors can allocate as appropriate.

The Committee has considered and agreed to propose at the Annual General Meeting of Shareholders No.66 in order to consider and approve the remuneration to directors as Nomination and Remuneration Committee proposed which consists of the remuneration and bonus of directors that has been used the rate previously approved by the Ordinary Shareholders' Meeting No. 65 held at April 22, 2014 by deducting as the company' expense. However, it shall be effective since January 1, 2015 onward and remaining the remuneration rate above until the Board of Directors will propose and get approval from the shareholders' meeting of changing to others. For this special bonus for the Board of Directors is proposed in the amount of 6,614,950.00.- baht which will paid as One Time basis for the year 2014 increasing from regular bonus which was approved by the Ordinary Shareholders' Meeting No. 65

**Remark Due to the Ordinary Shareholders' Meeting No. 65 held on April 22, 2014 in amount of 6,614,950.00 baht. However, the company has considered allocating Bonus of directors in amount of 6,562,787.00 baht.*

Sri Ayudhya Capital PCL
Remuneration of the Director Structure for the Operating Results in 2014 that paid in 2015
which got approval from the Ordinary Shareholders' Meeting No. 65

(Unit: Baht)

Position	Transportation (per month)	Remuneration (per year)	Total (per year)
1. Chairman	40,000.00	773,100.00	1,253,100.00
2. Independent Director and Chairman of Audit Committee	38,000.00	754,650.00	1,210,650.00
3.Independent Director and Chairman of Nomination and Remuneration Committee	38,000.00	719,550.00	1,175,550.00
4. Independent Director and Chairman of Compliance Committee	38,000.00	719,550.00	1,175,550.00
5. Chairman of Executive Committee	35,000.00	452,525.00	872,525.00
6.Nomination&Remuneration Member	35,000.00	625,950.00	1,045,950.00
7. Other Non Executive	30,000.00	596,700.00	956,700.00
8.Managing Director	30,000.00	417,375.00	777,375.00
9.Director&Asst.Managing Director	30,000.00	385,050.00	745,050.00

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. 65 held on April 22, 2014 passed the resolution to appoint Dr. Suphamit Techamontrikul CPA No. 3356 and/or Mr. Permsak Wongpatcharakorn CPA No. 3427 and/or Mr.Chawla Tienpasertkij CPA No.4301 from Deloitte Touche Tohmatsu Jaiyos Audit Company Limited to become the company auditor for 2014 and fixed the audit fees as hereunder:-

1. Annual Audit Fees	520,000.00 baht
2. Quarterly Financial Statement Audit Fee (Total 3 quarters, each quarter 125,000.00 baht)	375,000.00 baht
3. Consolidated Financial Statement Audit Fees	310,000.00 baht
4. Total Quarterly Financial Statement Audit Fees (Total 3 quarters, each quarter 155,000.00 baht)	465,000.00 baht

The audit fees for the year 2014 amounted to Baht 1,670,000.00 baht aforementioned did not include any other expenditures for the quarterly review and auditing such as transportation fees, allowances, overtime, insurance fee, which would be calculated according to the actual payment (if any).

For fiscal year 2015, Dr.Suphamit Techamontrikul CPA No.3356 and/or Mr. Permsak Wongpatcharakorn CPA No.3427 and/or Mr.Chawla Tienpasertkij CPA No.4301 of Deloitte Touche Tohmatsu Jaiyos Audit Company Limited willing to be the candidate for election as the company auditors. Upon consulting among the Audit Committee, it was agreed to propose the audit fee for the fiscal year of the company along with audit fees of consolidated financial statement for the year 2015 ended December 31, 2015 in the amounted of Baht 1,670,000.00 baht as same as audit fee of 2014 as per the schedule of comparison from previous year 2014 as hereunder:-

(Unit: Baht)

	2015	2014	Balance increase/decrease	%
1. Annual Audit Fee	520,000	520,000	-	-
2. Quarterly Financial Statement Audit Fee (Total 3 quarters, each quarter 125,000.00 baht)	375,000	375,000	-	-
3. Consolidated Financial Statement Audit Fee	310,000	310,000	-	-
4. Total Quarterly Financial Statement Audit Fee(Total 3 quarters, each quarter 155,000.00 baht)	465,000	465,000	-	-
Total	1,670,000	1,670,000	-	-

The audit fees for the year 2015 amounted to Baht 1,670,000.- as the aforementioned did not include any other expenditures such as transportation fees, allowances, overtime, insurance fee, which would be calculated according to the actual payment (if any).

Besides, Deloitte Touche Tohmatsu Jaiyos Audit Company Limited has been appointed to be auditors of Subsidiaries by charging Annual Audit Fee ended at December 31, 2015 in amount of 2,405,000.00 baht and there is other expenditures such as transportation fees, allowances, overtime, insurance fee, which would be calculated according to the actual payment (if any).

The Board considered nominating the auditors of the company as the aforementioned which Audit Committee has considered and agreed that those auditors have fully qualified as the Securities and Exchange Commission required so it is pleased to be proposed in the Annual General Meeting of Shareholders No. 66 in order to appoint Dr. Suphamit Techamontrikul CPA No. 3356 and/or Mr. Permsak Wongpatcharakorn CPA No. 3427 and/or Mr. Chawla Tienpasertkij CPA No.4301 of Deloitte Touche Tohmatsu Jaiyos Audit Company Limited to become the company Auditors for the year 2015, effective from January 1, 2015 till December 31, 2015 with the Audit Fees of Baht 1,670,000.00- excluded any other expenses incurred according to the actual payment.

The above-mentioned three auditors as proposed in 2015 are not directors, staff, employees or holding any other position in the Company and Subsidiaries.

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

1. Dr. Supamit Techamontreekul* CPA No. 3356, became the company Auditor duration 16 years continually from accounting year 1999 to 2014 and/or
2. Mr. Permsak Wongpatcharakorn**CPA No. 3427, became the company' auditor duration 12 years from accounting year 2003 to 2014 and/or
3. Mr. Chawla Tienpasertkij**CPA No.4301 CPA No. 4301, became the company' auditor duration 2 year from accounting year 2013 to 2014

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

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

Chapter 3 Share Transfer

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

Chapter 4 Directors

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

17. The Directors shall be natural persons and shall:

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

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

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

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

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

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

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

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

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.

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 our profits and the Company shall appropriate to a reserve fund annual net profit at least in an amount specified by the Law. The company may distribute the profit which remains after such appropriation other reserve as they deem fit, provided that this approved by shareholders' meeting.

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

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

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

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

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

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

เอกสารหรือหลักฐานที่ต้องแสดงก่อนเข้าร่วมประชุมสามัญผู้ถือหุ้น

◆ การลงทะเบียนและการแสดงเอกสารก่อนเข้าร่วมประชุม

ในวันประชุม ผู้ถือหุ้นหรือผู้รับมอบฉันทะสามารถลงทะเบียนและยื่นเอกสารหลักฐานเพื่อการตรวจสอบได้ตั้งแต่วันที่ 12.00 น. เป็นต้นไป ณ ห้องบอลรูม 2-3 ชั้น 7 โรงแรมโซฟิเทล กรุงเทพ สุขุมวิท เลขที่ 189 ถนน สุขุมวิท (ระหว่างสุขุมวิทซอย 13 และซอย 15) แขวงคลองเตยเหนือ เขตวัฒนา กรุงเทพมหานคร 10110

ทั้งนี้ บริษัทฯ ได้ใช้ระบบ Barcode ในการลงทะเบียนเข้าประชุม จึงขอให้ผู้เข้าร่วมประชุม โปรดนำเอกสารที่บริษัทฯ 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 Ballroom 2&3 7th floor at Sofitel Bangkok Sukhumvit Hotel, 189 Sukhumvit Road (Between Sukhumvit Soi 13 and Soi 15) Klongtoey-Nua, Wattana, Bangkok 10110

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 (กรณีเป็นชาว ต่างประเทศ) 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 (กรณีเป็นชาว ต่างประเทศ) 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 ขอสงวนสิทธิ์ที่จะพ้องันการแสดงเอกสารหรือหลักฐานแสดงความเป็นผู้ถือหุ้น 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 Annual General Meeting of Shareholders No.66

According to the Notice of the date of the Annual General Meeting of Shareholders No.66 which will be held on Tuesday, April 21, 2015 at 14.00 hr. at Ballroom 2&3 7th floor at Sofitel Bangkok Sukhumvit Hotel, 189 Sukhumvit Road (Between Sukhumvit Soi 13 and Soi 15) ,Klongtoey-Nua, Wattana , 10110

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

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

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

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

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

- | | |
|-------------------------------|----------------------|
| 1. Mr. Virojn Srethapramotaya | Director 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 kindly return to the Corporate Secretary earlier than the date of the Shareholders' Meeting at least 1 day at Address 898 Ploenchit Tower, 7th Floor, Ploenchit Rd., Lumpini, Pathumwan, Bangkok 10330.

Therefore, details of this 2 the Board of Directors that the Company proposed to the Shareholders as a proxy to participate and vote in the Annual General Meeting of Shareholders No.66 which details appear as shown below.-

Profiles of the Directors proposed to the shareholders assign the proxy

(1) Mr. Virojn Srethapramotaya
The Board of Director as a Proxy

Address : 149/15 Soi Prasartsook, Yen-Akart Road, Chongnonsee, Yannawa, Bangkok 10120

Age : 63 years

Education Background : • MBA from Jacksonville State University, U.S.A.
 • Bachelor of Accounting from Chulalongkorn University
 • Advanced Management Program for International Bankers, the Wharton School, University of Pennsylvania, U.S.A.
 • Certificate-Financial Executive of Bankers' Institute and Thai Financial at the Thai Bankers' Association



Program attended in Thai Institute of Directors (IOD) : • Certification of Director Accreditation Program (DAP) 2003
 • Director Certification Program (DCP) 2003
 • Director Diploma Examination (DDE) 2003
 • DCP Refresher Course 2007
 • Role of the Chairman Program (RCP) 2008
 • Successful Formulation & Execution of Strategy (SFE) 2010
 • Financial Institutions Governance Program (FGP) 2010
 • Chartered Director Class (CDC) 2012
 • Corporate Governance for Capital Market Intermediaries (CGI) 2014
 • Advanced Audit Committee Program (Passed Training of Audit Committee
 • Audit Committee Program (ACP), Monitoring Fraud Risk Management (MFM), Monitoring the Internal Audit Function (MIA), and Monitoring the System of Internal Control and Risk Management (MIR)

Experiences : In Bank of Ayudhya Public Company Limited (BAY)
 • Feb 2010-Dec 2013 Director (Authorized Signatory)
 • Jan – Feb 2010 Senior Advisor to the Corporate Banking Group
 • Jan 2007- Dec 2009 Chief of Corporate Banking
 • Jan – Dec 2009 - Credit Committee Member
 • Apr 2006 – Dec 2009 - Executive Committee Member
 • Feb 2004 – Dec 2009 - Executive Vice President
 • Oct 2002-Dec 2009 - Risk Management Committee Member
 • Jul 2007- Mar 2009- Compliance Review Committee Member
 • Feb 2007-Dec 2009 -Chairman at Ayudhya Factoring Co., Ltd.
 • Apr 2008- Apr 2009- Director at Ayudhya Development Leasing Co., Ltd

Current position in Company : Director (Authorized Signatory)

Held the position as Director : Feb 1998-Present (17 years)

Current position in: Other Listed Companies - Jan 2014-Present – Advisor of the Corporate Banking Group Bank of Ayudhya PCL (BAY)

**Other Companies/
Organization**

- Jan 2011-Present –Chairman (Authorized Signatory)
Sri Ayudhya General Insurance PCL (SAGI)
- Feb 2012-Present – Director and Audit Committee
Allianz Ayudhya Assurance PCL (AZAY)
- Apr 2014-President – Chairman of Audit Committee and Good Governance, and
Independent Director -


**No. of
Share holding at the
latest Closing Date
(As at March 17, 2015)** :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	: 68 Years	
Nationality	: Thai	
Address	: 71 Soi Narathiwat-Ratchanakarin 4, South Sathorn Road, Yanawa, Sathorn, Bangkok 10120	
Education Background	: - Bachelor of Law, Thammasat University - Thai Barrister at Law	
Program attended in of Directors(IOD)	: -Directors Certification Program (DCP 12/2001), -Company Secretary Program (CSP1/2002), -DCP Refresher Course (DCP 2/2006)	
Working Experiences	: - Mar 21,1994 – Aug 2008- Director and Secretary to the Board of Directors- The Ayudhya Insurance PCL. - 1982 – Jun 2008- Secretary to the Board of Directors, Bank of Ayudhya PCL - 2004 – Mar 2011- Director - Ayudhya Securities PCL	
Present Position	: Independent Director	
Held the position as Director	: March 1994-Present (21 years)	
Present Designation With other organization	: Independent Director/Member of Nomination and Remuneration Committee Sri Ayudhya General Insurance PCL	
No. of Share holding at the latest Closing Date (As at March 17th, 2015)	: 32,500 Shares	
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/Wenationality Residing at

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

Road Tambol/Khwaeng Amphur/Khet Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท ศรีอยุธยา แคปปิตอล จำกัด (มหาชน)

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

โดยถือหุ้นสามัญจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง Holding the total amount of ordinary shares shares and has the right to vote equal to votes

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการ หรือ กรรมการอิสระของบริษัทฯ ได้โปรดใช้ข้อมูลตามหมายเลขข้อ 4)

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

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

Name age year, residing at

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....

Road Tambol/Khwaeng Amphur/Khet

จังหวัด.....รหัสไปรษณีย์.....หรือ

Province Postal Code or

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

Name age year, residing at

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....

Road Tambol/Khwaeng Amphur/Khet

จังหวัด.....รหัสไปรษณีย์.....หรือ

Province Postal Code or

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

Name age year, residing at

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....

Road Tambol/Khwaeng Amphur/Khet

จังหวัด.....รหัสไปรษณีย์.....

Province Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 66 ในวันอังคารที่ 21 เมษายน 2558 เวลา 14.00 น. ณ ห้อง บอลรูม 2-3 ชั้น 7 โรงแรมโซฟิเทล กรุงเทพ สุขุมวิท เลขที่ 189 ถนน สุขุมวิท (ระหว่างสุขุมวิท ซอย 13 และซอย 15), แขวงคลองเตยเหนือ, เขตวัฒนา, 10110 กรุงเทพมหานคร, 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. 66 on Tuesday, 21 April 2015 at 2.00 p.m. at Ballroom 2&3 7th floor at Sofitel Bangkok Sukhumvit at 189 Sukhumvit Road, (Between Sukhumvit Soi 13 and Soi 15) Klongtoey-Nua, Wattana, Bangkok 10110 or at any adjournment thereof to any other date, time and venue.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

วาระที่ 1 **รับรองรายงานการประชุมสามัญผู้ถือหุ้น ครั้งที่ 65 เมื่อวันที่ 22 เมษายน 2557**

Agenda No.1 To adopt the minutes of the Ordinary Shareholders' Meeting No.65 held on April 22, 2014.

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

วาระที่ 2 **รับทราบรายงานประจำปี 2557 ของคณะกรรมการ**

Agenda No.2 To acknowledge the 2014 Annual Report of the Board of Directors.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (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 2557 งบกำไรขาดทุนเบ็ดเสร็จ งบแสดงการเปลี่ยนแปลงในส่วนของผู้ถือหุ้น และงบกระแสเงินสดสำหรับปี 2557**

Agenda No.3 To consider for approval the Statement of the Financial Position at December 31st, 2014, Statement of Comprehensive Income, Statement of Changes in Owner's Equity and Statement of Cash Flow for the year 2014

- (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 2557 และรับทราบการจ่ายเงินปันผลระหว่างกาล**

Agenda No.4 To consider for approval the profit allocation for the year 2014 and acknowledge of interim dividend payment

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

วาระที่ 5 **พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ**

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

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(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. นายสุรชัย พุกษ์บำรุง (กรรมการอิสระ)

Mr. Surachai Prukbamroong (Independent Director)

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

2. นายโรวัน ดี อาร์ซี (กรรมการที่เป็นผู้บริหาร) Mr. Rowan D' Arcy (Executive Director)

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

3. นายเมธา สุวรรณสาร (กรรมการอิสระ)

Mr. Metha Suvanasarn (Independent Director)

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

4. นายวิชิต กรวิทยาคุณ (กรรมการอิสระ)

Mr. Vichit Kornvityakoon (Independent 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

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช้เป็นารลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใด นอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

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

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

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

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

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

หมายเหตุ / Remarks

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุม และออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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

2. ผู้ถือหุ้นจะต้องมอบฉันทะเท่ากับจำนวนหุ้นที่ถือตามที่ระบุไว้ในข้อ (2) โดยไม่สามารถจะมอบฉันทะเพียงบางส่วนน้อยกว่าจำนวนที่ถือตามที่ระบุไว้ในข้อ (2) ได้

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

3. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำตอบแบบหนังสือมอบฉันทะแบบ 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. ผู้ถือหุ้นสามารถมอบฉันทะให้ประธานกรรมการและ กรรมการอิสระของบริษัทฯ คนใดคนหนึ่งตามรายชื่อข้างท้ายนี้เป็นผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนแทนผู้ถือหุ้นได้

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

- | | | |
|----------------|-----------------|----------------------|
| (1) นายวิโรจน์ | เศรษฐปราโมทย์ | กรรมการ หรือ |
| Mr. Virojn | Srethapramotaya | Director or |
| (2) นายสุวัฒน์ | สุขสงเคราะห์ | กรรมการอิสระ |
| Mr. Suwat | Suksongkroh | Independent Director |

(รายละเอียดประวัติ ประธานกรรมการและกรรมการอิสระปรากฏตามเอกสารประกอบการเข้าร่วมประชุม)

(Information of the Chairman and Independent Director is shown in documentation in attending meeting)

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 66 ในวันอังคารที่ 21 เมษายน 2558 เวลา 14.00 น. ณ ห้องบอลรูม 2-3 ชั้น 7 โรงแรม โซฟิเทล กรุงเทพ สุขุมวิท เลขที่ 189 ถนน สุขุมวิท (ระหว่างสุขุมวิทซอย 13 และซอย 15), แขวงคลองเตยเหนือ, เขตวัฒนา, กรุงเทพมหานคร 10110 หรือที่จะพึงเลื่อนไปในวันเวลา และ สถานที่อื่นด้วย

For the Annual General Meeting of Shareholders No. 66 on Tuesday, 21 April 2015 at 2.00 p.m. at Ballroom 2&3 7th floor at Sofitel Bangkok Sukhumvit Hotel, 189 Sukhumvit Road (Between Sukhumvit Soi 13 and Soi 15) Klongtoey-Nua, Wattana , Bangkok 10110 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
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| Approve | Disapprove | Abstain |

วาระที่ _____ เรื่อง _____

Agenda

Re:

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| Approve | Disapprove | Abstain |

วาระที่ _____ เรื่อง _____

Agenda

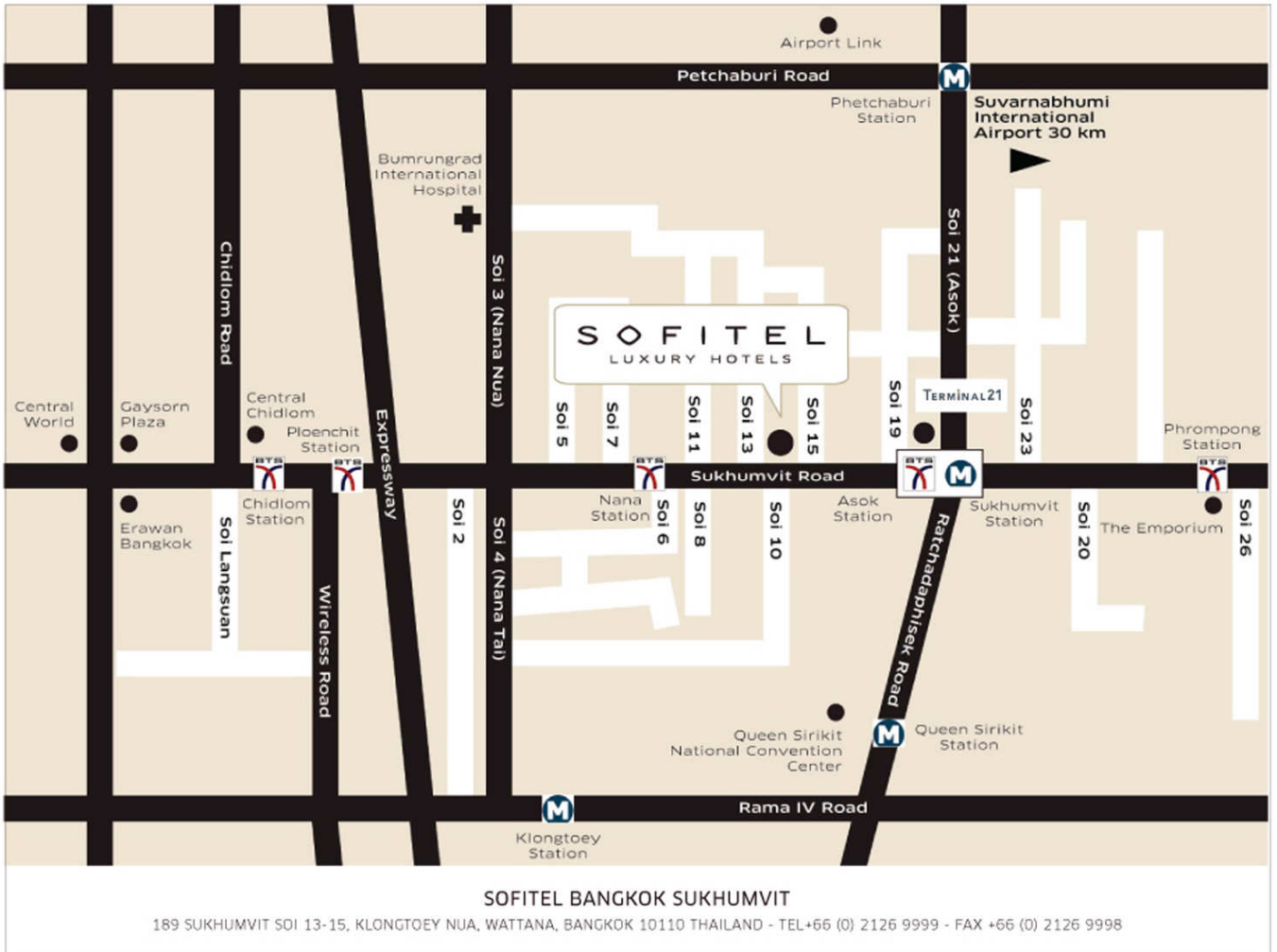
Re:

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

Agenda Re: Election of directors

- ข้อกรรมการ.....
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- ข้อกรรมการ.....
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- ข้อกรรมการ.....
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- ข้อกรรมการ.....
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

**Map and Direction to Sofitel Bangkok Sukhumvit
189 Sukhumvit Road (between Sukhumvit Soi 13 and Soi 15)
Klongtoey Nuea, Wattana, Bangkok 10110**



Transportation

- By Asok BTS Skytrain Station Exit 1
(The hotel is located 300m away from Asok BTS Station)
- By MRT Sukhumvit Station Exit 3
(The Hotel is located 350m away from Sukhumvit Station)
Keep walking toward Nana BTS Skytrain, It is closed to the main road on the right side between Soi 13 and Soi 15
- By Regular Bus No: 2, 25,38,40,48, and 98
By Air-Conditioned Bus No: 25,501,508,511, and 513
- Car Park available at Parking Lot of the hotel (The hotel is located between Sukhumvit Soi 13 and Soi 15 close to the main road)

