

(Translation)

No. LorBor. /62/018

26 April 2019

Subject: Notification of the resolutions of Annual General Meeting of Shareholders No. 70

To: President  
The Stock Exchange of Thailand

Annual General Meeting of Shareholders No. 70 of Sri Ayudhya Capital Public Company Limited (the "**Company**"), held on 26 April 2019, at 2:00 p.m., at the Grand Ballroom, 3rd Floor, The Okura Prestige Bangkok Hotel, 57 Wireless Road, Lumpini Subdistrict, Pathumwan District, Bangkok 10330 (the "**Shareholders Meeting**") has passed resolutions summarized below.

1. Approval of the minutes of Extraordinary General Meeting of Shareholders No. 2/2018, held on 13 November 2018.

The Shareholders Meeting resolved to approve the minutes, with unanimous vote of shareholders who attended the meeting and casted their votes, as follows:

<b>Vote</b>	<b>Number of votes (1 share = 1 vote)</b>	<b>% of the total number of votes of shareholders who attended the meeting and casted their votes</b>
Approval	210,840,633	100.0000
Disapproval	0	0.0000
Invalid ballots	0	0.0000
Total	210,840,633	-
Abstention*	0	-

\*Not included in the denominator for vote counting.

2. Acknowledgement of the Board of Directors' annual report. (As this agenda item was for acknowledgment, there was no voting by shareholders.)
3. Approval of the statement of financial condition as at 31 December 2018, the comprehensive statement of income, statement of change in owners' equity, and statement of cash flow for the year 2018, which were approved by the Audit Committee, and audited and certified by the Company's auditor.

The Shareholders Meeting resolved to approve the matter, with unanimous vote of shareholders who attended the meeting and casted their votes, as follows:

<b>Vote</b>	<b>Number of votes (1 share = 1 vote)</b>	<b>% of the total number of votes of shareholders who attended the meeting and casted their votes</b>
Approval	210,853,178	100.0000
Disapproval	0	0.0000
Invalid ballots	0	0.0000

(Translation)

<b>Vote</b>	<b>Number of votes (1 share = 1 vote)</b>	<b>% of the total number of votes of shareholders who attended the meeting and casted their votes</b>
Total	210,857,278	-
Abstention*	4,100	-

\*Not included in the denominator for vote counting.

4. Approval of the allocation of profits for the year 2018; acknowledgement of the payment of interim dividends from the operating results of the first half of 2018, at the rate of Baht 0.75 (seventy-five satang) per share; and approval of no payment of dividends from the operating results of the second half of 2018 as proposed.

The Shareholders Meeting resolved to approve the matter, with a majority vote of shareholders who attended the meeting and casted their votes, as follows:

<b>Vote</b>	<b>Number of votes (1 share = 1 vote)</b>	<b>% of the total number of votes of shareholders who attended the meeting and casted their votes</b>
Approval	210,843,083	99.9881
Disapproval	25,000	0.0118
Invalid ballots	0	0.0000
Total	210,868,083	-
Abstention*	0	-

\*Not included in the denominator for vote counting.

5. Approval of the change of the structure of the Board of Directors by increasing the number of directors and the election of directors, as follows:

- 5.1 Approval of the change of the structure of the Board of Directors by increasing the number of directors from 11 persons to 15 persons, effective from 30 April 2019, as proposed.

The Shareholders Meeting resolved to approve the matter, with a majority vote of shareholders who attended the meeting and casted their votes, as follows:

<b>Vote</b>	<b>Number of votes (1 share = 1 vote)</b>	<b>% of the total number of votes of shareholders who attended the meeting and casted their votes</b>
Approval	210,863,492	99.9956
Disapproval	9,200	0.0043
Invalid ballots	0	0.0000
Total	210,872,692	-
Abstention*	0	-

\*Not included in the denominator for vote counting.

(Translation)

- 5.2 Approval of the election of directors to replace the retiring directors, wherein Mr. Veraphan Teepsuwan, the Chairman; Miss Nopporn Tirawattanagool, the non-executive director; and Mr. Bryan James Smith, the President and Chief Executive Officer, were re-elected as directors of the Company for another term; and Mr. Rowan D' Arcy, the non-executive director, was elected as director of the Company in place of Mr. Chusak Salee who retired.

The Shareholders Meeting resolved to approve the matter, with a majority / unanimous vote of shareholders who attended the meeting and casted their votes, as follows:

Name of director (type of director)	Vote	Number of votes (1 share = 1 vote)	% of the total number of votes of shareholders who attended the meeting and casted their votes
1. Mr. Veraphan Teepsuwan (Chairman)	Approval	203,372,092	96.4431
	Disapproval	7,500,500	3.5568
	Invalid ballots	0	0.0000
	Total	210,872,692	-
	Abstention*	100	-
2. Miss Nopporn Tirawattanagool (non-executive director)	Approval	203,362,892	96.4387
	Disapproval	7,509,700	3.5612
	Invalid ballots	0	0.0000
	Total	210,872,692	-
	Abstention*	100	-
3. Mr. Bryan James Smith (President and Chief Executive Officer)	Approval	203,362,892	96.4387
	Disapproval	7,509,700	3.5612
	Invalid ballots	0	0.0000
	Total	210,872,692	-
	Abstention*	100	-
4. Mr. Rowan D' Arcy (non-executive director)	Approval	210,872,592	100.0000
	Disapproval	0	0.0000
	Invalid ballots	0	0.0000
	Total	210,872,692	-
	Abstention*	100	-

\*Not included in the denominator for vote counting.

- 5.3 Approval of the election of Mr. Solmaz Altin, the non-executive director, as director of the Company in place of the director who passed away.

The Shareholders Meeting resolved to approve the matter, with unanimous vote of shareholders who attended the meeting and casted their votes, as follows:

Vote	Number of votes (1 share = 1 vote)	% of the total number of votes of shareholders who attended the meeting and casted their votes
Approval	210,872,692	100.0000
Disapproval	0	0.0000

(Translation)

<b>Vote</b>	<b>Number of votes (1 share = 1 vote)</b>	<b>% of the total number of votes of shareholders who attended the meeting and casted their votes</b>
Invalid ballots	0	0.0000
Total	210,872,692	-
Abstention*	0	-

\*Not included in the denominator for vote counting.

- 5.4 Approval of the election of additional directors according to the change of the structure of the Board of Directors, wherein Mr. Narong Chulajata, the independent director; Mr. Lars Heibutzki, the non-executive director; Ms. Claudia Salem, the non-executive director; and Mr. Kitti Pintavirooj, the non-executive director, were elected as directors of the Company.

The Shareholders Meeting resolved to approve the matter, with unanimous vote of shareholders who attended the meeting and casted their votes, as follows:

<b>Name of director (type of director)</b>	<b>Vote</b>	<b>Number of votes (1 share = 1 vote)</b>	<b>% of the total number of votes of shareholders who attended the meeting and casted their votes</b>
1. Mr. Narong Chulajata (independent director)	Approval	210,872,692	100.0000
	Disapproval	0	0.0000
	Invalid ballots	0	0.0000
	Total	210,872,692	-
	Abstention*	0	-
2. Mr. Lars Heibutzki (non-executive director)	Approval	210,872,692	100.0000
	Disapproval	0	0.0000
	Invalid ballots	0	0.0000
	Total	210,872,692	-
	Abstention*	0	-
3. Ms. Claudia Salem (non-executive director)	Approval	210,872,692	100.0000
	Disapproval	0	0.0000
	Invalid ballots	0	0.0000
	Total	210,872,692	-
	Abstention*	0	-
4. Mr. Kitti Pintavirooj (non-executive director)	Approval	210,872,692	100.0000
	Disapproval	0	0.0000
	Invalid ballots	0	0.0000
	Total	210,872,692	-
	Abstention*	0	-

\*Not included in the denominator for vote counting.

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6. Approval of the determination of the payment to directors, which consists of the directors' remuneration and bonus, according to the details as follows:

1. Remuneration of Directors

- (1) Chairman of the Board at Baht 40,000.00 per month
- (2) Chairman of the Audit Committee/Chairman of the Nomination and Remuneration Committee and Chairman of Corporate Governance Committee at Baht 38,000.00 per person each month
- (3) Chief Executive Officer at Baht 35,000.00 per month
- (4) Member of Audit Committee at Baht 35,000.00 per person each month
- (5) Member of Nomination and Remuneration Committee at Baht 35,000.00 per person each month
- (6) Other Directors at Baht 30,000.00 per person each month

This has been effective since 1 January 2019 onwards.

2. Directors' Bonus

For 2019 onwards, the total directors' bonus had been stipulated at Baht 6,800,000.00 (six million, eight hundred thousand baht) per year that would be the Company's expenses and this amount should be allocated to each director as appropriated.

The remuneration and bonus stipulated under 1 and 2 should be applied thoroughly unless the Board of Directors would have otherwise proposed and received the approval from a Shareholders Meeting. The Company's directors who are executive directors or employees of Allianz SE or Allianz SE's affiliates will not receive the directors' remuneration and bonus from being directors of the Company as mentioned above according to the Allianz Mandate.

The Shareholders Meeting resolved to approve the matter, with unanimous vote of shareholders attending the meeting, as follows:

<b>Vote</b>	<b>Number of votes (1 share = 1 vote)</b>	<b>% of the total number of votes of shareholders who attended the meeting</b>
Approval	211,014,106	100.0000
Disapproval	0	0.0000
Abstention	0	0.0000
Not entitled to vote	-	-
Invalid ballots	0	0.0000
Total	211,014,106	100.0000

7. Approval of the appointment of auditors and the determination of their auditing fee as proposed, wherein Ms. Nisakorn Songmanee, Certified Public Accountant No. 5035 and/or Mr. Chavala Tienpasertkij, Certified Public Accountant No. 4301 and/or Mr. Nantawat Samruanhant, Certified Public Account No. 7731, of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. were appointed as the Company's auditors for the 2019 accounting period, starting from 1 January 2019 to 31 December 2019, and the auditing fee was fixed at Baht 1,720,000.00 (one million, seven hundred twenty thousand baht), excluding other actual expenses, if any, as proposed.

(Translation)

The Shareholders Meeting resolved to approve the matter, with unanimous vote of shareholders who attended the meeting and casted their votes, as follows:

<b>Vote</b>	<b>Number of votes (1 share = 1 vote)</b>	<b>% of the total number of votes of shareholders who attended the meeting and casted their votes</b>
Approval	211,014,322	100.0000
Disapproval	0	0.0000
Invalid ballots	0	0.0000
Total	211,014,322	-
Abstention*	0	-

\*Not included in the denominator for vote counting.

8. Approval of the amendment to articles 5, 10, 28, 30, and 33 of the Company's Articles of Association for consistency with the current laws and regulation to ensure its accuracy and clarity, and the authorization to authorized director, president or persons authorized by the board of directors, authorized director or president to make amendment according to the order, recommendation or opinion of the registrar of the Department of Business Development, Ministry of Commerce, as proposed.

The Shareholders Meeting resolved to approve the matter, with unanimous vote of shareholders who attended the meeting and were entitled to vote, as follows:

<b>Vote</b>	<b>Number of votes (1 share = 1 vote)</b>	<b>% of the total number of votes of shareholders who attended the meeting and were entitled to vote</b>
Approval	211,014,323	100.0000
Disapproval	0	0.0000
Abstention	0	0.0000
Invalid ballots	0	0.0000
Total	211,014,323	100.0000

9. Approval of the change of the Company's name from "Sri Ayudhya Capital Public Company Limited" to "Allianz Ayudhya Capital Public Company Limited," the change of the corporate seal, and the amendment to the Company's Memorandum of Association and Articles of Association, to be consistent with the change of its name and/or corporate seal, as proposed.

The Shareholders Meeting resolved to approve the matter, with unanimous vote of shareholders who attended the meeting and were entitled to vote, as follows:

(Translation)

<b>Vote</b>	<b>Number of votes (1 share = 1 vote)</b>	<b>% of the total number of votes of shareholders who attended the meeting and were entitled to vote</b>
Approval	211,014,423	100.0000
Disapproval	0	0.0000
Abstention	0	0.0000
Invalid ballots	0	0.0000
Total	211,014,423	100.0000

For your information.

Yours sincerely,

-Orathai Rongthongaram-

(Ms.Orathai Rongthongaram)  
Director