



ศรีอยุธยา แคปปิตอล  
SRI AYUDHYA CAPITAL

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# Notification of the date of the Annual General Meeting of Shareholders

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**No. 67**  
**SRI AYUDHYA CAPITAL PCL**  
**Tuesday 26 April 2016 at 14.00 hrs.**

**AT**  
**The Grand Ballroom is on 3<sup>rd</sup> floor, the Okura Prestige Bangkok**  
**57 Wireless Road, Lumpini, Pathumwan Bangkok 10330**

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March 18, 2016

Subject: Notification of the date of Annual General Meeting of Shareholders No. 67

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



**ศรีอยุธยา แคปปิตอล**  
**SRI AYUDHYA CAPITAL**

According to the Board of Directors Meeting No. 2/2016 of Sri Ayudhya Capital Public Company Limited held on February 23<sup>rd</sup>, 2016 passed resolutions to make an appointment of Annual General Meeting of Shareholders No. 67 should be stipulated on Tuesday, April 26<sup>th</sup>, 2016 at 14.00 hrs. at the Grand Ballroom on 3<sup>rd</sup> floor, the Okura Prestige Bangkok at 57 Wireless Road, Lumpini, Pathumwan Bangkok 10330 which the agenda are as follows:-

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

**Fact and Reason:** The Minutes of the Ordinary Shareholders' Meeting No. 66 held on April 21<sup>st</sup>, 2015, 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](http://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.67 for endorsement the minutes of the meeting

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

**Fact and Reason:** The Operational Results along with various information of the Company in the year 2015 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.67

**The Board of Directors' opinion:** this subject will be proposed to the Annual General Meeting of Shareholders No.67 for acknowledgement of Operating results and various information of the Company in the year 2015

**Agenda 3** **To consider and approve the Statement of the Financial Position at December 31<sup>st</sup>, 2015, Statement of Comprehensive Income, Statement of Changes in Owner's Equity and Statement of Cash Flow for the year 2015**

**Fact and Reason:** The Statement of the Financial Position at December 31<sup>st</sup>, 2015, Statement of Comprehensive Income, Statement of Changes in Owner's Equity and Statement of Cash Flow for the year 2015 which the Audit Committee approved and Auditors of the Company has already reviewed and endorsed. It was in the 2015 Annual Report which delivered to Shareholders together with the Notice of the date of the Annual General Meeting of Shareholders No.67

**The Board of Directors' opinion:** this subject will be proposed to the Annual General Meeting of Shareholders No.67 for consideration and approval of the Statement of the Financial Position at December 31<sup>st</sup>, 2015, Statement of Comprehensive Income, and Statement of Changes in Owner's Equity and Statement of Cash Flow for the year 2015, Therefore, Audit Committee approved and Auditors of the Company have already reviewed and endorsed.

**Agenda 4** **To consider and approve of Profit Allocation of 2015 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<sup>st</sup>, 2015, it was found that the company has Consolidated Financial Statements about 676,913,292 baht (Six hundred and seventy-six million, nine hundred and thirteen thousand, two hundred and ninety two baht), it will be Earning per Share 2.71 baht. For Separate Financial Statements has Net Profit about 591,648,783 baht (Five hundred and ninety-one million, six hundred and forty-eight thousand, seven hundred and eighty-three baht) or Earning per Shares 2.37 baht. 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. 67 in order to consider and approve of Profit Allocation of 2015 and approve of Dividend payment for the turnover of the second half accounting period of 2015 to the Shareholders about 250,000,000 shares, Rate per share is 1.00 baht or about 250,000,000.00 baht by defining the Shareholders who have right to get Dividend (Record Date) on Thursday, March 10<sup>th</sup>, 2016 and gather the Name list as session 225 of Securities and Exchange Act by closing the register book suspending share transfer (Closing Date) on Friday, March 11<sup>th</sup>, 2016 and determine of Dividend payment on Monday May 9<sup>th</sup>, 2016.

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

**Fact and Reason:** In 2016, There are directors that completing their term in the Annual General Meeting of Shareholders No.67 about 4 persons are;

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

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

**The 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. 67 for consideration and nomination Messrs. Veraphan Teepsuwan (Non-Executive Director), Messrs. Bryan James Smith (Non-Executive Director), Mme. Nopporn Tirawatthanakul (Non-Executive Director), and Messrs. Chusak Salee (Executive Director), Directors of the Company who retired by rotation to return into this position another term.

**However,** between December 1<sup>st</sup>, 2015 to January 31<sup>st</sup>, 2016 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. 66 was held on April 21<sup>st</sup>, 2015. *(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. 67 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. 66 was held on April 21<sup>st</sup>, 2015 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. 67 to consider the appointment of the auditor for year 2016 and stimulate audit fees as appropriate which are Dr. Suphamit Techamontrikul and/or Permsak Wongpatcharapakorn and/or Mr. Chawla Tianprasertkij of Deloitte Touche Tohmatsu Jaiyos Company Limited to become the Company Auditors for year 2016, with the audit fees of Baht 1,720,000.00 baht

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

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

**The Board of Directors' opinion:** It is appropriate to propose to the Annual General Meeting of Shareholders No. 67 to appoint Auditor for year 2016 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](http://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 Thursday, March 10<sup>th</sup>, 2016 (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 Friday, March 11<sup>th</sup>, 2016.

Your Faithfully,



(Mr.Chusak Salee)  
Managing Director

Translation  
Sri Ayudhya Capital Public Company Limited  
Minutes of the Annual General Meeting of Shareholders No. 66  
April 21<sup>st</sup>, 2015

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The Meeting was held 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

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 286 persons, total Share holding 132,794,120 shares or 53.1176% of the total number of shares sold, thus constituting a quorum and declared the Annual General Meeting of Shareholders No.66.

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:

**Five Non-Executive Directors:**

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

**Four Independent Directors:**

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

**Two Executive Directors:**

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

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

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

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

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

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

**Company Secretary** has informed to the meeting for acknowledgment that from December 1<sup>st</sup>, 2014 to January 31<sup>st</sup>, 2015, 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. 66, 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 Ordinary Shareholders' Meeting No.65 held on April 22<sup>nd</sup>, 2014**

**The Company' Secretary** proposed that Minutes of the Ordinary Shareholders' Meeting No.65, held on April 22<sup>nd</sup>, 2014 are detailed in a copy of the Minutes of the Meeting that the company distributed to Shareholders in the notice of the Ordinary Shareholders' Meeting No.66. The Company has delivered the report to relevant departments within the law and published on the website [www.ayud.co.th](http://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. 66 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 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. 65 held on April 22<sup>nd</sup>, 2014.**

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	133,009,575	99.9992
Disapproval	0	0.0000
Abstentions	1,000	0.0007
Total	133,010,575	100.0000

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

**The Company' Secretary stated** that the 2014 Annual Report of the Committee is the Operation Report of the company and various information in 2014, which was published by the Chairman and President and CEO in page 1-2 of the 2014 Annual Report . In addition, the reports and information are listed on the 2014 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 Ordinary Shareholders' Meeting No. 66 to know about the report operation and various information of the company in 2014.

**Chairman said** that message of the Chairman and President is appeared in Annual Report of the company which is short summary and it is believed that the shareholders may have additional issues or questions or clarifications from Executive Committee and/or Chairman so the shareholders can ask questions.

**Shareholder said** that please summarizes guidelines of business operation in 2015, as he has seen in Message from the Chairman; Insurance Business may have reasonably expansion even though Thailand' Economy is not good so Executive please explain the guideline of the company' operation which direction that the company will go through and what area can be expanded.

**Chairman answered** that the company' strategy is trying to operate business with conciseness and diligence. Once a flood event came, the company is one of Non-Life Insurance Company that received damage; however, the company has received enough return so in the following year has better operation results. In terms of Insurance Transaction operated by Subsidiaries that the company holds 99.99% shares. At first, the company would have some problems but now it is recovered and they can send their 100% turnover to Parent Company so it is expected that it will be developed; however, the company does not expect to expand business quickly. In case of other insurance companies expect the company to be merged with, the company will consider as well. The company is now ready for acquisition with other companies. The company' strategy is strong as well as moving forward with stability and discretion. The company needs to ensure that the shareholders receive appropriate return and then he has appointed Mr. Chusak Salee to classified additional details to the shareholders for acknowledgment.

**Managing Director (Mr. Chusak Salee) said** thank you to the shareholders for question and he has clarified that in 2014 can be seen that all Insurance Business Industry grew at 1% which the company' growth at 3.3% which was slightly more than the market. If taking about 2015, Insurance Company or even of Insurance Commission (OIC) also expected how this year' business would be which OIC has expected the growth of Non-Life Insurance in this year would be 9%; however, the previous figures were calculated showing only results of the first three months which that time Thailand' Economy was poor growth so those figures were no changed. For the company remained consistent with Economy and Office of Insurance Commission (OIC) that Non-Life Insurance Industry should grow as targeted and no lower than requirement of Office of Insurance Commission (OIC) and higher than Industry but it was just forecast figures. At that time, there may have many factors involving. As you could see, the first 3 months did not have much growth especially Motor Insurance which was reduced. He hereby announced that the company has invested in Life Insurance Business even though Non-Life Insurance Business was not good but Life Insurance Business has steadily improved; for example, the previous year Life Insurance Business grew at 10% while the growth of Non-Life Insurance at 1% which can be seen at the financial statement of the company received Profit Sharing from Life Insurance



Company about 387.31 million baht more than 2013. Therefore, if asking about the company' business in 2015, he hereby announced that the company' business still clear although Non-life Insurance Business did not grow as targeted due to Economy has not recovered but it is expected that the second half would be better whereas Life Insurance Business is good as always.

**Shareholder asked** about Investment Income besides from mainly investing Life Insurance; whether there are investing in other sources or not if considering from the financial statement in the last several years because the company has income from investment for so many years.

**Managing Director (Mr. Chusak Salee) has answered that** at the end of the year has income about 5,634.43 million baht by investing in Non-Life Insurance Company and Life Insurance Company about 3,310.84 million baht and the outstanding about 2,323.59 million baht from the sales of shares of Sunrise Equity Co., Ltd that the shareholders approved to sell out in amount of 2,323.59 million baht which the company has invested in the Stock Exchange of Thailand (SET) and Equity Funds both of domestic and international about 900 million baht. The company has received return in type of dividend which is trading investment together with receiving profit from the sales of shares and another 1,100 million baht has been invested in Fixed Income Fund/ Government Bonds/ various funds which return will be in type of dividend and interest along with difference when selling shares out. Therefore, investment incomes are not about Non-Life Insurance Company and Life Insurance Company. As it can be seen that the first half of the previous year that share prices were poor which the company received dividend from this part about 70 million baht and then the company received money from the sales of shares of Sunrise during the second half of the year about 1,895.09 million baht; however, the company did not keep it because of having tax payment in amount of 270 million baht and dividend payment. The total incomes are comprised of 3 parts; incomes from Life Insurance Company, Non-life Insurance Company and Investment which are Dividend Incomes with interest and Capital Gain but these parts are not more than investment in Life Insurance Company and Non-Life Insurance Company so it can be considered that the company' operation still clear because of having a great Government Bonds and good fundamental stocks.

**Shareholder asked** about core business of the company; whether the turnover is better than other companies or not and what strength of the company to be different from other companies according to Managing Director has stated that Life Insurance Company grew Double Digits up to 10% and how the company can ensure that the company can do better than the past.

**Chairman has explained that** in terms of Life Insurance Company, he has suggested CEO of Life Insurance Company, Mr. Bryan James Smith who is director of the company as well. He was assigned CEO of Life Insurance to clarify to shareholder according to Managing Director (Mr. Chusak Salee) has stated. CEO said that please do not expect much about investment because the Port of the company has only 2,300 million baht If comparing with big companies in the stock market which is very little power along with there is no strategy to have joint venture with big companies so the company has invested in some companies. The clear example is what Managing Director (Mr. Chusak Salee) has mentioned about Sunrise Equity Co., Ltd so when it comes to the point, we have to sell out. Thus, investment of the company is long-term investment with good fundamental stocks not investing as market flow or overlooking the opportunities. For Sunrise makes the company has incomes more than the previous year so he hopes that it would be happen in the following years. The company hopes at investment of Life Insurance Company even though the company has operated its business is Non-Life Insurance Company as core business; however, investment in the Stock Exchange of Thailand (SET) still receive better turnover than Commercial Bank and he has suggested director (Mr. Bryan James Smith) who is Executive of Life Insurance Company.

**Director (Mr. Bryan James Smith) said** thank you the Chairman and clarified about Life Insurance Business if comparing with last year which is good year which almost incomes came from Insurance sales via the Bank or Bancassurance which has large numbers but less profits. For management in Allianz Ayudhya Assurance PCL (AZAY) provided 3 channels are

- (1) Bancassurance; the company has contract with Bank of Ayudhya PCL (BAY)
- (2) Agency; the company has Agents about 15,000 persons

(3) Direct sales; the company has a strong focus and the latter is focused on Life Protection not focusing on saving because of Life Insurance can make a good profits which in 2014 has very good profits and this strategy still available for 2015 as well.

The Thai Life Assurance Association(TIAA) has forecasted that Life Insurance Company will grow up to 11% and interest rate may be reduced so Bancassurance Business may be reduced as well whereas the company' plan is trying to have more growth which there are many channels so we may use other channels as well. The company has commented that the gaps are still large in term of Life Insurance Business with Health Insurance in Thailand. Therefore, the company has designed a lot of Life Protection Products for health and good innovation which is profitability part. The company still sees the gap although the growth dropped but there are other channels to compensate so this year seems to be strong for another year.

**Shareholder asked** about The Thai Life Assurance Association (TIAA) has forecasted that Life Insurance Company will grow up to 11%; what the growth' percentages that the company has expected.

**Director (Mr. Bryan James Smith) answered** that it is expected that the growth would be at 12%.

**Chairman said** thank you to Mr. Bryan James Smith and he has assigned Mr. Rowan D' Arcy who is CEO of Non-Life Insurance Company will report about the operating results of the company to the shareholders for acknowledgment.

**President and CEO (Mr. Rowan D' Arcy) said** thank you and reported to the meeting for acknowledgment as follows.-

For almost questions from the shareholders will be about Sri Ayudhya General Insurance PCL (SAGI) so he would like to inform the shareholders that the growth rates in the previous year would be about 1% while the growth rate of the company would be about 3.3%. The turnover of the company must consider would be Combined Ratio so it would be nice if it is low figures. Last year, if excluding One Time payment; Combined Ratio would be at 77%; however, if deducting One Time payment out would be at 86.6%, it is still good for Non-Life Insurance Company. Moreover, he has clarified the overall of Written Premium if comparing with the past 3 years (Between 2012-2014); Fire Insurance figures were satisfied and the company was rated in 6<sup>th</sup> level of the market if comparing with circulation, Marin and Transportation Insurance, the company was rated in 4<sup>th</sup> level whereas Earned Premium in 2014 has reduced which have new techniques of Port preparation for Reinsurance Operation. Profit of Insurance has about 686 million baht which is profit from operation only. In terms of Investment Incomes if combining with One Off Event of Sunrise in 2014; profits would be very high about 1,912 million baht. However, if deducting One Off Event out, return from investment still high. What it obvious is the company tried to reduce expense from 2013 about 541 million baht and in 2014 the company tried to reduce in another 384 million baht. For operating results of Allianz Ayudhya Assurance PCL (AZAY), if comparing with profit sharing that the company has received can be seen that their turnover was very good significantly; Profit before Tax excluding special item about 727 million baht. Moreover, Actual Profit including Profit from Sunrise was 2,217 million baht. Besides, there are special items included Recovery from the flood event, this part the company does not have to pay; on the contrary, the company receive money back so Profit before Tax has really high figures. All of this can be clearly explained about the progress of the company during the past 3 years. For Profit per Share excluding special items in 2014 was 2.68 baht per share if comparing with 2013 was 2.36 baht per share and actual profits in 2014 was 7.45 baht per share comparing with 2.36 baht per share. In terms of Return on Equity excluding special items of last year was good results at 12.63% whereas stock price as at the end of the year was 34 baht per share whereas dividend would be requested from the shareholders divided into 2 parts are 1) interim dividend of the company has already been paid about 1.00 baht per share and 2) dividend will be proposed to pay 1.50 baht per share.

**Shareholder asked** whether the company will have a chance to increase investment' proportion in Allianz Ayudhya Assurance PCL (AZAY) or not due to having a lot of money left.

**Managing Director (Mr. Chusak Salee)** has answered that the company has discussed this issues in many meeting which AZAY is good choice and we want to invest more as well. In terms of the price may be different from the past; however, the company cannot commit that the company would invest in the next 3 months or within this year or next year but the company has already discussed this issue.

**Chairman** added that the company has already thought in mind that we want to buy more shares; however, due to complicated structure. Therefore, if the company wants to buy more shares, the company must buy from Allianz because of major shareholders. On the other hand, Allianz may ask if the company buy more shares of AZAY, whether the company can sell more shares of AYUD to Allianz or not because Allianz is interested in buying more shares from AYUD so it is very difficult to decide and it is just a dream. The reason why the company wants to buy more shares because AZAY has a great turnover; moreover, he has requested Managing Director (Mr. Chusak Salee) tries to follow but not expect that much. Meanwhile, SAGI is Non-Life Insurance Company and Subsidiaries which in the future will have AZAY (Life Insurance Company) is Subsidiaries as well; nevertheless, AZAY wants to have more duties so being Parent Company of both businesses is key point is difficult to overcome.

**Shareholder** asked about Japanese Company bought shares of Bank of Ayudhya PCL (BAY) is involved with Insurance Company more or less.

**Chairman** answered that it was involved some parts of Bancassurance; the Bank may wants Japanese Company to do Bancassurance transaction via the Bank which is in the process of consideration but he believed that what Mr. Bryan James Smith has done is so creative for Life Insurance Company and Non-Life Insurance Company by creating another 2 choices are Agents and Direct Sales which has steadily increased and what he admired is ability to maintain a high level turnover of Agents group which is good because it helps contributing of Bancassurance. If the shareholders could see news that many banks are satisfy with the remarkable turnover of Bancassurance and submit a great turnover to the Bank. However, as mentioned of Mr. Bryan James Smith that Bancassurance has decreased so the company needs to create another 2 sales channels which is the further channel since the ancient times would be Agency has good progress thoroughly but please do not think that the progress of the Agents is easy due to Agency of Life Insurance Company is really hard to manage so he said thank you to Mr. Bryan James Smith has an excellent management in having a breakthrough and then he has assigned Mr. Rowan D' Arcy(President and CEO) to clarify about Bancassurance of SAGI to the shareholders for acknowledgment further.

**President and CEO** (Mr. Rowan D' Arcy) has clarified about what the shareholders ask about relationship of SAGI with Bank of Ayudhya PCL(BAY) which has Japanese shareholders as well. Therefore, he has informed to the shareholders that the company has already signed Bancassurance Contract with the Bank. Furthermore, as mentioned by the Chairman earlier for this year does not expect for more growth from financial institution so the company will focus on other channels such as Agency Channels which in SAGI has Agents Channel as well.

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

The matter was proposed to the meeting for acknowledgment.

**The Meeting acknowledged the 2014 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, 2014, Statement of comprehensive income, Statements of Changes in S/H's equity, and statements of cash flow for the year 2014**

**Company' Secretary** proposed that Statements of the Financial Position as at December 31, 2014, Statement of comprehensive income, Statements of Changes in S/H's equity, and Statements of cash flow for the year 2014 which is considered and approved by Audit Committee and Auditors of the Company from auditing and approving. Details appear in the 2014 Annual Report (On CD Rom) that has sent to all Shareholders along with the notice of the Ordinary Shareholders' Meeting No. 66.

**Opinions of the Board of Directors** agreed to propose in the Ordinary Shareholders' Meeting No. 66 for approval of Statements of the Financial Position as at December 31, 2014, Statement of comprehensive income, Statements of Changes in S/H's equity, and Statements of cash flow for the year 2014. 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, 2014, Statement of comprehensive income, Statements of Changes in S/H's equity, and Statements of cash flow for the year 2014 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	137,876,698	99.9992
Disapproval	0	0.0000
Abstentions	1,000	0.0007
Total	137,877,698	100.0000

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

**The Company' Secretary presented that** from the Operating Results of the company for the year ended December 31, 2014, 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 1,861,884,504 baht (One billion, eight hundred and sixty-one million, eight hundred and eighty-four thousand, five hundred and four baht), if calculate Earning per Share is 7.45 baht. For the 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, three hundred and eighty-nine baht), if calculate Earning per Share is 4.45 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 2014 at the Ordinary Shareholders' Meeting No. 66 for consideration of approval as follow;

**2014 Operating Results**

Profit before Income Taxes	1,378,694,303.-baht
<b><u>Deduct</u></b> Income Tax	<u>266,741,914.-baht</u>
Remaining Net Profit	1,111,952,389.-baht
<b><u>Deduct</u></b> Losses from actuarial estimates	
for Employees' Benefit-Net Income	416,915.-baht
<b>Plus</b> Retained Earnings from allocation in the previous year	250,135,502.-baht
<b>Plus</b> Transfer other reserves as Unappropriated Retained	
Earnings	<u>900,000,000</u> -baht
Profit for allocation this time	2,261,670,976.-baht
Approve to allocate dividend payment at baht per share 2.50 about 250 shares	
	each 625,000,000.baht

<b>Deduct</b> Interim Dividend at baht 1.00 per share about 250 million shares which the Board of Directors has allocated payment to the shareholders in September 5 <sup>th</sup> , 2014	<u>250,000,000</u> –baht
Remaining Dividend Payment this time in the amount of baht 1.50 per share	<u>375,000,000</u> .-baht
Total Profits to be allocated at this year	<u>625,000,000</u> .-baht
Inappropriate retained earnings and carried forward	<u>1,636,670,976</u> -baht

The company has considered paying dividend for the operating results of 2014 to the shareholders about 250,000,000 shares in the amount of baht 2.50 per share or 56.21% of net profits. The company has allocated interim dividend for the turnover of the first 6 months period (January-June) of 2014 in September 5<sup>th</sup>, 2014 in the amount of baht 1.00 per share with the total amount of 250 million baht from Retained Earnings of the company of the company as tax threshold as follows.-

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

and Dividend for the second half (July-December) of 2014 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 Monday, March 16<sup>th</sup>, 2015 in the amount of baht 1.50 per share or the total amount of 375,000,000. – Baht, with payment on the second half on Wednesday, May 6<sup>th</sup>, 2015. **However, the right to receive dividend will effective upon approval from the Shareholders’ Meeting before.**

However, dividend payment of the company in this period; individuals who receive dividend with tax credit at 20% of net profit or the amount of baht 1.50 per share.

Opinions of the Board of Directors agreed to propose to the Ordinary Shareholders’ Meeting No. 66 for consideration and approval Profit Allocation for the year 2014 to the shareholders about 250,000,000 shares; the amount of baht 1.50 per share or 375,000,000.00 baht including with Interim Dividend Payment for the First Half of the year ended at June 30<sup>th</sup>, 2014 which has already paid in the amount of baht 1.00 per share. The total dividend that the company has paid from the operation results of the year 2014 in the amount of baht 2.50 per share or 56.21% of the 2014 Net Profit which is related to dividend payment that the company required. However, It is determined the Record Date on Monday, March 16<sup>th</sup>,2015 and compiled a list under section 225 of the Security Act and Stock Exchange to use Closing the Register of Shareholders(Closing Date) on Tuesday, March 17<sup>th</sup>, 2015 and date of dividend payment on Wednesday, May 6<sup>th</sup>, 2015 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.

**Shareholder** asked about the company’ strategy has dividend payment not less than 60% of net income tax in each year depending on the operating results and the resolution of the shareholders’ meeting by considering from Consolidated Financial Statement but the actual payment is less than 60% so whether it can be approved to pay or not. Moreover, Consolidated Financial Statement is 33% of net profit which is against the company’ strategy and it will be effected to the company or not.

**Chairman** answered that the shareholders please noted that the first thing is the company would like to request to pay less than 60% as the company’ strategy. For the reason why the company cannot pay up to 60%, the company needs to asked permission from the shareholders at this opportunity, the company needs to listen suggestion of the shareholders as well. Meanwhile, the company looks for opportunity to merge with other Insurance Company in order to expand our business and the second thing is the most profitable part that the company received came from the sales of large investment so the company needs to keep a substantial incomes from the sales of shares of Sunrise Equity Co., Ltd which has fixed return in order to seek an investment opportunities which would be received the similar return as in the past. Earlier, the shareholder asked why the company does not buy additional shares from AZAY, if the company use money receiving from special items of One Time payment to pay a lot of dividend, the company may not be able to buy shares of AZAY because

financial status is not enough. Therefore, the company will pay dividend less than requirement of the company which the company hopes that the shareholders who come to attend in this meeting may be sympathetic to the remaining profits in the company should be invested in long-term project by hoping that there is One Time payment such as Profit from the sales of shares of Sunrise; on the contrary, if the company does not keep those money, it would have less opportunity to invest more in AZAY. Thus, the Board has approved to pay dividend at rate per share 2.50 baht which is satisfied so that the remaining amount can be invested replacing Sunrise or looking for compensate profit which such issue may be put pressure on Managing Director (Mr. Chusak Salee) in how to make more profitability. This is why it is considered to pay dividend for the turnover in 2014 which is good rate and it helps the company remained stable. However, it will not be an arbitrary decision so we would like to propose for consideration first and then if the shareholders agree with the proposal, it will not be wrong policy; on the contrary, if the majority does not agree, we just need to follow. Nevertheless, this proposal was well contemplated by the Board of Directors that some part of the money should be kept and then it shall be proposed to the shareholders in appropriate rates with transparency which the shareholders needs to know the reason why the company ask permission to pay dividend at rates were proposed.

**Shareholder** asked that dividend payment at rate per share 2.50 baht, it is satisfied; however, whether or not it is One Time payment in this time or whether or not it can be paid at rate per share 2.50 baht in the following year or over.

**Chairman** said that dividend payment at rate per share 2.50 baht will not be One Time payment but he hopes that Executives Department can provide the turnover at rate per share 2.50 baht if given them a chance; it would be at least at rate per share 2.00 baht or over. Therefore, the shareholder can ask Executive right now whether President and CEO (Mr. Rowan D' Arcy) can pay dividend to the shareholders at rate per share 2.00 baht or not.

**President and CEO (Mr. Rowan D' Arcy)** has clarified that the company has long discussion in this issue; in conclusion, there will have dividend payment to the shareholders not less than rate per share 2.00 baht and the company will try the best and he does not the company a bad reputation that there is decreasing of dividend payment.

**Chairman** added that Executive Department has gotten a lot of pressure prior proposing to the shareholders' meeting for consideration which it needs to ensure that Executive Department can be done at least the rate per share 2.00 baht. If there is another flood event coming in, it would be exceptional. According to the past, the company had to confront with flood event and paid at 100% of profits as well.

The company is considered that even though there is less profits, we are sympathetic to the shareholders by paying dividend from old profits but two years later, the company paid more compensation as well. On the other hand, the company has already pay full compensation of flood event. Therefore, without any events; no flood events or catastrophes which the company has protection by doing reinsurance as well without getting own risk and it may be a slight stumble which the company has a long-term stability so he has requested to the shareholders to know the commitment from Mr. Bryan James Smith in how Life Insurance Company has invested.

**Director** (Mr. Bryan James Smith) has answered that the turnover in this year will be stronger and it is expected that it would be stronger than the previous year but in terms of interest rates is quite low as well as trends. Therefore, since there are 3 policies will makes ability to maintain the level of profitability while the turnover is still the same. Recently, AZAY focus on selling Life Protection products which not much of a deposit; thus, interest rates at the market will affect to Port in terms of Life Insurance and Health Insurance would be reduced. However, this year may be another good year.

**Chairman** added that the shareholder can relax because the turnover in this year may be better but he just wants Mr. Bryan James Smith to commit 3 years later, if it can be maintained at this level although it may be reduced to 10% but it is still acceptable so he requested to Mr. Bryan James Smith to commit

**Director (Mr. Bryan James Smith)** answered that the next 3 years would be based on the company's business as well and it is very possible to not make it lower than the past due to the turnover for 3 years ago seemed very smooth so the company is strength and stability so the next 3 years may not have any problem.

**Chairman** explained further that due to assessment results shows that the company is able to send a good performance until the next 3 years although it would be reduced to 10%; however, the company can still maintain dividend rate per share 2 baht, this enables to be confident to inform the shareholders for acknowledgement.

**Shareholder** asked about flood event that the company is experienced, whether the company has already completed this issue or not.

**Chairman** answered that in terms of flood claims completed since the early years and we have conducted with Reinsurance Company in order to take money from Reinsurance Company back to the company. First year, the company has careful to reserve at 100%; meanwhile, the company has to negotiate with Reinsurance Company as well as payment condition has been agreed. It shows that the company can achieve the goal and then he has requested Mr. Rowan D' Arcy to clarify about Recovery.

**President and CEO (Mr. Rowan D' Arcy)** has clarified that the company has full reserved which has not negative impact about flood claims and the company has already paid at 90% so it has only 10% outstanding.

**Managing Director (Mr. Chusak Salee)** added that in terms of flood claims, the company has reserved at 100% but it is deferred payment which in the past 3-4 years, the company has tried to gradually pay out. Currently, the company has already paid at 90% and there is outstanding at 10%. However, the payment must be negotiated the payment condition along with supportive documents which he thought that it would be completed since this year in March but it appears that it is not the end and it is expected that it would be completed within the second quarter.

**Shareholder** asked if it is about Thai Reinsurance Public Co Ltd (THRE) which this case we can refuse to pay in full or not.

**Managing Director (Mr. Chusak Salee)** has answered that it is not involved with Thai Reinsurance Public Co Ltd (THRE) since it has been agreed to payoff which this payoff must be considered as responsible coverage. Therefore, the company should payoff because of being the same industry so we have to rely on each other. At the same time, the company will consider as accuracy and justification. In the primary insurance, the company must reserve first and when the company has normally had actual payment, we may pay less than reserve money. After the customers requested to- claim and then the company needs to consider which claim should be paid. After that, it may have negotiated to reduce payment to 90% which most Non-Life Insurance Companies do like this as well.

**Chairman** has mentioned about Reinsurer, the company has received Recovery; at the same time, 90% that the company has already paid has been negotiated by Reinsurer and the most parts will be reimbursed to the company and then he has requested to Mr. Rowan D' Arcy to explained additionally further.

**President and CEO (Mr. Rowan D' Arcy)** has clarified further that in terms of Reinsurance has completed payment such as the case of the customer requested to claim but their documents are not available; therefore, if something happen, the company has to protect the company's interest as well. Therefore, in terms of Reinsurance, the shareholders do not worry because it has been successful implemented.

**Shareholder asks the following issues;**

1<sup>st</sup> issue as Chairman mentioned earlier that dividend that the company paid the full 60% because the company has acquisition planning another company, what the company has dealt with has already been occurred or not.

2<sup>nd</sup> issue the company that will be merged with our company can strengthen our business in terms of Life Insurance or Non-Life Insurance.

Chairman answered about the company will be merged with our company would be Non-Life Insurance Company because Life Insurance Company will be another company which is not Subsidiaries but it will not happen soon because of there is no negotiation process yet. When the company joins this process, our investment should be succeeded and have a good deal as well. Meanwhile, the company cannot inform which company; as of now, the company has not considered yet. However, the company' financial is ready to consider and acquire another company to be merged but there is no significant negotiation. Therefore, if there is announcement of sales of any company and then the company needs to consider how the basis of that company and how much; as of today, there is no focusing on or specifying on which company but AZAY is one that is specified which has already begun the process.

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 2014 to acknowledge interim dividend payment and to approve dividend payment for the accounting period in the second half of the year 2014 to the shareholders at 250,000,000 shares at rate per share 1.50 baht, if combine with interim dividend for the first half ended at June 30, 2014 which has been paid at rate per share 1.00 baht. Therefore, the total dividend paid from the operating results for the year 2014 at rate per share 2.50 baht or 56.21% of Net Profit for the year 2014 in accordance with dividend payment policy of the company. However, the list of Shareholders eligible for dividends (Record Date) on Monday, March 16<sup>th</sup>, 2015 and compiled a list under section 225 of the Security Act and Stock Exchange to use Closing the Register of Shareholders(Closing Date) on Tuesday, March 17<sup>th</sup>, 2015 and date of dividend payment on Wednesday, May 6<sup>th</sup>, 2015 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	137,872,698	99.9956
Disapproval	5,000	0.0036
Abstentions	1,000	0.0007
Total	137,878,698	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 2015 the directors are due to retire by rotation at the Annual General Meeting of Shareholders No. 66 about 4 people as namely;

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

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 these 4 Board of Directors along with performance as the Board of Directors in the previous year so it shall be 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<sup>st</sup>, 2014 to January 31<sup>st</sup>, 2015. 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 the Ordinary Shareholders' Meeting No.66. In order to nominate Messrs. Surachai Prukbamroong(Independent Director), Messrs. Rowan D' Arcy(Executive Director), Messrs. Metha Suvanasarn(Independent Director), and Messrs. Vichit Kornvityakoon(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. Surachai Prukbamroong(Independent Director), Messrs. Rowan D' Arcy(Executive Director), Messrs. Metha Suvanasarn(Independent Director), and Messrs. Vichit Kornvityakoon(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. Surachai Prukbamroong (Independent Director)		
(1) Approval	137,884,299	99.9859
(2) Disapproval	13,400	0.0097
(3) Abstentions	6,000	0.0043
Total	137,903,699	100.0000
2. Messrs. Rowan D' Arcy (Executive Director)		
(1) Approval	137,897,699	99.9956
(2) Disapproval	0	0.0000
(3) Abstentions	6,000	0.0043
Total	137,903,699	100.0000
3. Messrs. Metha Suvanasarn (Independent Director)		
(1) Approval	137,878,799	99.9819
(2) Disapproval	13,400	0.0097
(3) Abstentions	11,500	0.0083
Total	137,903,699	100.0000

Name of the Director (Director)	Number of Votes 1 share = 1 vote	The percentage of the total number of votes
4. Messrs. Vichit Kornvityakoon (Independent Director)		
(1) Approval	137,886,999	99.9878
(2) Disapproval	5,200	0.0037
(3) Abstentions	11,500	0.0083
Total	137,903,699	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.65 held at April 22<sup>nd</sup>, 2014 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 1<sup>st</sup>, 2014 onwards.

##### 2. Director's gratuity

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

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

In 2015, 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.65 held at April 22<sup>nd</sup>, 2014 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<sup>st</sup>, 2015 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.

## 3. Director's Special Bonus

Director's special bonus has requested for approval by aggregation per year 6, 614, 950.00 baht that the company will pay as One-Time basis for the year 2014 increasing from regular bonus approved from 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 Board of Directors** has considered and agreed in proposing to the Ordinary Shareholders' Meeting No. 66 for consideration and approval of the director's remuneration to the Board of Directors as Nomination and Remuneration Committee has proposed providing the director's remuneration and the director's bonus by using the same rate as approval from the Annual General Meeting of Shareholders No. 65 held on April 22<sup>nd</sup>, 2014 by deducting the company' expense. It shall be effective since January 1<sup>st</sup>, 2015 onwards and remained this rate forever until having proposal from the Board of Directors and getting approval from the Shareholders' Meeting for changing to others. In terms of the director's special bonus has considered and approved in amount of 6,614,950.00 baht that the company will pay as One-Time basis for the operating results for the year 2014 which shall be paid in 2015 increasing from regular bonus approved from the Annual General Meeting of Shareholders No. 65 as Nomination and Remuneration Committee proposed.

**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.

**Chairman** said that if shareholder has any questions, he is pleased to clarify because this agenda is about the Board directly and it would be reasonable for shareholders to gain clarity.

**Shareholder** asked that according to the company has the highest incomes and premiums in 2014 as well as requesting for approval directors' special bonus resulting from how management because as he knows that after flood event, premiums will be higher but it is common that if premiums is higher, profits will be higher as well. Therefore, he has requested to the Board to clarify how to manage the Portfolio of the company excluding special items.

**Chairman** has clarified about ability of management which the shareholder can see previously that the Board can manage the company to make progress with increasing profits so please consider remuneration of directors as a whole whether the Chairman or any director, please compare with other companies as well as companies in the Stock Exchange of Thailand (SET), It shows that remuneration of directors in each month has not much. Moreover, on behalf of all directors have worked hard without demanding from the company, which this thing will be basic of working culture of the Board to be sacrificed until this year showed that can generate profits for the company for many years ago and this year has special items with very good profits. Therefore, it has been discussed that it shall be proposed to the shareholders for consideration in special amount of money which is not a lot of money if comparing with incomes of the company from Management Team.

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 unanimously approved the Remuneration providing the director's remuneration 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 as well as approval of the director's special bonus in amount of 6,614,950.00 baht that the company will pay as One-Time basis for the operating results for the year 2014 which shall be paid in 2015 increasing from regular bonus approved from the Annual General Meeting of Shareholders No. 65 as Nomination and Remuneration Committee proposed.

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	137,892,199	99.9916
Disapproval	5,200	0.0037
Abstentions	6,300	0.0045
Total	137,903,699	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.65 which held in April 22<sup>nd</sup>, 2014 has appointed Dr. Suphamit Techamontrikul, Certified Public Accountant Registration No. 3356 and/or Mr. Permsak Wongpatcharapakorn, 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 2014 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 2014 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 2015 nominating, there are Dr. Suphamit Techamontrikul, Certified Public Accountant Registration No. 3356 and/or Mr. Permsak Wongpatcharapakorn, Certified Public Accountant Registration No. 3427 and/or or Mr. Chawla Tienpasertkij, Certified Public Accountant Registration No. 4301 from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. are pleased to candidate for being the Auditors of the Company. After the Meeting has discusses with Audit Committee of the Company, the Auditors agreed to propose Audit fees for an accounting period of the Company along with Consolidated Financial Statements Audit cost in 2015 ended at December 31<sup>st</sup>, 2015 in amount of 1,670,000.00 baht which has the same amount of 2014 as the Comparison List with 2014 are summarized below.

(Unit: Baht)

	2015	2014	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	-	-
4) Quarterly Consolidated Financial Statements Review cost (Include 3 Quarters in each 155,000.00 baht)	465,000	465,000	-	-
<b>Total</b>	<b>1,670,000</b>	<b>1,670,000</b>	<b>-</b>	<b>-</b>

The audit fee for the year 2015 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).

Besides, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. has been appointed to be Auditors of Subsidiaries as well by calculating the audit fee for the year 2015 ended at December 31, 2015 in amount of 2,405,000.00 baht and there is other expenses such as transportation fee, allowances, overtime, insurance fee, which would be calculated according to the actual payment (if any).

**The Board of Directors considered** for approval the appointment of those Auditors above. The Audit Committee agreed that those Auditors above are qualified as the Securities and Exchange Commission requirement which its appropriate propose the Ordinary Shareholders' Meeting No.66 to appoint Dr. Suphamit Techamontrikul, Certified Public Accountant Registration No. 3356 and/or Mr. Permsak Wongpatcharakorn, Certified Public Accountant Registration No. 3427 and/or or Mr. Chawla Tienpasertkij, Certified Public Accountant Registration No. 4301, all of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd to become the company Auditors for the year 2015. It will effective from January 1<sup>st</sup>, 2015 to December 31<sup>st</sup>, 2015 with the Audit Fee of 1,670,000 baht. Nevertheless, it excludes any other expenses incurred according to the actual payment as Audit Committee consideration and proposal.

All three Auditors as the list that are proposed in 2015 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 16 years consecutively since 1999 accounting year to 2014 accounting year and/or
2. Mr.Permsak Wongpatcharakorn\*\* CPA No. 3427, has been nominated as company' auditor in total duration of 12 years consecutively since 2003 accounting year to 2014 accounting year and /or
3. Mr.Chawla Tienpasertkij,\*\* CPA. No. 4301, has been nominated as company' auditor in total duration of 2 year since 2013 accounting year to 2014 accounting year

\* Nominative to become an Auditor cooperates with other Auditors in the same office but not and Auditor or signed in the Audit Company Report except 2013 accounting year and 2014 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 matter was proposed to the Meeting for consideration and approval.

**The Meeting considered and approved to appoint Dr. Suphamit Techamontrikul, and/or Mr. Permsak Wongpatcharakorn, and/or Mr. Chawla Tienpasertkij, all of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd to become the company Auditors for the year 2015, it will effective from January 1<sup>st</sup>, 2015 to December 31<sup>st</sup>, 2015 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	137,898,199	99.9960
Disapproval	0	0.0000
Abstentions	5,500	0.0093
Total	137,903,699	100.0000

### **Agenda 8 To consider other matters**

**Chairman** asked the shareholders that have questions or suggestions or not which the Board is pleased to answer the questions and listen any suggestions of the shareholders.

**Shareholder** asked the following issues;

1. If considering from the financial statement in terms of the turnover of the company is good for all types of disasters except Personal Accident Insurance (PA).

2. In 2015, what part of the company has been expanded because in 2014 can be done very well with a lot of profits.

3. how the further company roadmap look like, what kind of market penetration and what potential of the insurance market that make profitability and the customers but a lot. Due to high premiums, it would have high profits as well. In terms of Miscellaneous Insurance, the government has many projects, whether the company can get a job or not and whether premiums in this year will be higher than last year or not.

**President and CEO (Mr. Rowan D' Arcy)** has clarified for the following questions;

1. Port Folio of Personal Accident Insurance (PA) is not as good as other types of disasters which PA Portfolio; there are other medical expenses to pay more which the company is in the process of updating and it would be better not immediately whereas Loss Ratio cannot be easily adjusted due to having sales of our products so there is an obligation. When comparing with Portfolio, it would be like this which the company has already knew the problem which is trying to produce new products as well.

2. For growth rate in the previous year, Office of Insurance Commission (OIC) has expected that market grows at 1%; however, the company grew 3.3%. For this year, how much Office of Insurance Commission has done, we will try our best to do better.

3. The company has planned to focus on SMEs (Small and medium-sized enterprises) and Personal Line of Business which the company is an expert in this section and it shall be a slightly adjustment. In terms of Government' projects, if there are any projects has already approved by the government, the company still join whereas what the shareholders has mentioned that if high premiums, profits would be high as well; however, the company' profits will be considered as Consolidated Ratio if comparing with 100 and low numbers will be the company' profits; for example, Combined Ratio of International Insurance companies around the world will be at 92-94% which their profits will be at 6-8% while the company does not have One Off in the previous year at 86%. The company really wants to focus on Written Premiums; however, it is very important how to manage this risk so we have to focus on risk management as well because if there is a right Executive, it will be benefit to the company as well. Therefore, the first importance is what the company will focus on the benefits or profitability and then it will be the growth rate in the further step.

**Shareholder** asked that Premium Rate that is increased at 1% so profitability is needed to see at Untapped Market can receive insurance premium in high rates so if the company would like to receive Untapped Market insurance premium in order to make profitability and all ratios will be developed.

**President and CEO (Mr. Rowan D' Arcy)** has answered that after the flood event, insurance premium ratio is a lot of increased. As time has passed, Rates are gradually lower. Meanwhile, insurance premium ratio is lower than when the flood event occurred. What the shareholder has asked will be probably about Strategy or Blue Ocean Strategy; the simultaneous pursuit of differentiation and low cost to open up a new market space and create new demand (Demand Creation) by not mainly focusing on competition but we are interested in Latent Demand of the customers as well as the group is not the company's current customers by producing products and providing services to add value to the consumers. Meanwhile, the company must be able to reduce costs of unnecessary parts of an organization which is one guideline of Sustainable Growth of the company. Moreover, last year situation has a little bit growth and low insurance premiums; therefore, many insurance companies are difficult to go to the point above which is what the company always look for.

**Managing Director (Mr. Chusak Salee)** explained further that after the flood event, insurance premium rates have increased but now it has dropped steadily. According to the questions of the shareholder that the company should receive Untapped Market insurance premium in order to get higher return which all insurance companies are really wanted. In fact, it is not easy to do, when it has high insurance premium and then risk and commission rates are high as well; furthermore, the company has to accept a high competition. As actual situation, the company does not focus on which type of disaster specifically. If the company has a chance to make more growth, profitability, and increasing the company's profits. The company will expand all line of businesses not only just Motor Insurance and Personal Accident Insurance.

**Shareholder** asked about Non-life Insurance, how much proactive policy of business connection in online system of the company. As we can see that other insurance companies can buy policy via online system both of Motor Insurance and Personal Accident Insurance but the company does not have those services and we still wait for feedback of the company's officer.

**President and CEO (Mr. Rowan D' Arcy)** answered that the company has planned to do online transaction, just waiting for ready to use; meanwhile, the company is creating Paperless system as well which can be used only in Motor Insurance at first along with financial institutions involved can also see the system. In the future, the customers can see their information by themselves. As of now, doing all transaction via online system is in the top-level interesting of the company.

**Shareholder** asked that due to the company received profits from two sources which are Life Insurance Company and Non-Life Insurance Company but the company held shares of Life Insurance Company only 20.17% and profits sharing in 2014 is at 387.31 million baht. Whether the company will use this part of money to pay dividend or not or use Accumulated Profits for dividend payment.

**Managing Director (Mr. Chusak Salee)** has clarified that the total profits come from Appropriated Profits and then it will be Profit Sharing and some parts will be Unappropriated Retained Earnings which Appropriated Profits will be paid dividend which Profit Sharing that received from Life Insurance Company and Non-Life Insurance Company are appeared in Consolidated Financial Statements will be allocated of dividend payment each year, which dividend payment regulations by law will be considered by Separated Financial Statement. When Separated Financial Statement has profits and then it shall be considered to pay dividend from Consolidated Financial Statement which the company must have the outstanding in Accumulated Profits in Separated Financial Statement prior so it is proposed to the shareholders for approval of dividend payment.

**Shareholder** asked that if considering from Separated Financial Statement of the company due to dividend payment of the company has gradually been paid out up to 600-700 million baht. Whether the company still have the outstanding in part of Life Insurance Company or not and Life Insurance can send profit sharing in terms of cash or not.

**Managing Director (Mr. Chusak Salee)** answered that profit sharing of Life Insurance Company will be recorded in the Consolidated Financial Statement which in the past, Life Insurance Company cannot pay dividend due to sticking with legal problem about shareholding structure of Life Insurance Company. Therefore, they have just sent the figures to the company. At present, that law has been approved and it has already been announced so Life Insurance Company can pay dividend to the company in cash.

Dividend payment as Mr. Rowan D' Arcy mentioned that it will not be lower than 2 baht per share, there is no problem to pay in cash because Allianz has planned to pay dividend as well. However, the company is currently having Unappropriated Retained Earnings about over 2 billion baht. In the future, Allianz will pay dividend which they have not paid dividend almost three years but it is still large amount of money because of having affordability of recent years. For Non-life Insurance Company has turnover of the company and it has profit results since the last two years. The company thought that dividend payment in cash in the next several years will not have any problem; moreover, cash is received from Life Insurance Company and Non-Life Insurance Company has enough money.

**Representatives from Thai Investors Association(TIA)** said that he is pleased and honored to participate in this meeting, he has seen the minute of shareholders' meeting in the previous year and he found that there is question of member; whether the company is interested in joining with Anti-Corruption project or not. Moreover, he has acknowledged from Company' Secretary that the company has already joined Thailand's Private Sector Collective Action Coalition Against Corruption project(CAC) so he asked what the next plan of the company to getting Certificate of Thailand's Private Sector Collective Action Coalition Against Corruption(CAC).

**Managing Director (Mr. Chusak Salee)** has explained that the company has plan and purpose in joining the group which have to get Certificate; however, the company has already joined Thailand's Private Sector Collective Action Coalition Against Corruption project(CAC) since September 12<sup>th</sup>, 2014 and then the company appointed working group consisting of various departments. However, the company cannot commit when it will be completed not within one year because of more details and some overlaps.

**Shareholder** asked that according to almost insurance companies do marketing in Thailand and he saw that many companies seek opportunity to be partner with the company in ASEAN Economic Community (AEC) so what the company' policy in the sales of insurance in neighbor countries.

**Chairman** answered that the company has considered in this issue but it would not happen soon due to having high competition in Thailand right now which we are trying to study about Border Countries and it would be for a while because it must be started immediately as well as operating cost must be ready to do survey the market that will have to set Operation Center. As of today, the company cannot provide the answer when it will happen but we have already considered it. Therefore, the company needs to be careful in operation and if everything is ready and then we can expand our business.

**Shareholders** asked that an interesting outreach in AEC would be Travel Insurance by sale of business via Telemarketing and doing Platform so that when the customer would travel, they can contact us easily because there are not only Thai people traveling but also have a large numbers of foreigners; however, he does not know what the company can get through right now but it should be Potential Market. Therefore, he does not know which channel the company is looking for as well as Construction Project which has Construction and Mechanical Insurance as well or Workers Insurance which almost are Group Insurance at once so the problem is the company needs to have a good diversification; thus, it is uncertain if the company sees this problem or not.

**President and CEO (Mr. Bryan James Smith)** has stated that in terms of Travel Insurance or TA has high competed both of Thailand and all around the world but it does not mean the company cannot join them. Meanwhile, the company is building Structure in terms of Online System and Travel Insurance (TA) will be one type in the system as well whereas Construction and Mechanical Insurance has already made. However, Construction and Mechanical Insurance factors are divided into 2 parts as follows.-

1<sup>st</sup> part - Owner or Project Owner which is self –insurance

2<sup>nd</sup> part –It will be based on releasing loans of the financial Institutions



Thus, even though it will be business with a lot of premiums but there is high competition as well. If the company is not involved with any projects, the company must have Reinsurance Company in order to join such projects as mentioned and it must have Rating at least Double A. Normally, this type of business will not have auction generally; however, if there is an opportunity, the company will certainly join. In the past, the company was involved with large projects such as Power Plant as well as Bangkok Mass Transit System Public Company Limited: BTSC etc.

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.

However, the Annual General Meeting of Shareholders No. 66 held on April 22, 2015, shareholders attended, and gradually meeting with himself and appoint a proxy to attend the meeting instead of the 355 total number of shares was 137,903,699 shares or 55,1615 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, Inventech Systems (Thailand) Co.,Ltd (INV) 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 16.30 hrs.


***-Veraphan Teepsuwan-***

(Mr. Veraphan Teepsuwan)  
Chairman

***-Jiratcha Ruplek-***

(Ms. Jiratcha Ruplek)  
Minute Recorder

Copies certified by



(Mr. Chusak Salee)  
Managing Director

*Supporting date for consideration in Agenda 2*

## **To acknowledge the 2015 Annual Report of the Board of Directors**

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The Annual Report of the Board of Directors is report of the Operating results of the Company for the year 2015 which is published by messages from the Chairman into the 2015 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.67.

The Board of Directors considered and approved to propose at the Annual General Meeting of Shareholders No.67 in order to acknowledge report of the Operating results and various information of the Company for the year 2015.

*Supporting date for consideration in Agenda 3*

## **To consider and approve the Statement of the Financial Position at December 31<sup>st</sup>, 2015, Statement of Comprehensive Income, Statement of Changes in Owner's Equity and Statement of Cash Flow for the year 2015**

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The Financial Position at December 31<sup>st</sup>, 2015, Statement of Comprehensive Income, Statement of Changes in Owner's Equity and Statement of Cash Flow for the year 2015 which the Directors approved and Auditors of the Company has already reviewed and endorsed. It was in the 2015 Annual Report, which delivered to Shareholders together with the Notice of the date of the Annual General Meeting of Shareholders No. 67.

The Board of Directors considered and agreed to propose to the Annual General Meeting of Shareholders No.67 for consideration and approval The Financial Position at December 31<sup>st</sup>, 2015, Statement of Comprehensive Income, Statement of Changes in Owner's Equity and Statement of Cash Flow for the year 2015 which the Directors approved and Auditors of the Company has already reviewed and endorsed.

**To consider and approve of Profit Allocation for the year 2015 and acknowledge of Interim Dividend payment**

From the operation of the company for the year ended December 31<sup>st</sup>, 2015, 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 676,913,292 ( Six hundred and seventy-six million, nine hundred and thirteen thousand, two hundred and ninety-two baht) or calculate Earning per Share 2.71 baht and Separate Financial Statements of the company's Net Profit is approximated at 591,648,783 baht ( Five hundred and ninety-one million, six hundred and forty-eight thousand, seven hundred and eighty-three baht), if calculate Earning per Share is 2.37 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 2015 at the Annual General Meeting of Shareholders No.67 for consideration of approval as follow;

2015 Operating Results	
Profit before Income Taxes	596,565,397.-baht
<b>Deduct</b> Income Tax	4,916,614.-baht
Remaining Net Profit	591,648,783.-baht
<b>Plus</b> Retained Earning that remained from allocation last year	1,636,670,976.-baht
Profits for allocation in this time	2,228,319,759.-baht
Resolved to allocate dividend payment in the amount of baht 2.00 per share about 250 million shares	500,000,000.-baht
<b>Deduct</b> Interim Dividend in the amount of baht 1.00 per share	250,000,000.-baht
Remaining dividend payment the amount of baht 1.00 per share	250,000,000.-baht
Total Profits were allocated in this year	500,000,000.-baht
Outstanding of Retained Earnings	1,728,319,759.-baht

The company considered the dividend for the results of the year 2015 to the shareholders about 250,000,000 shares in the amount of baht 2.00 per share or 84.51% of Net Profit by having in interim dividend payment for the first half of the 2015 operating results (January-June) held in September 7<sup>th</sup>, 2015 in the amount of baht 1.00 per share with the total amount of 250,000,000.00 baht.

Thus, the outstanding of dividends for the second half (July-December) of 2015 in the amount of baht 1.00 per share with the total amount of 250,000,000.00 baht by paying to shareholders who have rights to receive dividend as name list at Record Date for the right of receiving dividend on Thursday, March 10<sup>th</sup>, 2016 by defining of dividend payment for the second half on Monday, May 9<sup>th</sup>, 2016. **However, the right to receiving this Dividends will become effective upon the approval of Shareholders the meeting before.**

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

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

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

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

The Board of Directors considered and approved that it should be proposed to the Annual General Meeting of Shareholders No.67 for consideration and approval of Profit Allocation for the year 2015 to the Shareholders about 250,000,000 shares in the amount of baht 2.00 per share or about 500,000,000.00 baht including interim dividend for the first half ended at June 30<sup>th</sup>, 2015 which the company has already paid in the amount of baht 1.00 per share. The outstanding dividend that the company paid from the 2015 operating results in the amount of baht 1.00 per share which dividend payment of the company at 84.51% of 2015 Net Profits in accordance with dividend payment policy of the company. Determination of Shareholders' list who have right to receive Dividends (Record Date) on Thursday, March 10<sup>th</sup>, 2016 and gather the names list as Section 225 of Securities and Exchange Act by using closing registered book (Closing Date) on Friday, March 11<sup>th</sup>, 2016 and determine of Dividend payment on Monday, May 9<sup>th</sup>, 2016. ***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. Veraphan Teepsuwan**

**Type of Director for election: Non-Executive Director**



**Criteria and procedures for nomination**

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

**Age** : 74 Years

**Nationality** : Thai

**Education** : - Master of Business Administration , Northeastern University, U.S.A.  
: - Bachelor of Economics, Boston University, U.S.A.

**Program attended in Thai Institute of Directors (IOD)** : -Role of Chairman Program (RCP)

**Work Experience in the last 5 years**

: 1983-present	Director	BBTV Company Limited
1995-Jan 2011	Chairman	Allianz Ayudhya Assurance PCL

**Information in the company**

**- Current position**

**At the company** : 1999-Present- Chairman

**- No. of As a Director** : 14 years

**Board Meeting Attendance, 2015**

: • The Board of Directors Meeting held 6 times attended 6 times

**No. of Shareholding of AYUD**  
**As at March 11<sup>th</sup>, 2016** : - None -

**Present Designation**  
**With other organizations**

**- Listed Companies** : Jan 2007-present Chairman Bank of Ayudhya Plc  
3 companies Nov 2006-present Chairman Siam City Cement Plc  
2003-present Vice President Eastern Star Real Estate PCL

**- Non-Listed Companies** : Sep 2010-Present Director  
1 company Exclusive Senior Care International Co., Ltd

**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

*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*

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**2. Mr. Bryan James Smith**

**Type of Director for election: Non-Executive Director**



**Criteria and procedures for nomination**

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

**Age** : 57 Years

**Nationality** : Australian

**Education Background** :- Master of Business Administration , The University of New South Wales, Sydney, Australia  
- Bachelor of Commerce / Bachelor of Laws, the University of New South Wales, Sydney, Australia

**Program attended in Thai Institute of Directors (IOD)** : Director Certification Program (DCP 207/2015)  
Diploma Examination Program – Fellow Member 2015

**Work Experience in the last 5 years**  
Apr 2009-Nov 2011 : The Chief Executive Officer of Selling through Direct Sales, the Bank, and Insurance Business Group Allianz Ayudhya Assurance PCL

**Information in the company**

**-Current position**

**At the company**

Nov 4, 2014-Present : Director and Nomination and Remuneration Committee (Authorized Signatory)

**No. of year As a Director** : 1 years and 5 months

**-Attendance the meeting in 2015** : -The Board of Directors Meeting held 6 times, attended 6 times  
-The Nomination and Remuneration Committee Meeting held 5 times attended 5 times

**No. of Shareholding of AYUD  
As at March 11<sup>th</sup>, 2016** : - None -

**Present Designation**

**with other organizations**

**-Listed Company** : -None-

**-Non-listed company 2 companies**

Nov 4, 2014-present Director and Nomination and Remuneration Committee  
Sri Ayudhya Capital PCL

Nov 2011-present Director

Allianz Ayudhya Assurance PCL

Nov 2011-present The Chief Executive Officer and President  
Allianz Ayudhya Assurance 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*

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**3. Ms. Nopporn Tirawattanagool**

**Type of Director for election: Non-Executive Director**



**Criteria and procedures for nomination**

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

**Age** : 61 Years

**Nationality** : Thai

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

**Program attended in Thai Institute of Directors (IOD)** : • Director Accreditation Program (2003)  
• Role of the Compensation Committee (RCC) 2009  
• Audit Committee Program (ACP) 2010  
• Financial Institutions Governance Program (FGP) 2011  
• Director Certification Program (DCP) 2010  
• Anti-Corruption for Executive Program (ACEP) 2013  
• Risk Management Program for Corporate Leaders (RCL) (2015)

**Work Experience in the last 5 years**

• Apr 2010-Jan 2012 Independent Director/Audit Committee  
LANNA RESOURCES Public Co., Ltd.  
• May 2010-Aug 2011 Chairman (Authorized Signatory)  
PROFESSIONAL CENTER CO., LTD.  
• May 2004- Jan 2011 Director - Dherakupt International Law Office Ltd.

**Information in the company**

**-Current position at the Company** :- Apr 22, 2013-Present Director  
 - May 14, 2013-Present Nomination and Remuneration Committee

**No. of year As a Director** : 2 years and 11 months

**-Attendance the meeting in 2014** : -The Board of Directors Meeting held 6 times, attended 6 times  
 - Nomination and Remuneration Committee Meeting held 5 times and attended 5 times

**-Holding shares as the latest Closing Date in March 11<sup>th</sup>,2016** : -None -

**Present Designation with other organizations 4 companies**

**-Listed Company**

- Jan 1, 2015-present Risk and Compliance Committee - Bank of Ayudhya PCL
- Jan 2, 2014-present Director (Authorized Signatory) - Bank of Ayudhya PCL
- Apr 28, 2010 -Present Nomination and Remuneration Committee Member - Bank of Ayudhya PCL
- Oct 17, 2014 – Present Director - Srivichaijevivat PCL
- Apr 2012 – Present Director - Siam City Cement PCL
- Jul 22, 2014 – Present Director of Nomination and Compensation Committee  
 Director of Governance, Risk and Compliance Committee  
 - Siam City Cement PCL

**-Non-Listed Company 23 companies**

- Dec 15, 2014 – Present Director - Belle Development Co., Ltd.
- Dec 1, 2014 – Present Director (Authorized Signatory) - Grand Fortune Co., Ltd.
- Apr 21, 2014 – Present Director - Bangkok Broadcasting & TV Co., Ltd.  
 Director (Authorized Signatory) - BBTv Satelvision Co., Ltd.  
 Director (Authorized Signatory) - GL Asset Co., Ltd.  
 Director (Authorized Signatory) - Mahakij Holdings Co., Ltd.  
 Director (Authorized Signatory) - BBTv Production Co., Ltd.
- Jan 10, 2014 - Present Director (Authorized Signatory) - BBTv Alliance Ltd.  
 Director (Authorized Signatory) - BBTv Bond Street Building Ltd.
- Aug 2012 – Present Director (Authorized Signatory)  
 - ITBC Business Consultant Group Co., Ltd.
- Apr 2011 – Present Director (Authorized Signatory)  
 - Exclusive Senior Care International Co., Ltd.
- Sep 2010 – Present Director (Authorized Signatory) - BBTv International Holdings Co., Ltd.  
 Director (Authorized Signatory) - Sunrise Equity Co., Ltd.  
 Director (Authorized Signatory) - BBTv Equity Co., Ltd.
- Apr 9, 2015-present Director (Authorized Signatory) -Khao Kheow Country Club Co., Ltd
- Apr 9, 2015-present Director (Authorized Signatory) - Siam Puri Engineering Co., Ltd.
- Apr 9, 2015-present Director (Authorized Signatory) - Siam Puri Mongkol Co., Ltd.
- May 6, 2015-present Director (Authorized Signatory) - Grand Canal Land PCL
- May 8, 2015-present Director (Authorized Signatory) -C.K.S. Holding Co., Ltd
- May 8, 2015-present Director (Authorized Signatory) -Super Assets Co., Ltd.
- May 8, 2015-present Director (Authorized Signatory) - C.K.R. Co., Ltd
- May 8, 2015-present Director (Authorized Signatory) -Thai Lamlieng Co., Ltd
- May 8, 2015-present Director (Authorized Signatory) -The Thai Tapioca Produce Co., Ltd
- May 8, 2015-present Director (Authorized Signatory) - Cyber Venture Co., Ltd.

**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*

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**4. Mr. Chusak Salee**

**Type of Director for election: Executive Director**



**Criteria and procedures for nomination**

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

**Age** : 62 Years

**Nationality** : Thai

**Education Background** : • Master of Business Administration, Sul Ross State University, USA  
• Bachelor of Science, Agricultural Economics, Kasetsart University

**Program attended in of Directors(IOD)** : • Director Certification Program from Thai Institute of Directors (IOD)

**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 17<sup>th</sup>, 2015** : -None -

**Work experience Past 5 years Information in the company**

**Current Position in the company**

Nov 1997 –Present : Managing Director (Authorized Signatory)

**Numbers of years as holding Director' position**

: 18 years and 4 months

**Attendance the meeting in 2015**

: -The Board of Directors Meeting held 6 times, attended 6 times  
-The Executive Committee Meeting held 12 times attended 11 times

**Holding shares of AYUD As at March 11, 2015**

: Ordinary shares 34,000 shares (Including spouse)

**Present Designation with other organizations**

**-Listed Company** : -None-

**-Non-listed company or other organizations 2 companies :**

-Nov 2010 –Present	Director (Authorized Signatory)	Sri Ayudhya General Insurance PCL
-8 Dec 2015-Present	Independent Director/Audit Committee	Government Savings Bank

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

: -None-

**Legal Disputes**

: No cases in the last 5 years

## Definition of Independent Director

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

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

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

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

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

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

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

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

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

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

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

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

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

***To consider and approve the directors' remuneration***

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As the Ordinary Shareholders' Meeting No.66 held in April 21<sup>st</sup>, 2015 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<sup>st</sup>, 2015 onward

(2) Directors' Bonus

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

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

For the year 2016, the Nomination and Remuneration Committee considered the remuneration of directors with appropriation, responsibility of directors and comparing with the same industry and similar size of businesses which have registered at the Stock Exchange of Thailand. Therefore, it has been proposed to the Board of Directors in order to propose in the Ordinary Shareholders' Meeting in considering and defining the remuneration of directors providing remuneration of directors and directors' bonus which is the same rates have been approved by the Ordinary Shareholders' Meeting No.66 held in April 21<sup>st</sup>, 2015 by paying to 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<sup>st</sup>, 2016 onward

(2) Directors' Bonus

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

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



**Opinions of Directors** are agreed that it shall be proposed to the Annual General Meeting of Shareholders No. 67 for consideration and approval the remuneration of directors to the shareholders as Nomination and Remuneration Committee has proposed including the remuneration of directors and directors' bonus and it shall be the same rate as approval by the Ordinary Shareholders' Meeting No. 66 held in April 21<sup>st</sup>, 2015 by deducting from the company' expense. However, it shall be effective since January 1<sup>st</sup>, 2016 onward and remaining the remuneration rate above until the Board of Directors will propose and get approval from the shareholders' meeting of changing to others

**Sri Ayudhya Capital PCL**  
**Remuneration of the Director Structure for the Operating Results in 2015**  
**which got approval from the Ordinary Shareholders' Meeting No. 66**  
(Unit: Baht)

Position	Transportation (per month)	Remuneration (per year)	Total (per year)
1. Chairman	40,000.00	743,400.00	1,223,400.00
2. Independent Director and Chairman of Audit Committee	38,000.00	725,700.00	1,181,700.00
3. Independent Director and Chairman of Nomination and Remuneration Committee	38,000.00	691,900.00	1,147,900.00
4. Independent Director and Chairman of Corporate Governance Committee*	38,000.00	691,900.00	1,147,900.00
5. Chairman of Executive Committee	35,000.00	435,200.00	855,200.00
6. Nomination & Remuneration Member	35,000.00	602,000.00	1,022,000.00
7. Other Non Executive	30,000.00	573,800.00	933,800.00
8. Managing Director	30,000.00	401,400.00	761,400.00

Remark: \* Corporate Governance Committee (Formerly name: Compliance Committee)

***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. 66 held on April 21<sup>st</sup>, 2015 passed the resolution to appoint Dr. Suphamit Techamontrikul CPA No. 3356 and/or Mr. Permsak Wongpatcharapakorn CPA No. 3427 and/or Mr.Chawla Tienpasertkij CPA No.4301 from Deloitte Touche Tohmatsu Jaiyos Audit Company Limited to become the company auditor for 2015 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 2015 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 2016, Dr.Suphamit Techamontrikul CPA No.3356 and/or Mr. Permsak Wongpatcharapakorn CPA No.3427 and/or Mr.Chawla Tienpasertkij CPA No.4301 of Deloitte Touche Tohmatsu Jaiyos Audit Company Limited willing to be the candidate for election as the company auditors. Upon consulting among the Audit Committee, it was agreed to propose the audit fee for the fiscal year of the company along with audit fees of consolidated financial statement for the year 2016 ended December 31<sup>st</sup>, 2016 in the amounted of Baht 1,720,000.00 baht by Audit Fee has been increased at 3% as per the schedule of comparison from previous year 2015 as hereunder:-

(Unit: Baht)

	2016	2015	Balance increase/decrease	%
1. Annual Audit Fee	530,000	520,000	10,000	2
2. Quarterly Financial Statement Audit Fee (Total 3 quarters, each quarter 130,000.00 baht)	390,000	375,000	15,000	4
3. Consolidated Financial Statement Audit Fee	320,000	310,000	10,000	3
4. Total Quarterly Financial Statement Audit Fee(Total 3 quarters, each quarter 160,000.00 baht)	480,000	465,000	15,000	3
<b>Total</b>	<b>1,720,000</b>	<b>1,670,000</b>	<b>50,000</b>	<b>3</b>

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

Besides, Deloitte Touche Tohmatsu Jaiyos Audit Company Limited has been appointed to be auditors of Subsidiaries by charging the 2016 Annual Audit Fee ended at December 31<sup>st</sup>, 2016 in amount of 2,505,000.00 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. 67 in order to appoint Dr. Suphamit Techamontrikul CPA No. 3356 and/or Mr. Permsak Wongpatcharapakorn CPA No. 3427 and/or Mr. Chawla Tienpasertkij CPA No.4301 of Deloitte Touche Tohmatsu Jaiyos Audit Company Limited to become the company Auditors for the year 2016, effective from January 1<sup>st</sup>, 2016 till December 31<sup>st</sup>, 2016 with the Audit Fees of Baht 1,720,000.00- excluded any other expenses incurred according to the actual payment.

The above-mentioned three auditors as proposed in 2016 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 17 years continually from accounting year 1999 to 2015 and/or
2. Mr. Permsak Wongpatcharapakorn\*\*CPA No. 3427, became the company' auditor duration 13 years from accounting year 2003 to 2015 and/or
3. Mr. Chawla Tienpasertkij\*\*CPA No.4301 CPA No. 4301, became the company' auditor duration 3 years from accounting year 2013 to 2015

\* 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, 2014 and the accounting year in 2015.

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

***Company Regulations Only Relating to the Annual General Meeting of Shareholders No. 67***

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**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.

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## หลักฐานที่ต้องใช้ในการแสดงสิทธิเข้าร่วมประชุม

### ◆ การลงทะเบียนและการแสดงเอกสารก่อนเข้าร่วมประชุม

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

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

To register and confirm the document before meeting

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

Company have used Barcode system with the registration so participant at a meeting please come with the document which company had delivered to shareholders including the notice of the date of Annual General Meeting of Shareholders which had Barcode for the registration.

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

#### 1. ผู้ถือหุ้นที่เป็นบุคคลธรรมดา/Shareholder who is Natural person

- 1.1 กรณีผู้ถือหุ้นมาประชุมด้วยตนเอง ให้แสดงเอกสารที่ส่วนราชการออกให้ซึ่งปรากฏภาพถ่ายของผู้ถือหุ้นและยังไม่หมดอายุ เช่น บัตรประจำตัวประชาชน บัตรข้าราชการ / บัตรพนักงานรัฐวิสาหกิจ ใบอนุญาตขับรถหรือหนังสือเดินทาง

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

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

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

#### 2. กรณีผู้ถือหุ้นเป็นนิติบุคคล/ Shareholder as Juristic Person

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

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

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

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



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

### 3. กรณีผู้ถือหุ้นซึ่งมิได้มีสัญชาติไทยหรือเป็นนิติบุคคลที่ตั้งขึ้นตามกฎหมายต่างประเทศ

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

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

- (1) ให้ผู้ถือหุ้นหรือผู้แทนผู้ถือหุ้น (กรรมการ) หรือผู้รับมอบฉันทะที่เป็นบุคคลธรรมดาซึ่งเข้าร่วมประชุม ต้องแสดงเอกสารใบสำคัญประจำตัวคนต่างด้าว หรือหนังสือเดินทาง หรือเอกสารที่ใช้แทนหนังสือเดินทางต่อเจ้าหน้าที่เพิ่มเติมก่อนเข้าประชุม / Shareholder of shareholders' representatives (director) or a proxy who is an individual which will attend the meeting must show documents Certificate of Alien Registration or passport or document in lieu of passport to the officer additionally prior attending the meeting.
- (2) ภาพถ่ายสำเนาเอกสารที่ออกโดยราชการของประเทศที่นิติบุคคลจดทะเบียน หรือเอกสารที่นิติบุคคลเป็นผู้จัดทำที่แสดงรายละเอียดเกี่ยวกับชื่อนิติบุคคล ที่ตั้งสำนักงานใหญ่ ผู้มีอำนาจลงนามผูกพันกับนิติบุคคล และเงื่อนไข หรือข้อจำกัดอำนาจในการลงนาม และเป็นเอกสารที่ต้องมีการรับรองโดยโนตารีพับลิค / Photo copy of documents issued by government of the country that juristic person has registered or document was prepared by juristic person with details of juristic person, Head Office location, authorized signatory bound to juristic person and condition or limitation authorization in signing and document has been certified by Notary Public.
- (3) เอกสารที่มีต้นฉบับเป็นภาษาอังกฤษ จะต้องจัดทำคำแปลภาษาไทยแนบมาด้วย และให้ผู้ถือหุ้นหรือผู้แทนนิติบุคคลนั้นรับรองความถูกต้องของคำแปลด้วย / The original documents are in English must be prepared Thai Version as attachment and the shareholder or juristic representatives must certify translation as well.

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

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

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

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

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

**5. กรณีผู้ถือหุ้นถึงแก่กรรม / The shareholder is passed away**

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

- (1) ให้นำความในข้อ 1 มาใช้บังคับโดยอนุโลม / Using topic No. 1 to apply mutatis mutandis
- (2) ให้นำคำสั่งศาลแต่งตั้งให้เป็นผู้จัดการมรดก อายุไม่เกิน 6 เดือน ก่อนวันประชุมซึ่งลงนามรับรองโดยผู้มีอำนาจมาแสดงเพิ่มเติมด้วย / the court appointed a trustee no over than 6 months before the meeting, which was endorsed by the authority of additional information as well.

**6. กรณีผู้ถือหุ้นเป็นผู้เยาว์ / the shareholder is a minor**

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

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

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

**หมายเหตุ** \*\*\* บริษัทขอสงวนสิทธิ์ในการอนุญาตให้เฉพาะผู้ถือหุ้นหรือผู้รับมอบฉันทะที่มีเอกสารถูกต้องและครบถ้วนเข้าร่วมประชุม สำหรับกรณีมอบฉันทะหนังสือมอบฉันทะจะต้องเป็นไปตามที่กำหนดไว้เท่านั้น

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

## **Granting Proxy to participate in the Annual General Meeting of Shareholders No.67**

According to the Notice of the date of the Annual General Meeting of Shareholders No.67 which will be held on Tuesday, April 26<sup>th</sup>, 2016 at 14.00 hr. at the Grand Ballroom 3<sup>rd</sup> floor at the Okura Prestige Bangkok Hotel, 57 Wireless Road, Lumpini, Pathumwan, Bangkok 10330

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

Furthermore, the company has already attached the Proxy Form. The aforesaid proxy form which has been determined in accordance with the Announcement of the Department of Commercial Registration on the proxy form (Issue 5) B.E. 2550 (Announced on February 2<sup>nd</sup>, 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](http://www.ayud.co.th)

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

- |                              |  |
|------------------------------|--|
| 1. Mr. Surachai Prukbamroong | Independent Director/ Chairman of Audit Committee                |
| 2. Mr. Vichit Kornvityakoon  | Independent Director/ Chairman of Corporate Governance Committee |
| 3. 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 3 directors that the company proposed to the Shareholders as a proxy to participate and vote in the Annual General Meeting of Shareholders No.67 which details appear as shown below.-

## Profiles of the Directors proposed to the shareholders assign the proxy

**(1) Mr. Surachai Prukbumroong**  
**The Board of Director as a proxy**



**Age** : 77 years

**Nationality** : Thai

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

**Education Background**

- Bachelor of Accounting and Bachelor of Commerce, Thammasat University
- Certificate of Assistant Bank Examiner and Bank Examiner, Bank of Examination School, Federal Deposit Insurance Corporation, U.S.A.
- Certificate of Pacific Rim Bankers Program, University of Washington, U.S.A.
- Certificate of Senior Management, University of California, Berkeley, U.S.A.
- Certificate of the Bank of Tokyo Ltd., Tokyo, Japan
- Certificate of Senior Executive Program, Sasin, Chulalongkorn University,
- Certificate of Financial Executive, the Thai Institute of Banking and finance Association, the Thai Banker Association
- Certificate of Executive Information System, IBM Education Center

**Program attended in Thai Institute of Directors (IOD)**

- Role of Chairman Program (RCP) (Chairman 2000)
- Directors Accreditation Program (DAP)
- Board Performance Evaluation (BPE)
- Directors Accreditation Program (DRP) (1/2003)
- Corporate Governance Report of Thai Listed Companies (CGR)
- DCP Refresher Course, Director Forum

**No. of Share holding at the latest Closing Date (As at March 11<sup>th</sup>, 2016)** : -None-

**Work experiences (the past 5 years)** :

1999-Apr 2012 : Independent Director and Chairman of Audit Committee Bank of Ayudhya PCL (BAY)

**Current position in the company** :

1999-Present : Independent Director and Chairman of Audit Committee

**Current position in other organizations:**

Nov 2010 –Present : Independent Director and Chairman of Audit Committee Sri Ayudhya General Insurance PCL (SAGI)

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

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

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



**Age** : 65 Years

**Nationality** : Thai

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

**Type of position** : Independent Director

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

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

**No. of Share holding at the latest Closing Date (As at March 11<sup>th</sup>, 2016)** :None

**Working Experiences (The past 5 years)** :

Apr 2015-Dec 2015	Executive Director	Small and Medium Enterprise Development Bank of Thailand
2009-2010	Director	Financial Institutions Policy Group, Bank of Thailand (BOT)
2010	Director	Planning and Development Department, Bank of Thailand (BOT)

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

**Present Position in other listed company** : -None-

**Present Designation With other organization** :

2013-Present	Independent Director /Audit Committee and Chairman of Corporate Governance Committee	Sri Ayudhya General Insurance PCL (SAGI)
Present	Sub-Committee	Developed Supervision in Deposit Protection System, Deposit Protection Agency
Present	Director	Ex.Com Group of Sukhumvit Asset Management Co.,Ltd.

Jul 2014-Present          Director/Executive Director

Sri Ayudhya General Insurance PCL

**Taking the position as Executive  
Director in other Organizations  
That occurred 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*

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### **(3)Mr. Suwat Suksongkroh The Board of Director as a Proxy**



<b>Age</b>	: 69 Years
<b>Nationality</b>	: Thai
<b>Address</b>	: 71 Soi Narathiwat-Ratchanakarin 4, South Sathorn Road, Yanawa, Sathorn, Bangkok 10120
<b>Education Background</b>	: - Bachelor of Law, Thammasat University - Thai Barrister at Law
<b>Program attended in of Directors(IOD)</b>	: -Directors Certification Program (DCP 12/2001), -Company Secretary Program (CSP1/2002), -DCP Refresher Course (DCP 2/2006)
<b>Working Experiences (The past 5 years)</b>	:
- Mar 21, 1994 – Aug 2008	Director and Secretary to the Board of Directors, The Ayudhya Insurance PCL.
- 2004 – Mar 2011	Director at Krungsri Securities Public Company Limited
<b>Present Position</b>	: Independent Director
<b>Present Designation With other organization</b>	: Independent Director/ Nomination and Remuneration Committee Sri Ayudhya General Insurance PCL (SAGI)
<b>No. of Share holding at the latest Closing Date (As at March 11<sup>th</sup>, 2016)</b>	: 32,500 Shares
<b>Taking the position as Executive Director in other Organizations That occurred conflict with The Company</b>	:None
<b>Stakeholder in various agendas</b>	:Agenda to consider and approve the Remuneration of the Directors

แบบหนังสือมอบฉันทะ แบบ ข  
Proxy Form B.

.....  
เขียนที่ .....  
Written at  
วันที่.....เดือน.....พ.ศ. ....  
Date Month Year  
(1) ข้าพเจ้า.....สัญชาติ.....อยู่บ้านเลขที่.....  
I/We nationality Residing at  
ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....  
Road Tambol/Khwaeng Amphur/Khet Province Postal Code  
(2) เป็นผู้ถือหุ้นของ บริษัท ศรีอยุธยา แคปปิตอล จำกัด (มหาชน)  
Being a shareholder of Sri Ayudhya Capital Public Company Limited  
โดยถือหุ้นสามัญจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง Holding the total  
amount of ordinary shares shares and has the right to vote equal to votes

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัทฯ ได้โปรดใช้ข้อมูลตามหมายเลขข้อ 4)  
Hereby appoint (The shareholder may appoint Independent Directors 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

คนหนึ่งคนเดียวเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 67 ใน  
วันอังคารที่ 26 เมษายน 2559 เวลา 14.00 น. ณ ห้องแกรนด์ บอลรูม ชั้น 3 โรงแรม ดิ โอคูระ เพรสทีจ กรุงเทพฯ เลขที่ 57 ถนนวิทยุ แขวงลุมพินี เขตปทุม  
วัน กรุงเทพมหานคร 10330, หรือที่จะพึงเลื่อน ไปในวัน 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. 67 on Tuesday,  
26 April 2016 at 2.00 p.m. at the Grand Ballroom 3<sup>rd</sup> floor at the Okura Prestige Bangkok at 57 Wireless Road, Lumpini, Pathumwan, Bangkok 10330 or at  
any adjournment thereof to any other date, time and venue.



(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

**วาระที่ 1** รับรองรายงานการประชุมสามัญผู้ถือหุ้น ครั้งที่ 66 เมื่อวันที่ 21 เมษายน 2558

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

- (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 2558 ของคณะกรรมการ

**Agenda No.2 To acknowledge the 2015 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 2558 งบกำไรขาดทุนเบ็ดเสร็จ งบแสดงการเปลี่ยนแปลงในส่วนของผู้ถือหุ้น และงบกระแสเงินสดสำหรับปี 2558

**Agenda No.3 To consider for approval the Statement of the Financial Position at December 31, 2015, Statement of Comprehensive Income, Statement of Changes in Owner's Equity and Statement of Cash Flow for the year 2015**

- (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 2558 และรับทราบการจ่ายเงินปันผลระหว่างกาล

**Agenda No.4 To consider for approval the profit allocation for the year 2015 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. นายวีระพันธุ์ ทีปสุวรรณ (กรรมการที่ไม่เป็นผู้บริหาร) **Mr. Veraphan Teepsuwan (Non-Executive Director)**  
 เห็นด้วย  ไม่เห็นด้วย  จดออกเสียง  
Approve Disapprove Abstain
2. นายไบรอัน เจมส์ สมิธ (กรรมการที่ไม่เป็นผู้บริหาร) **Mr. Bryan James Smith (Non-Executive Director)**  
 เห็นด้วย  ไม่เห็นด้วย  จดออกเสียง  
Approve Disapprove Abstain
3. นางสาวนพพร ทิรวัดนกุล (กรรมการที่ไม่เป็นผู้บริหาร) **Miss. Nopporn Tirawattanagool(Non-Executive Director)**  
 เห็นด้วย  ไม่เห็นด้วย  จดออกเสียง  
Approve Disapprove Abstain
4. นายชูศักดิ์ สาลี (กรรมการที่เป็นผู้บริหาร) **Mr. Chusak Salee (Executive Director)**  
 เห็นด้วย  ไม่เห็นด้วย  จดออกเสียง  
Approve Disapprove Abstain

**วาระที่ 6** พิจารณาอนุมัติกำหนดค่าตอบแทนกรรมการ

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

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

เห็นด้วย  ไม่เห็นด้วย  จดออกเสียง  
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  จดออกเสียง  
Approve Disapprove Abstain

**วาระที่ 8** พิจารณาเรื่องอื่นๆ (ถ้ามี)

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

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

เห็นด้วย  ไม่เห็นด้วย  จดออกเสียง  
Approve Disapprove Abstain

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่า การลงคะแนนเสียงนั้น ไม่ถูกต้อง และไม่ใช่ว่าเป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใด นอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม 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 ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

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

4. ผู้ถือหุ้นสามารถมอบฉันทะให้ กรรมการอิสระของบริษัทฯ คนใดคนหนึ่งตามรายชื่อข้างท้ายนี้เป็นผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนแทนผู้ถือหุ้นได้

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

(1) นายสุรชัย พุกษ์บำรุง กรรมการอิสระ หรือ

Mr. Surachai Prukbamroong Independent Director or

(2) นายวิชิต กรวิทยาคุณ กรรมการอิสระ หรือ

Mr. Vichit Kornvityakoon Independent Director or

(3) นายสุวัฒน์ สุขสงเคราะห์ กรรมการอิสระ

Mr. Suwat Suksongkroh Independent Director

(รายละเอียดประวัติ กรรมการอิสระปรากฏตามเอกสารประกอบการเข้าร่วมประชุม)

(Information of Independent Directors are 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 67 ในวันอังคารที่ 26 เมษายน 2559 เวลา 14.00 น. ณ ห้องแกรนด์ บอลรูม ชั้น 3 โรงแรม ดิ โอคุระ เพรสทีจ กรุงเทพฯ เลขที่ 57 ถนนวิฑู แขวงลุมพินี เขตปทุมวัน กรุงเทพมหานคร 10330หรือที่จะพึงเลื่อนไปในวันเวลา และ สถานที่อื่นด้วย

For the Annual General Meeting of Shareholders No. 67 on Tuesday, 26 April 2016 at 2.00 p.m. at the Grand Ballroom 3<sup>rd</sup> floor at the Okura Prestige Bangkok at 57 Wireless Road, Lumpini, Pathumwan, Bangkok 10330 or at any adjournment thereof to any other date, time and venue.

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

#### Agenda

#### Re:

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

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

#### Agenda

#### Re:

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|-----------------------------------|--------------------------------------|-------------------------------------|
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| Approve                           | Disapprove                           | Abstain                             |

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

#### Agenda

#### Re:

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

**Agenda**      **Re: Election of directors**

ชื่อกรรมการ.....  
 เห็นด้วย       ไม่เห็นด้วย       งดออกเสียง  
Approve                  Disapprove                  Abstain

ชื่อกรรมการ.....  
 เห็นด้วย       ไม่เห็นด้วย       งดออกเสียง  
Approve                  Disapprove                  Abstain

ชื่อกรรมการ.....  
 เห็นด้วย       ไม่เห็นด้วย       งดออกเสียง  
Approve                  Disapprove                  Abstain

ชื่อกรรมการ.....  
 เห็นด้วย       ไม่เห็นด้วย       งดออกเสียง  
Approve                  Disapprove                  Abstain

## แผนที่ตั้ง โรงแรม ดิ โอกูระ เพรสทีจ กรุงเทพฯ (The Okura Prestige Bangkok)

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

Location 57 Wireless Road, Lumpini, Pathumwan Bangkok 10330 Tel: +66 (0) 6879000



### การเดินทางโดยรถไฟฟ้าบีทีเอส / By BTS SkyTrain

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