



Lor.Kor. 2019/005

March 25, 2019

SUBJECT : Notice of the 26th Annual Ordinary General Meeting of Shareholders

TO : Shareholders of the Bangkok Insurance Public Company Limited (BKI)

ATTACHMENTS:

- 1) A copy of the Minutes of the 25th Annual Ordinary General Meeting of Shareholders held on April 27, 2018 (document for Agenda 1)
- 2) The 2018 Annual Report in the form of e-book accessible through QR Code together with the Company's Statements of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2018 as approved by Certified Public Accountant and Audit Committee (documents for Agenda 2 and 3)
- 3) The Details of Dividend Payment over the past three years and the Company's Data on Dividend Payment over the past five years (document for Agenda 4)
- 4) The Definition of Company's Independent Director
- 5) Profile of Nominated Directors for Re-Election (document for Agenda 5)
- 6) Profile of Nominated Company's Auditor for the year 2019 for Election (document for Agenda 7)
- 7) Proxy Form A and Form B as prescribed by the Department of Business Development, the Ministry of Commerce (**Form B is recommended**). The Proxy Form C can be downloaded from the Company's Website <http://www.bangkokinsurance.com>
- 8) Profile of an Independent Director Appointed to be Proxy of Shareholders not available to be presented in the Meeting
- 9) The Company's Article of Association relevant to Shareholders' Meeting
- 10) Guideline for the Meeting Attendance
- 11) Registration Form (**Shareholders or Proxy Holders please present this Form for registration**)
- 12) Map of the Meeting Venue
- 13) Request Form for Hard Copy of 2018 Annual Report

The Board of Directors of Bangkok Insurance Public Company Limited had resolved to hold the 26th Annual Ordinary General Meeting of Shareholders **at 2.00 p.m. on Friday, April 26, 2019 at the company's conference room no.1105 on the 11th floor of the Bangkok Insurance Building, 25 Sathon Tai Road, Thung Maha Mek, Sathon, Bangkok, Thailand** to consider the following agenda :-

Agenda 1: To certify the Minutes of the 25th Annual Ordinary General Meeting of Shareholders held on April 27, 2018

Rationale and Background: The Company held the 25th Annual Ordinary General Meeting of Shareholders on April 27, 2018 and the minutes of the meeting has been recorded and submitted to the Stock Exchange of Thailand, the Office of the Insurance Commission (OIC) and the Ministry of Commerce within the time frame prescribed by laws. The Minutes of the said meeting was also posted in the Company's website <http://www.bangkokinsurance.com>, **details of which are shown in Attachment 1.**



Opinion of The Board: The Minutes of the 25th Annual Ordinary General Meeting of Shareholders held on April 27, 2018 was accurately recorded, the Board of Directors, therefore recommended the shareholders to certify the minutes.

Voting: The resolution shall require a certification of accuracy by the meeting.

Agenda 2: To acknowledge the Board of Directors' Report on the Company's Performance for the year 2018

Rationale and Background: The Company's Performance for the year 2018 can be found in the Company's Annual Report which is in the form of e-book accessible through QR Code as shown in Attachment 2, and can be summarized as follows:

	Unit: Million Baht		
	2018	2017	Change (%)
Gross Written Premium	17,326.2	15,940.9	8.7
Profits (Loss) on Underwriting after Contributions	2,551.7	2,386.6	6.9
<u>Less</u> Operating Expenses	1,080.8	986.6	9.5
<u>Less</u> Finance Costs	3.2	3.6	(11.1)
Net Underwriting Profit (Loss)	1,467.7	1,396.4	5.1
Net Investment Income	1,317.6	1,365.9	(3.5)
Profits before Income Tax Expenses	2,785.3	2,762.3	0.8
<u>Less</u> Income Tax Expenses	378.5	359.2	5.4
Net Profits	2,406.8	2,403.1	0.2
Earning Per Share (Baht)	22.61	22.57	0.2

Opinion of The Board: The Board of Directors recommended the shareholders to acknowledge the Board of Directors' Report on the Company's Performance of the year 2018.

Agenda 3: To approve the Company's Statements of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2018 as approved by Certified Public Accountant and Audit Committee

Rationale and Background: According to the Article 112 of the Public Limited Company Act B.E. 2535, the Board of Directors shall arrange for preparation of the Balance Sheet, Profit and Loss Statement as of the end of the accounting period of the Company which have been audited by the Certified Public Accountant, and shall submit the same to the Shareholders at the Annual Ordinary General Meeting for consideration and approval.

The Company's Statements of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2018 was approved by Certified Public Accountant and Audit Committee. The details of which are shown in the Company's Annual Report in the form of e-book accessible through QR Code which was attached to this invitation letter and can be summarized as per details in Attachment 2.



Opinion of The Board: The Board of Directors recommended the Shareholders to approve the Company's Statements of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2018 as approved by Certified Public Accountant and Audit Committee

Voting: The resolution shall require a majority of the total votes cast by shareholders present at the meeting.

Agenda 4: To approve the Allocation of Net Profit for Dividend Payment for the year 2018

Rationale and Background: In the normal economic situation, the Company has the policy to maintain and to pay the annual dividend at about 50% of the net profit after income tax expense. According to the Article 50 of the Company's Article of Association, the Board of Directors may from time to time pay to the shareholders such interim dividends if the board considers 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 meeting of shareholders.

Opinion of the Board: For the year 2018, the Company posted a net profit, after tax expenses, of Baht 2,406,808,324.- and other comprehensive income for the year, not having been recognized in profit in subsequent periods, of Baht 4,623,554.- included the unappropriated retained earnings brought forward of Baht 5,849,506,699.- the total unappropriated retained earnings is amounted to Baht 8,260,938,577.- The Board of Directors then proposed the shareholders to consider and approve the annual dividend payment for the year 2018 on 106,470,000.- issued and fully paid up shares at Baht 14 per share which will be allocated from net profits for a total amount of Baht 1,490,580,000.- The Board of Directors had agreed and already made the interim dividend payments of Baht 9 per share so the final dividend payment of Baht 5 per share is payable. In addition, the Board of Director has agreed to allocate the unappropriated retained earnings to general reserve at the amount of Baht 3,900,000,000. - The details of the net profit allocation are as follows:

Unit: Thousand Baht
No.26/2019 No.25/2018
 (2018) (2017)

The 1 st interim dividend payment	@ Baht 3 per share	319,410	319,393
The 2 nd interim dividend payment	@ Baht 3 per share	319,410	319,410
The 3 rd interim dividend payment	@ Baht 3 per share	319,410	319,410
The final dividend payment	@ Baht 5 per share	532,350	532,350
Allocate to general reserve		3,900,000	--
Unappropriated retained earnings		<u>2,870,359</u>	<u>5,849,507</u>
Total		<u>8,260,939</u>	<u>7,340,070</u>

The total of annual dividends payment for the year 2018 will be allocated from net profits, after tax expenses, which is higher than the Company's dividend payment policy. The Company has also provided the details of dividend payment over the past three years and the Company's data on dividend payment over the past five years for the shareholders' consideration (**Please see the detail in the Attachment 3 enclosed.**)



The record date for the right to attend the Annual General Meeting of the Shareholders and to receive the dividend payment will be on Friday, March 8, 2019. The final dividend payment for the year 2018 will be made on Tuesday, May 7, 2019.

However, the right to receive dividend mentioned above is still uncertain as it has to be approved by shareholders in this meeting. In the event that the meeting has approved the allocation of net profit for dividend payment for the year 2018, the dividend payment will be made by registered mail or account transfer as earlier requested by shareholders.

Voting: The resolution shall require a majority of the total votes cast by shareholders present at the meeting.

Agenda 5: To appoint directors to succeed those completing their terms

Rationale and Background: According to the Article 71 of the Public Limited Company Act B.E. 2535 and the Article 23 of the Company's Articles of Association, in every Annual Ordinary General Meeting, one-third or the nearest to one-third of the directors who served the company longest will be retired by rotation; however, the retired directors are eligible for re-election.

In 2019, four directors are due to retire by rotation at the Annual Ordinary General Meeting of the Shareholders, three of them are independent directors whose qualifications under The Definition of Company's Independent Director **as specified in Attachment 4 are stricter than** the minimum requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand. The names of four directors who will be retired by rotation are as follows;

- | | |
|----------------------------|--|
| (1) Mr. Singh Tangtaswas | Independent Director and Chairman of the Remuneration and Nomination Committee |
| (2) M.R. Supadis Diskul | Independent Director and Director of the Remuneration and Nomination Committee |
| (3) Mr. Chor.nun Petpaisit | Independent Director and Director of the Audit Committee |
| (4) Dr. Apisit Anantanarat | Chief Executive Officer and Director |

The Company, in accordance with the best practice for corporate governance, invited all shareholders to nominate any qualified person to be elected as Company's director as well as to propose any meeting agenda through the company's website for the period from October 1, 2018 to December 31, 2018. This invitation was also posted via the Stock Exchange of Thailand's website. However, there was neither proposal of director nominee nor meeting agenda submitted to the Company.

The Remuneration and Nomination Committee, excluding directors who might have conflict of interests, after due consideration on the knowledge, expertise, good morals and ethical principles, clear career records and time devotion to the Company of the retiring directors, has proposed to re-elect four directors namely (1) Mr. Singh Tangtaswas



(2) M.R. Supadis Diskul (3) Mr. Chor.nun Petpaisit and (4) Dr. Apisit Anantanatarat to serve as the Company's directors for another term. **(Please see profiles of Nominated Directors for Re-Election in the Attachment 5 enclosed.)**

Opinion of The Board: The Board of Directors, excluding directors who might have conflict of interests, subject to the recommendation of the Remuneration and Nomination Committee, considered on the knowledge, expertise, good morals and ethical principles, clear career records and time devotion to the Company that the retiring directors have appropriate qualifications for the business operation of the Company, and recommended the shareholders to re-elect the four retiring directors namely (1) Mr. Singh Tangtaswas (2) M.R. Supadis Diskul (3) Mr. Chor.nun Petpaisit and (4) Dr. Apisit Anantanatarat to serve as the Company's directors for another term.

The four directors consists of three independent directors namely (1) Mr. Singh Tangtaswas (2) M.R. Supadis Diskul and (3) Mr. Chor.nun Petpaisit who have demonstrated themselves and independently expressed their opinion according to relevant rules and regulations, and Mr. Singh Tangtaswas and Mr. Chor.nun Petpaisit, who have served as independent directors with more than nine years in their directorship, have brought about their extensive experience, knowledge and expertise to beneficially contribute in formulating strategy and business operation of the Company. Additionally, Dr. Apisit Anantanatarat has knowledge, expertise and accountable performance.

Voting: The resolution shall require a majority of the total votes cast by shareholders present at the meeting.

Agenda 6: To approve the remuneration of the directors for the year 2019

Rationale and Background: Article 39 of the Company's Articles of Association prescribed that directors are entitled to the remuneration by means of award, meeting allowance, bonus or other benefits as approved by the shareholders in the shareholders' meeting. The shareholders may approve the amount of remuneration and method of payment for a fixed period of time or for an open period until further changes by shareholders in the shareholders' meeting.

In 2018, the shareholders, by the resolution of the 25th Annual General Meeting of Shareholders on April 27, 2018, had approved the directors' remuneration for the year 2018 an amount not exceeding Baht 12,500,000.- and assigned the Remuneration and Nomination Committee to allocate the remuneration of which the total amount of Baht 11,070,000.- had actually been allocated as per following details of approved directors' remuneration and meeting allowance : -

For the year 2019, the Remuneration and Nomination Committee, having surveyed and compared the remuneration of the Company's directors with directors of other companies in the same business or companies with similar performance in the market, then proposes the shareholders to consider and approve the directors' remuneration for the year 2019 which is cash remuneration for an amount not exceeding Baht 12,500,000.- (the same amount as year 2018) and assign the Remuneration and Nomination Committee to allocate the remuneration. The method of allocation for the directors' remuneration and the meeting allowance are as follows : -

Position	Year 2019 (This meeting)		Year 2018 Shareholders' meeting No. 25 approved	
	Remuneration Divided into and Meeting Allowance Person/Year	Quarterly Payment	Remuneration Divided into and Meeting Allowance Person/Year	Quarterly Payment
Chairman	1,440,000.-	360,000.-	1,440,000.-	360,000.-
Director	720,000.-	180,000.-	720,000.-	180,000.-
Audit Committee	360,000.-	90,000.-	360,000.-	90,000.-
Remuneration and Nomination Committee	90,000.-	-	90,000.-	-
Corporate Governance Committee	90,000.-	-	90,000.-	-

Opinion of The Board: The Board of Directors recommended the shareholders to approve the remuneration of the directors for the year 2019 an amount of not exceeding Baht 12,500,000.- and assign the Remuneration and Nomination Committee to allocate the remuneration.

Voting: The resolution shall require the votes of not less than two-thirds of the total voting rights of eligible shareholders present at the meeting (Section 90 of the Public Limited Company Act B.E. 2535).

Agenda 7: To appoint the external auditor and fix the audit fee for the year 2019

Rationale and Background: The EY Office Limited has been appointed as the Company's auditor for the year 2018, by the resolution of the 25th Annual Ordinary General Meeting of Shareholders on April 27, 2018 at a fee of Baht 2,540,000.-, which term of appointment has been completed. The shareholders will have to consider and appoint an External Auditor and also to fix the audit fee for the year 2019.

EY Office Limited has quoted the audit fee for the year 2019 in an amount of Baht 2,660,000.-, as per following details:-

Unit: Baht

	Year 2019 (1)	Year 2018 (2)	Change (3) = (1)-(2)	%
1. Fee for Examination of the Financial Statements for the period ending 31 December 2019	1,370,000	1,300,000	70,000	5.4
2. Fee for Review of Interim Financial Statements (3 quarters, Baht 230,000.- per quarter)	690,000	660,000	30,000	4.6

	Year 2019 (1)	Year 2018 (2)	Change (3) = (1)-(2)	%
3. Fee for Review of the Risk-Based Capital (RBC) report as at 30 June 2019	150,000	150,000	-	-
4. Fee for Examination of the Risk-Based Capital (RBC) report as at 31 December 2019	450,000	430,000	20,000	4.7
5. Fee for Non-Audit Services	No	No	-	-
Total	2,660,000	2,540,000	120,000	4.7

The Audit Committee and Executive Vice President, being responsible for Accounting and Treasury Department, have considered the overview of services and performance of EY Office Limited for the year 2018 and compared their service with other audit firms and noted that EY Office Limited is a reputable international audit firm with extensive experience in insurance audit. There are also no relationship and/or conflicts of interest among the independent auditor, the Company and its subsidiaries, the executives, the shareholders, or others related to those parties.

The Audit Committee views that the proposed audit fee for the year 2019 in an amount of Baht 2,660,000.- is Baht 120,000.- increase or around 4.7 percent increase compared to the audit fee for the year 2018 which is an amount of Baht 2,540,000.-

Therefore, the proposed audit fee which increases around 4.7 percent, is justified.

The Audit Committee then proposed to the shareholders to appoint the EY Office Limited as the Company's auditor for the year 2019 and to authorize anyone of the following persons of the EY Office Limited to conduct the audit and express an opinion on the financial statements of the Company:-

Name	CPA Registration No.	Experiences in Providing Audit Services to the Company	
1) Mrs. Nonglak Pumnoi	4172	2009 – 2013 and 2018	and/or
2) Ms. Ratana Jala	3734	Nil	and/or
3) Ms. Somjai Kunapasut	4499	Nil	and/or
4) Ms. Rachada Yongsawadvanich	4951	2014 – 2017 (not serving as the auditor of the Company for 1 financial years)	

In the event those auditors are unable to perform their duties, EY Office Limited is authorized to assign another of its auditors to perform the audit and express an opinion on the company's financial statements in their place.



(Please see profiles of Nominated Company's Auditor for the year 2018 for Election in the Attachment 6 enclosed.)

The Company has joint ventures in 3 foreign insurance companies, which were deemed as the Company's affiliates. Those companies are now in the process of appointing the auditors. However, each company has its own right to appoint the auditor in its own country and it is likely that the audit firms of those affiliated companies shall remain the same as follows;

1) Asia Insurance (Cambodia) Public Company Limited having Ernst & Young (Cambodia) Ltd. as its auditor,

2) Asian Insurance International (Holding) Limited having Ernst & Young (Hong Kong, China) as its auditor and

3) Bangkok Insurance (Lao) Company Limited having Ernst & Young Lao Company Limited as its auditor.

Opinion of The Board: The selection of the auditors and the audit fee were scrutinized and endorsed by the Audit Committee. The Board of Directors therefore recommended the shareholders to consider and appoint EY Office Limited to be the Company's auditor for another term and fix the audit fee for the year 2019 in amount of Baht 2,660,000.-

Voting: The resolution shall require a majority of the total votes cast by shareholders present at the meeting.

Agenda 8: To consider other matters (if any)

Shareholders are invited to attend the meeting on the date, time and place as mentioned above. A map of the Meeting Venue is also attached for the Shareholder's information **as Attachment 12**. The Company will open for shareholders registration from 12.00 a.m. (at noon) onwards. The Company will conduct the meeting in accordance with the Company's Articles of Association concerning the shareholders' meeting **as detailed in the Attachment 9**.

Shareholders can either attend the meeting themselves or appoint representatives as a proxy holders to attend and cast vote on their behalf by using the proxy form (**Form B. is recommended**) **as Attachment 7**. In appointing a Proxy, please fill in and sign the proxy form and kindly affix duty stamp of Baht 20 and submit to the Company within April 25, 2019, or submit it to the registration personnel at the meeting venue prior to the commencement of the meeting. For the convenience of the shareholders, on the date of meeting, the Company shall provide the duty stamp at the registration desk.



If a shareholder prefers to appoint the Company's Independent Director to be the proxy holder, please see the Profile of designated Independent Director **as stated in the Attachment 8**. The Independent Director appointed to be proxy of shareholders will have no conflict of interest in this meeting, except in the Agenda 6 - to approve the remuneration of the directors for the year 2019.

The Company also posted the Notice of the 26th Annual Ordinary General Meeting of Shareholders and the relevant documents of this meeting on the Company's Web Site <http://www.bangkokinsurance.com>, from March 25, 2019 onwards.

To protect the shareholders' right, it is recommended that all shareholders and proxy holders, kindly have the required registration documents ready prior to attending the meeting and please present such documents and the **Registration Form (with Bar Code)** at the registration desk. Guideline for the Meeting Attendance, consisting of Guideline for Proxy Assignment, Voting Conditions and the Process for Attend the Meeting is attached herewith for your perusal (**Attachment 10**). Any questions concerning the above agenda, please send your questions in advance to Company Secretary Office, 5th Floor, Bangkok Insurance Building 25 Sathon Tai Road, Thung Maha Mek, Sathon, Bangkok, Thailand Tel: 02-285-7320 or 02-285-7321 Fax: 02-677-3731 or cs@bangkokinsurance.com

By resolution of the Board of Directors

Mrs. Srichitra Pramojaney
Company Secretary

**A Copy of the Minutes of the 25th Annual Ordinary General Meeting of Shareholders
Bangkok Insurance Public Company Limited**

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The Meeting was convened on April 27, 2018 at the company's conference room no.1105 on the 11th floor of Bangkok Insurance Building, 25 Sathon Tai Road, Thung Maha Mek, Sathon, Bangkok, Thailand. At the opening, there were 108 shareholders and 214 proxies or a total of 322 persons, holding 54,697,228 shares or 51.3734 % of the total units of shares (106,470,000 shares) attending the meeting in person and by proxy which constituted the quorum as stipulated in Article 42 of the Company's Articles of Association.

The Meeting commenced at 2.00 p.m.

VDC Col Plengsakdi Prakaspesat, the Chairman, Independent Director and Chairman of the Audit Committee, is the Chairman of the meeting and Mrs. Srichittra Pramojaney, Company Secretary, is the secretary to the meeting.

The Chairman declared the meeting opened. After that, Mrs. Srichittra Pramojaney, Company Secretary, introduced Directors and Management Members including representatives from EY Office Limited, the Company's auditors, who presented in the meeting as follows;

1. Directors

The Company has 12 Directors; all of the 12 Directors or 100% of the Board were present in the meeting with the following names;

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|-----------------------|---------------|---|
| 1) VDC Col Plengsakdi | Prakaspesat | - Chairman
- Independent Director
- Chairman of the Audit Committee |
| 2) Mr. Singh | Tangtaswas | - Independent Director
- Chairman of the Remuneration and
Nomination Committee |
| 3) Miss Potjane | Thanavaranit | - Independent Director
- Director of the Audit Committee |
| 4) Mr. Chor.nun | Petpaisit | - Independent Director
- Director of the Audit Committee |
| 5) Mr. Suvarn | Thansathit | - Independent Director
- Director of the Remuneration and
Nomination Committee |
| 6) M.R. Supadis | Diskul | - Independent Director
- Director of the Remuneration and
Nomination Committee |
| 7) Mr. Virasak | Sutanthavibul | - Independent Director
- Chairman of the Corporate
Governance Committee
- Director of the Remuneration and
Nomination Committee |
| 8) Mrs. Nintira | Sophonpanich | - Independent Director
- Director of the Corporate
Governance Committee |

Attachment 1

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|-----------------|---------------|--|
| 9) Mr. Toshimi | Kobayashi | - Independent Director |
| 10) Mr. Panus | Thiravanitkul | - Director |
| | | - Director of the Corporate Governance Committee |
| | | - Chief Executive Officer (CEO) |
| 11) Dr. Apisit | Anantanatarat | - Director |
| | | - President |
| 12) Mr. Voravit | Rojrapitada | - Director |

2. Management Members

There were 17 Management Members present in the meeting with the following names;

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|---------------------|--------------------|-------------------------------------|
| 1) Mr. Anon | Vangvasu | - Executive Vice President |
| 2) Mr. Suphat | Yookongbandhu | - Executive Vice President |
| 3) Mrs. Srichittra | Pramojaney | - Executive Vice President |
| | | - Company Secretary |
| 4) Mr. Tosak | Chongkeutrakul | - Advisor |
| 5) Mr. Jakkrit | Chewanuntapornchai | - Senior Vice President |
| | | Financial Institution Business Unit |
| 6) Mr. Suchart | Chirayuwat | - Senior Vice President |
| | | Branch Network and Ventures |
| 7) Mr. Aree | Vanairlor | - Senior Vice President |
| | | Agent Business Unit |
| 8) Mr. Lert | Vongchai | - Senior Vice President |
| | | Motor Claims Department |
| 9) Miss Paveena | Juchuan | - Senior Vice President |
| | | Commercial Lines Business Unit |
| 10) Mr. Chawan | Sophonpanich | - Senior Vice President |
| | | Personal Lines Business Unit |
| 11) Miss Lasa | Sophonpanich | - Senior Vice President |
| | | Broker Business Unit |
| 12) Mr. Weerachai | Sripetcharakul | - Senior Vice President |
| | | Human Resource Department |
| 13) M.L. Chalitpong | Sanidvong | - Senior Vice President |
| | | Information Technology Department |
| 14) Mr. Vichien | Moleewon | - First Vice President |
| | | Internal Audit Office |
| 15) Miss Umaporn | Hualbuttar | - Vice President |
| | | Compliance Office |
| | | - Vice President |
| | | Enterprise Risk Management Division |
| 16) Mr. Ekamol | Aungkavattana | - Vice President |
| | | Investment Office |
| 17) Mr. Prayudh | Jatarupamaya | - Vice President |
| | | Accounting and Treasury Department |

3. Representative from EY Office Limited, the Company's auditors

There were 2 representatives present in the meeting with the following names;

- | | | |
|----------------|-----------------|-----------|
| 1) Ms. Rachada | Yongsawadvanich | - Partner |
| 2) Ms. Ninnate | Laopatarakasem | - Manager |

After the introduction Mrs. Srichittra Pramojaney, Company Secretary, also informed the meeting the voting procedures that:

The Chairman will ask the attendees to cast the vote for each agenda. Any shareholder who wishes to disapprove or abstain, so please raise his/her hand and then mark as disapprove or abstain on the ballot papers received at the registration desk. Then hand it in to the staff for counting the votes. The number of disapprovals, abstains and voided ballot will be deducted from the total votes of shareholders attending the meeting. The Chairman shall announce the result when the vote count has been completed. If there is no shareholder raising his/her hand, it shall be deemed that all shareholders agree on that agenda.

Regarding the proxies which the shareholders already indicated their votes, the Company shall count and record the votes as specified by the shareholders. If any shareholders have not indicated their votes, the proxies please cast votes with the same procedure used for the self-attending shareholders mentioned above.

After the close of the meeting, please hand in the remaining ballot papers to our staff for records.

On the agenda regarding the appointment of directors, the Chairman will ask the attendees to cast the vote for each nominee.

To ensure transparency of vote counting and be in line with the principle of good corporate governance, Mrs. Srichittra Pramojaney, Company Secretary, invited a representative of the shareholders, Mr. Weerayut Jamnongsast, a proxy holder, to act as a witness and observer of the vote counting.

Shareholders acknowledged the voting procedures, the Chairman then assigned Mrs. Srichittra Pramojaney, Company Secretary, to conduct the meeting in accordance with the Company's Article of Association and the specified agenda respectively as follows:

Agenda 1: To certify the Minutes of the 24th Annual Ordinary General Meeting of Shareholders held on April 28, 2017

Mrs. Srichittra Pramojaney, Company Secretary, proposed to the meeting to consider and certify the minutes of the 24th Annual Ordinary General Meeting of Shareholders held on April 28, 2017 and inquired whether any shareholder would like to ask or make any amendment. There was neither proposal nor query; she then concluded the resolution as follows:

RESOLUTION:

The Meeting, unanimously, certified the minutes of the 24th Annual Ordinary General Meeting of Shareholders held on April 28, 2017. During the meeting on the agenda 1, there were 8 additional shareholders (5 shareholders and 3 proxies) with 99,979 shares attending the meeting, thus making a total of 330 shareholders, holding 54,797,207 shares attending the meeting. The vote results of the agenda 1 are as follows:

THE NUMBERS OF VOTING SHARES IN AGENDA 1:

☒ approve 54,797,207 votes (100.0000 %)
☐ disapprove 0 votes (0.0000 %)
☐ abstain 0 votes (0.0000 %)
☐ voided ballot 0 votes (0.0000 %)

Agenda 2: To acknowledge the Board of Directors' Report on the Company's Performance for the year 2017

Mr. Panus Thiravanitkul, Director and Chief Executive Officer (CEO), reported and highlighted results of 2017 compared to 2016 as follows:

		Unit: Million Baht	
	<u>2017</u>	<u>2016</u>	<u>Change (%)</u>
Gross Written Premium	<u>15,940.9</u>	<u>16,031.3</u>	(0.6)
Profits (Loss) on Underwriting after Contributions	2,386.6	2,553.2	(6.5)
<u>Less</u> Operating Expenses	986.6	1,012.9	(2.6)
<u>Less</u> Finance Costs	3.6	3.8	(5.3)
Net Underwriting Profit (Loss)	1,396.4	1,536.5	(9.1)
Net Investment Income	<u>1,365.9</u>	<u>1,285.4</u>	6.3
Profits before Income Tax Expenses	2,762.3	2,821.9	(2.1)
<u>Less</u> Income Tax Expenses	<u>359.2</u>	<u>396.1</u>	(9.3)
Net Profits	<u>2,403.1</u>	<u>2,425.8</u>	(0.9)
Earning Per Share (Baht)	<u>22.57</u>	<u>22.78</u>	(0.9)

Mr. Panus Thiravanitkul, Director and Chief Executive Officer (CEO), reported that written premium for the year 2017 decreased by 0.6 percent from the year 2016 and the underwriting profit after contributions of 2,386.6 million baht in the year 2017 has decreased by 6.5 percent from the year 2016. After deducting operating expenses and finance costs, the Company has a net underwriting profit of 1,396.4 million baht in the year 2017 or an decrease of 9.1 percent from the year 2016.

In addition, the Company has the net investment income of 1,365.9 million baht which has increased by 6.3 percent from the year 2016. As a result, the Company has a net profit, after income tax expenses, of 2,403.1 million baht or a decreased of 0.9 percent from the year 2016 as per details in the operating result of year 2017 which can be found in the annual report on pages 5, 13 to 17, and 22 sent to the shareholders.

Attachment 1

Mr. Panus Thiravanitkul, Director and Chief Executive Officer (CEO), reported to the Meeting in regard to the actions against corruption under the Company's anti-corruption policy that the Company has consisted and strictly implemented an Anti-Bribery and Corruption program. The Company has operated the business in a transparent, compliant and justified manner as stipulated in CG Code and determined the Anti-Corruption and Anti-Bribery measure in Corporate Governance policy and Business Code of Conduct for BKI's directors and officers to comply with. In year 2017, the Company arranged the training courses for employees at manager level in order to educate and assure compliance with Anti-Bribery and Corruption program, including determined additional measures regarding to the internal control of disbursement. In addition, the Company constantly evaluated, monitored and reviewed the employees' performance.

Mr. Panus Thiravanitkul then asked the meeting if there were any queries or comments. There was neither query nor comment; he then concluded the resolution as follows:

RESOLUTION:

The Meeting acknowledged the Board of Directors' Report on the Company's Performance for the year 2017.

Agenda 3: To approve the Company's Statements of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2017 as approved by Certified Public Accountant and Audit Committee

Mrs. Srichittra Pramojaney, Company Secretary, proposed the meeting to approve the Company's Statements of Financial Position and Statement of Comprehensive Income as at December 31, 2017 as approved by Certified Public Accountant and Audit Committee. The financial statements are disclosed in pages 86 - 143 of the Annual Report 2017 submitted to all shareholders along with the invitation letter.

Mrs. Srichittra Pramojaney then asked the meeting if there were any queries or comments about the Company's Statements of Financial Position and Statement of Comprehensive Income. There was neither query nor comment; she then concluded the resolution as follows:

RESOLUTION:

The Meeting, unanimously, approved the Company's Statements of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2017. During the meeting on the agenda 3, there were 22 additional shareholders (9 shareholders and 13 proxies) with 1,098,501 shares attending the meeting, thus making a total of 352 shareholders, holding 55,895,708 shares attending the meeting. The vote results of the agenda 3 are as follows:

THE NUMBERS OF VOTING SHARES IN AGENDA 3:

<input checked="" type="checkbox"/> approve	55,895,708	votes (100.0000 %)
<input type="checkbox"/> disapprove	0	votes (0.0000 %)
<input type="checkbox"/> abstain	0	votes (0.0000 %)
<input type="checkbox"/> voided ballot	0	votes (0.0000 %)

Agenda 4: To approve the Allocation of Net Profit for the year 2017 Dividend Payment

Mrs. Srichitra Pramojaney, Company Secretary, reported to the meeting that in 2017 the Company posted a net profit, after income tax expenses, of Baht 2,403,097,467.- and other comprehensive income for the year, not having been recognized in profit and loss statement in subsequent periods, of Baht (3,389,002.-) included the unappropriated accumulative profit brought forward of Baht 4,940,361,707.-, the total unappropriated accumulative profit is Baht 7,340,070,172.-

The Board of Directors then proposed to the shareholders to consider and approve the cash dividend payment at 14 baht per share for the year 2017 allocated from net profits in a total amount of Baht 1,490,580,000.-. The Board of Directors had agreed and already made the interim dividend payments of Baht 9 per share so the final dividend payment of Baht 5 per share is payable. The details of the net profit allocation are as follows:

		Unit : Thousand Baht	
		<u>No.25/2018</u>	<u>No.24/2017</u>
		(2017)	(2016)
The 1 st interim dividend payment	@ Baht 3 per share	319,393	319,410
The 2 nd interim dividend payment	@ Baht 3 per share	319,410	319,410
The 3 rd interim dividend payment	@ Baht 3 per share	319,410	319,410
The final dividend payment	@ Baht 5 per share	532,350	532,350
Unappropriated retained earnings		<u>5,849,507</u>	<u>4,940,362</u>
Total		<u>7,340,070</u>	<u>6,430,942</u>

The record date for the right to attend the Annual Ordinary General Meeting of Shareholders and to receive the cash dividend payment will be on Friday, March 9, 2018. The final dividend payment will be made on Monday, May 7, 2018.

VDC Col Plengsakdi Prakaspesat then asked the meeting if there were any queries or comments regarding the allocation of net profit for cash dividend payment for the year 2017. There was neither query nor comment; she then concluded the resolution as follows:

RESOLUTION:

The Meeting, unanimously, approved the allocation of net profit for the year 2017 dividend payment as proposed. During the meeting on the agenda 4, 1 additional shareholders with 54 shares attending the meeting, thus making a total of 353 shareholders, holding 55,895,762 shares attending the meeting. The vote results of the agenda 4 are as follows:

THE NUMBERS OF VOTING SHARES IN AGENDA 4:

☒ approve 55,895,762 votes (100.0000 %)
☐ disapprove 0 votes (0.0000 %)
☐ abstain 0 votes (0.0000 %)
☐ voided ballot 0 votes (0.0000 %)

Agenda 5: To appoint directors to succeed those completing their terms

The Chairman assigned Mr. Singh Tangtaswas, Independent Director and Chairman of the Remuneration and Nomination Committee, to report this matter to the meeting.

Mr. Singh Tangtaswas, then reported to the meeting that the Board of Directors is comprised of 12 members and in every Annual Ordinary General Meeting, one-third or the nearest to one-third of the directors who have served the company longest will be retired by rotation; however, the retired directors are eligible for re-election. In 2018, the four directors who are due to retire by rotation are as follows;

(1) Miss Potjanee	Thanavaranit	Independent Director and Director of the Audit Committee
(2) Mrs. Nintira	Sophonpanich	Independent Director and Director of the Corporate Governance Committee
(3) Mr. Toshimi	Kobayashi	Independent Director
(4) Mr. Voravit	Rojrapitada	Director

The Company, in compliance with the best practice for corporate governance, had invited all shareholders to nominate any qualified person to be elected as Company's director as well as to propose any meeting agenda through the Company's website for the period from September 25, 2017 to December 31, 2017. This invitation was also posted via the Stock Exchange of Thailand's website. However, there was neither proposal of director nominee nor meeting agenda submitted to the Company.

The Remuneration and Nomination Committee, after due consideration on the knowledge expertise, good morals and ethical principles, past experiences and time devotion to the Company of the retiring directors, has proposed to re-elect the four directors namely (1) Miss Potjanee Thanavaranit (2) Mrs. Nintira Sophonpanich (3) Mr. Toshimi Kobayashi and (4) Mr. Voravit Rojrapitada to serve as the Company's directors for another term.

The Board of Directors, excluding directors who might have conflict of interests, under the guidance of the Remuneration and Nomination Committee, considered on the knowledge, expertise, good morals and ethical principles, clear career records and time devotion to the Company that the retiring directors have appropriate qualifications for the business operation of the Company, and recommended the shareholders to re-elect the four retiring directors namely (1) Miss Potjanee Thanavaranit (2) Mrs. Nintira Sophonpanich (3) Mr. Toshimi Kobayashi and (4) Mr. Voravit Rojrapitada to serve as the Company's directors for another term.

The four directors consists of three independent directors namely (1) Miss Potjanee Thanavaranit (2) Mrs. Nintira Sophonpanich and (3) Mr. Toshimi Kobayashi, who have demonstrated themselves and independently expressed their opinion according to relevant rules and regulations, and Miss Potjanee Thanavaranit, who has served as an independent director with more than nine years in her directorship, has brought about her extensive experience, knowledge and expertise to beneficially contribute in formulating strategy and business operation of the Company. Additionally, Mr. Voravit Rojrapitada has knowledge, expertise and accountable performance.

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Mr. Singh Tangtaswas proposed to the meeting to re-elect the above retiring directors. For the shareholders who disapprove or abstain from voting please raise his/her hand for making a resolution. If there was no person raise his/her hand, it would be deemed that shareholders approve the nominated persons to be elected as the Company's directors. However, the Company will collect the ballot papers from shareholders after the close of the meeting, all marking as approve, disapprove and abstain.

Mr. Singh Tangtaswas then requested the meeting to consider and vote individually for each nominated director, and the vote results for each nominated director are as follows:

1. Miss Potjane Thanavaranit Independent Director and
Director of the Audit Committee

During the meeting on this agenda, 3 additional shareholders, (2 shareholders and 1 proxies), with 3,601 shares attending the meeting, thus making a total of 356 shareholders, holding 55,899,363 shares attending the meeting. Mr. Singh Tangtaswas then concluded the voting results for Miss Potjane Thanavaranit as follows;

<input checked="" type="checkbox"/> approve	53,959,047	votes (96.5289 %)
<input type="checkbox"/> disapprove	1,594,617	votes (2.8527 %)
<input type="checkbox"/> abstain	345,699	votes (0.6184 %)
<input type="checkbox"/> voided ballot	0	votes (0.0000 %)

2. Mrs. Nintira Sophonpanich Independent Director and
Director of the Corporate Governance
Committee

During the meeting on this agenda, 2 additional shareholder, (1 shareholder and 1 proxy), with 20,000 shares attending the meeting, thus making a total of 358 shareholders, holding 55,919,363 shares attending the meeting. Mr. Singh Tangtaswas then concluded the voting results for Mrs. Nintira Sophonpanich as follows;

<input checked="" type="checkbox"/> approve	55,790,272	votes (99.7691 %)
<input type="checkbox"/> disapprove	0	votes (0.0000 %)
<input type="checkbox"/> abstain	129,091	votes (0.2309 %)
<input type="checkbox"/> voided ballot	0	votes (0.0000 %)

3. Mr. Toshimi Kobayashi Independent Director

During the meeting on this agenda, there was no additional shareholder attending the meeting. Mr. Singh Tangtaswas then concluded the voting results for Mr. Toshimi Kobayashi as follows;

<input checked="" type="checkbox"/> approve	55,571,515	votes (99.3779 %)
<input type="checkbox"/> disapprove	0	votes (0.0000 %)
<input type="checkbox"/> abstain	347,848	votes (0.6221 %)
<input type="checkbox"/> voided ballot	0	votes (0.0000 %)

4. Mr. Voravit Rojrapitada Director

During the meeting on this agenda, there was no additional shareholder attending the meeting. Mr. Singh Tangtaswas then concluded the voting results for Mr. Voravit Rojrapitada as follows;

<input checked="" type="checkbox"/> approve	55,722,132	votes (99.6473 %)
<input type="checkbox"/> disapprove	0	votes (0.0000 %)
<input type="checkbox"/> abstain	197,231	votes (0.3527 %)
<input type="checkbox"/> voided ballot	0	votes (0.0000 %)

RESOLUTION:

The Meeting, by majority of the total votes cast by shareholders present at the meeting, re-elected four retiring directors, as the Company's directors for another term.

(1) Miss Potjane	Thanavarani	Independent Director and Director of the Audit Committee
(2) Mrs. Nintira	Sophonpanich	Independent Director and Director of the Corporate Governance Committee
(3) Mr. Toshimi	Kobayashi	Independent Director
(4) Mr. Voravit	Rojrapitada	Director

Therefore, members of the new board of directors are as follows:

1) VDC Col Plengsakdi Prakaspesat	- Chairman - Independent Director - Chairman of the Audit Committee
2) Mr. Singh Tangtaswas	- Independent Director - Chairman of the Remuneration and Nomination Committee
3) Miss Potjane	Thanavarani - Independent Director - Director of the Audit Committee
4) Mr. Chor.nun	Petpaisit - Independent Director - Director of the Audit Committee
5) Mr. Suvarn	Thansathit - Independent Director - Director of the Remuneration and Nomination Committee
6) M.R. Supadis	Diskul - Independent Director - Director of the Remuneration and Nomination Committee
7) Mr. Virasak	Sutanthavibul - Independent Director - Chairman of the Corporate Governance Committee - Director of the Remuneration and Nomination Committee
8) Mrs. Nintira	Sophonpanich - Independent Director - Director of the Corporate Governance Committee
9) Mr. Toshimi	Kobayashi - Independent Director

- | | | |
|-----------------|---------------|--|
| 10) Mr. Panus | Thiravanitkul | - Director
- Director of the
Corporate Governance Committee
- Chief Executive Officer (CEO) |
| 11) Dr. Apisit | Anantanatarat | - Director
- President |
| 12) Mr. Voravit | Rojrapitada | - Director |

Agenda 6: To approve the remuneration of the directors for the year 2018

The Chairman assigned Mr. Singh Tangtaswas, Independent Director and Chairman of the Remuneration and Nomination Committee to report this matter to the meeting.

Mr. Singh Tangtaswas reported to the meeting that in the 24th Annual Ordinary General Meeting of Shareholders, the shareholders had approved the directors' remuneration for the year 2017 an amount not exceeding Baht 12,500,000.- which in accordance with the recommendation of the Remuneration and Nomination Committee and assigned the Remuneration and Nomination Committee to allocate this remuneration, which a total amount of Baht 11,070,000.- had actually been allocated, which can be found in the annual report 2017 on pages 152 to 154.

The Remuneration and Nomination Committee surveyed and compared the remuneration of the Company's directors with directors of other companies in the same business or companies with similar performance in the market, then proposes the shareholders to consider and approve the directors' remuneration for the year 2018 for an amount not exceeding Baht 12,500,000.- which is the same amount as year 2017 and assign the Remuneration and Nomination Committee to allocate the remuneration. The method of allocation for the directors' remuneration and the meeting allowance for the year 2018 are as follows :-

Unit: Baht

	<u>Remuneration and Meeting Allowance Person/Year</u>	<u>Divided into Quarterly Payment</u>
- Chairman	1,440,000.-	360,000.-
- Director	720,000.-	180,000.-
- Audit Committee	360,000.-	90,000.-
- Remuneration and Nomination Committee	90,000.-	--
- Corporate Governance Committee	90,000.-	--

The remuneration of the directors requires approval from the shareholders, and the resolution shall be approved by a vote of not less than two-thirds of the total voting rights of eligible shareholders present at the meeting.

Mr. Singh Tangtaswas then asked if there were any queries or comments regarding the directors' remuneration for the year 2018. There was neither query nor comment; he then concluded the resolution as follows:

RESOLUTION:

The Meeting, by the majority of more than two-thirds of the total voting rights of eligible shareholders present at the meeting, approved to fix the remuneration of the directors for the year 2018 at not exceeding Baht 12,500,000.- per annum and assigned the Remuneration and Nomination Committee to allocate this remuneration. During the meeting on the agenda 6, 2 additional shareholders with 400 shares attending the meeting thus making a total of 360 shareholders, holding 55,919,763 shares attending the meeting and the vote results of the agenda 6, are as follows:

THE NUMBERS OF VOTING SHARES IN AGENDA 6:

<input checked="" type="checkbox"/> approve	55,567,579	votes (99.3702 %)
<input type="checkbox"/> disapprove	0	votes (0.0000 %)
<input type="checkbox"/> abstain	352,184	votes (0.6298 %)
<input type="checkbox"/> voided ballot	0	votes (0.0000 %)

Agenda 7: To appoint the external auditor and fix the audit fee for the year 2018

VDC Col Plengsakdi Prakaspesat, Chairman, Independent Director and the Chairman of the Audit Committee reported this matter to the meeting.

VDC Col Plengsakdi Prakaspesat reported to the meeting that the EY Office Limited appointed by the resolution of the 24th Annual Ordinary General Meeting of shareholders as the Company's auditor for the year 2017 has completed its duty. Therefore, the Board of Directors, by the recommendation of the Audit Committee, would like to propose to the meeting to appoint the EY Office Limited as the Company's auditor for the year 2018 and to authorize anyone of the following persons of the EY Office Limited to conduct the audit and express an opinion on the financial statements of the Company:-

1) Mrs. Nonglak	Pumnoi,	CPA Registration No.4172 and/or
2) Miss Ratana	Jala,	CPA Registration No.3734 and/or
3) Miss Somjai	Khunpasut,	CPA Registration No.4499

In the event those auditors are unable to perform their duties, EY Office Limited is authorized to assign another of its auditors to perform the audit and express an opinion on the company's financial statements in their place.

Since the Company was informed by EY Office Limited relating to its change of organization assignment, for the year 2018, there would be a change of an auditor of the Company from Miss Rachada Yongsawadwanich who conducted the audit and express an opinion on the financial statement of the Company from 2014 to 2017, to Mrs. Nonglak Pumnoi who has not served as the auditor of the Company for 4 consecutive financial years.

Furthermore, the Board of Directors, by the recommendation of the Audit Committee, would like to propose to the meeting to fix the audit fee for the year 2018 in an amount of Baht 2,540,000.- as per following details:-

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Unit: Baht/Per Annum

	<u>Year 2018</u> (1)	<u>Year 2017</u> (1)	<u>Change</u> (3) = (1)-(2)	<u>%</u>
1. Fee for Examination of the Financial Statements for the period ending 31 December 2018	1,300,000	1,250,000	50,000	4.0
2. Fee for Review of Interim Financial Statements (3 quarters, Baht 220,000.- per quarter)	660,000	630,000	30,000	4.8
3. Fee for Review of the Risk-Based Capital (RBC) report as at 30 June 2018	150,000	140,000	10,000	7.1
4. Fee for Examination of the Risk-Based Capital (RBC) report as at 31 December 2018	430,000	410,000	20,000	4.9
5. Fee for Non-Audit Services	No	No	-	-
Total	<u>2,540,000</u>	<u>2,430,000</u>	<u>110,000</u>	<u>4.5</u>

The Audit Committee and Executive Vice President, being responsible for Accounting and Treasury Department, have considered the overall services and performance of EY Office Limited for the year 2017 and compared their service with other audit firms and noted that EY Office Limited is a reputable international audit firm with extensive experience in insurance audit. There are also no relationship and/or conflicts of interest among the independent auditor, the Company and its subsidiaries, the executives, the shareholders, or others related to those parties.

The Audit Committee views that the audit fee for the year 2018 in an amount of Baht 2,540,000.- which is Baht 110,000.- increase, equivalent to 4.5 % increase compared to the audit fee for the year 2017, is justified.

VDC Col Plengsakdi Prakaspesat, then asked the meeting if there were any queries or comments about the auditor appointing and the audit fee. There was neither query nor comment; he then concluded the resolution as follows:

RESOLUTION:

The Meeting, by the majority of the total votes cast by shareholders present at the meeting, appointed EY Office Limited as the Company's auditor for the year 2018 and authorized Mrs. Nonglak Pumnoi, CPA No.4172 and/or Miss Ratana Jala, CPA Registration No.3734 and/or Miss Somjai Khunpasut, CPA No.4499 with the audit fee in an amount of Baht 2,540,000.-. In the event those auditors are unable to perform their duties, EY Office Limited is authorized to assign another of its auditors to perform the audit and express an opinion on the company's financial statements in their place. During the meeting on the agenda 7, 4 additional shareholders, (3 shareholders and 1 proxies), with 23,317 shares attending the meeting thus making a total of 364 shareholders, holding 55,943,080 shares attending the meeting, and the votes results are as follows:

THE NUMBERS OF VOTING SHARES IN AGENDA 7:

<input checked="" type="checkbox"/> approve	55,685,072	votes (99.5388 %)
<input type="checkbox"/> disapprove	0	votes (0.0000 %)
<input type="checkbox"/> abstain	258,008	votes (0.4612 %)
<input type="checkbox"/> voided ballot	0	votes (0.0000 %)

Agenda 8: To approve the amendments of the Article 40 to the Company's Articles of Association

Mrs. Srichitra Pramojaney, Company Secretary, reported to the meeting that Section 100 of the Public Limited Company Act B.E. 2535 has been amended by the Order of the Head of the National Council for Peace and Order No. 21/2560 on Amendments of Laws to Facilitate the Ease of Doing Business. To be consistent with the amendments of Section 100 of the Public Limited Company Act B.E. 2535, Article 40 to the Company's Articles of Association shall therefore be proposed to the shareholders' meeting to consider and approve the amendments as follows:

Existing Provision

The Board of Directors shall arrange for a shareholders' meeting which is an annual ordinary general meeting of shareholders within 4 (four) months from the last day of the fiscal year of the Company. Shareholders' meetings other than the one referred to previously shall be called extraordinary general meetings of shareholders.

The Board of Directors may call an extraordinary general meeting of shareholders any time the Board considers it appropriate to do so.

Or shareholders holding shares together not less than one-fifth of the total number of shares sold, or shareholders of not less than 25 (twenty five) persons holding shares altogether not less one-tenth of the total number of shares sold may submit their names in a request directing the Board of Directors to call an extraordinary general meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request. In such case, the Board of Directors shall proceed to arrange a shareholders' meeting to be held within 1 (one) month from the date of receipt of such request from the shareholders.

Proposed Provision

The Board of Directors shall arrange for a shareholders' meeting which is an annual ordinary general meeting of shareholders within 4 (four) months from the last day of the fiscal year of the Company. Shareholders' meetings other than the one referred to previously shall be called extraordinary general meetings of shareholders.

The Board of Directors may call an extraordinary general meeting of shareholders any time the Board considers it appropriate to do so.

Or one or more shareholder(s) holding shares not less than 10 (ten) percent of the total number of shares sold may request in writing to the Board of Directors to call an extraordinary general meeting at any time, but the subjects and reasons for calling such meeting shall be clearly stated in such request. In such case, the Board of Directors shall proceed to arrange a shareholders' meeting to be held within 45 (forty-five) days from the date of receipt of such request from the shareholders.

In case the Board of Directors does not hold the meeting within the period set out in paragraph three, the shareholders who subscribe their names or other shareholders

Attachment 1

holding the number of shares as required may call the meeting within 45 (forty-five) days from the completion of the period set out in paragraph three. In this regard, such meeting shall be considered as the shareholders' meeting called by the Board of Directors, and the Company shall be responsible for any necessary expenses arising from the meeting and reasonably provide facilitation.

In the case that the quorum of the meeting convened as requested by shareholders under paragraph four cannot be formed as required by Article 42, the shareholders under paragraph four shall be collectively responsible to the company for any expenses arising from such meeting.

The amendments of the Article 40 to the Company's Articles of Association requires approval from the shareholders, and the resolution shall be approved by a vote of not less than three-fourths of the total number of votes cast by the shareholders present and entitled to vote

Mrs. Srichitra Pramojaney then asked if there were any queries or comments regarding the amendments of the Article 40 to the Company's Articles of Association. There was neither query nor comment; she then concluded the resolution as follows:

RESOLUTION:

The Meeting, by the majority of more than three-fourths of the total number of votes cast by the shareholders present and entitled to vote, approved to amend the Article 40 to the Company's Articles of Association to be consistent with the amendments of Section 100 of the Public Limited Company Act B.E. 2535. During the meeting on the agenda 8, there was no additional shareholder attending the meeting, thus making a total of 364 shareholders, holding 55,943,080 shares attending the meeting and the vote results of the agenda 8, are as follows:

THE NUMBERS OF VOTING SHARES IN AGENDA 8:

<input checked="" type="checkbox"/> approve	55,812,589	votes (99.7667 %)
<input type="checkbox"/> disapprove.....	0	votes (0.0000 %)
<input type="checkbox"/> abstain	130,491	votes (0.2333 %)
<input type="checkbox"/> voided ballot.....	0	votes (0.0000 %)

Agenda 9: To consider other matters (if any)

The Chairman queried whether there were any other matters which the shareholders would like to propose for consideration.

Since there were no other matters, the Chairman informed the meeting that for the 25th of shareholders meeting all agendas had been completed and he opened the floor for general questions. There was no question. The Chairman then declared the meeting closed and thanked all shareholders for attending the meeting.

During the meeting, there were additional shareholders thus the number of voting shares in each agenda will exceed the opening number. For the proxy holders, the shareholders had already cast their vote in proxy forms.

In conclusion, there were 131 shareholders and 233 proxies or a total of 364 persons, with 55,943,080 shares which represented 52.5435 % of the total issued and fully paid shares (106,470,000 shares).

The meeting adjourned at 3.15 p.m.

VDC Col Plengsakdi Prakaspesat
Chairman
Independent Director and Chairman of the Audit Committee

Mrs. Srichittra Pramojaney
Company Secretary

**The 2018 Annual Report in the form of e-book accessible through QR Code
together with the Company's Statements of Financial Position and Statement of
Comprehensive Income for the year ended December 31, 2018
as approved by Certified Public Accountant and Audit Committee
(document for Agenda 2 and 3)**

1. The 2018 Annual Report in the form of e-book accessible through QR Code

To facilitate shareholder's access to information with ease, Bangkok Insurance Public Company Limited has provided the 2018 Annual Report to the shareholders in the form of e-book which can be downloaded from the following channels:

1) QR Code



For iOS System (iOS 11 and above)

1. Turn on the mobile camera.
2. Scan the above QR Code.
3. Notification will appear on top of the screen. Click the notification to access the 2018 Annual Report.

Remark: If the notification does not appear on the mobile phone, the QR Code can be scanned with other applications such as Line or QR CODE READER.

For Android System

1. Open Line applications. Click "Add friend" and choose "QR Code"
2. Scan the QR Code to access the 2018 Annual Report.

2) Company's website

Shareholders can find the 2018 Annual Report (and the Annual Report in 5 preceding years) through the Company's website <http://www.bangkokinsurance.com/investor/annual-report>

2. The Company's Statements of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2018 as approved by Certified Public Accountant and Audit Committee

The Company's Statements of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2018 which was approved by Certified Public Accountant and Audit Committee has been provided in the 2018 Annual Report in the form of e-book accessible through QR Code. The summary of the Company's Financial Statements on December 31, 2018 to facilitate the shareholders for analyzing is as follows;

Unit: Thousand Baht

Items	<u>2018</u>	<u>2017</u>	<u>Change</u>	<u>%</u>
Assets	60,620,209	60,102,780	517,429	0.9
Liabilities	25,744,845	24,957,338	787,507	3.2
Owners' Equity	34,875,364	35,145,442	(270,078)	(0.8)
Revenues				
- Total Underwriting Income	12,437,073	12,105,014	332,059	2.7
- Net Investments Revenues	1,144,107	1,139,395	4,712	0.4
- Gains on Investments	85,476	124,136	(38,660)	(31.1)
- Share of Income from Associates	16,993	12,018	4,975	41.4
- Other Income	<u>159,512</u>	<u>180,075</u>	<u>(20,563)</u>	(11.4)
Total Income	<u>13,843,161</u>	<u>13,560,638</u>	<u>282,523</u>	2.1
Expenses				
- Underwriting Expenses *	9,885,311	9,718,421	166,890	1.7
- Operating Expenses	1,080,794	986,582	94,212	9.5
- Investment Expenses	88,456	89,715	(1,259)	(1.4)
- Finance Costs	3,266	3,618	(352)	(9.7)
- Income Taxes Expenses	<u>378,526</u>	<u>359,205</u>	<u>19,321</u>	5.4
Total Expenses	<u>11,436,353</u>	<u>11,157,541</u>	<u>278,812</u>	2.5
Net Income	2,406,808	2,403,097	3,711	0.2
Earnings per Share (Baht)	22.61	22.57	0.04	0.2

Remark * Contribution Expenses are included in Underwriting Expenses.

Attachment 3

The Details of Dividend Payment over the past three years and The Company's Data on Dividend Payment over the past five years (documents for Agenda 4)

The Details of Dividend Payment over the past three years

	Unit: Million Baht		
	No.26/2019 (2018)	No.25/2018 (2017)	No.24/2017 (2016)
1. A Net Profit after Income Tax Expenses	2,406.8	2,403.1	2,425.8
2. Amount of Shares for Annual Dividend Payment (Million Shares)	106.47	106.47	106.47
3. Earning per share (Baht) *	22.61	22.57	22.78
4. Annual Dividend Payment (Baht/Share)	14	14	14
5. Totally Amount of Annual Dividend Payment	1,490.6	1,490.6	1,490.6
6. The Percentage of Annual Dividend Payment (Compare with A Net Profit after Income Tax Expenses Deduction)	61.93	62.02	61.45

Remark * Basic Earnings per share is determined by dividing net earnings for the period by the number of ordinary shares.

The Company's Data on Dividend Payment over the past five years

Shareholder's Meeting Time/Year	Year of Payment	Cash and Stock Dividend					Total
		Quarter 1	Quarter 2	Quarter 3	Quarter 4	Stock Dividend	
21/2014	2013	2.75	2.75	2.75	3.75	4*	16
22/2015	2014	2.75	2.75	2.75	3.75	-	12
23/2016	2015	2.75	2.75	2.75	3.75	-	12
24/2017	2016	3	3	3	5	-	14
25/2018	2017	3	3	3	5	-	14
26/2019 (This Meeting)	2018	3	3	3	5**	-	14**

Remark * For the 21st Annual General Meeting of Shareholders on April 25, 2014, the Company was approved by the meeting to increase its paid-up capital of Baht 760.5 million to Baht 1,064.7 million, by issuing shares to pay as stock dividend to shareholders at the rate of 5 existing shares per 2 shares of stock dividend.

** The final dividend payment for the year 2018 is subject to approval by the 26th Annual Ordinary General Meeting of Shareholders to be held on April 26, 2019

The Definition of Company's Independent Director

The definition of Company's Independent Director, which qualifications **are stricter than** the minimum requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand, is as follows;

Independent Director means a director who is knowledgeable with experience in various fields including company's business and conduct the business with vision and ethics, able to give independent opinion and make decision on significant activities for the best interest of the Company, shareholders/stakeholders and having no business or activities related to the company, which may affect their independent decision. The qualifications of an independent director must include the following criteria:

1.1 Holding shares **not more than 0.5 percent** of total voting shares of the company, its parent company, affiliated companies, associated companies or any juristic person which is a major shareholder or controlling person of the company, which shares shall be inclusive of the shares held by related persons;

1.2 Not being executive directors, employee, staff member or advisor who receives salary, or controlling person of the company for the period not less than 2 years prior to the appointment as an independent director. Such prohibited characteristic shall not include the case where the independent director used to be a government official or advisor of a government unit which is a major shareholder or controlling person of the company;

1.3 Is not a person related by blood or legal registration, such as father, mother, spouse, sibling, and child, including spouse of child, executive, major shareholder, controlling person, or person to be nominated as executive or controlling person of the company or affiliated companies;

1.4 Has not or never had a business relationship worth more than 3% of net tangible assets or exceeding 20 million Baht, whichever is lower, with the company, its parent company, affiliated companies, associated companies, major shareholder or controlling person of the company or is not or had not been a major shareholder, non-independent director or management of any person having business relationship with the company, its parent company, affiliated companies, associated companies, major shareholder or controlling person of the company, for the period not less than 2 years prior to the appointment as an independent director;

1.5 Not being of had not been an auditor of the company, its parent company, affiliated companies, associated companies, major shareholder or controlling person of the company, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the company, its parent company, affiliated companies, associated companies, major shareholder or controlling person of the company for more than 2 years prior to the appointment as an independent director;

The Definition of Company's Independent Director (Cont.)

1.6 Not being or had not been any professional advisor including legal or financial advisor or assessor who receives an annual service fee exceeding 2 million Baht from the Company, its parent company, affiliated companies, associated companies or any juristic person which is a major shareholder or controlling person of the company, and is not a major shareholder, non-independent director, management or partner of the professional service for more than 2 years prior to the appointment as an independent director;

1.7 Does not represent any director or any shareholder related to the major shareholder of the company;

1.8 Not undertaking any business in the same nature and in significant competition to the business of the company or its affiliated companies or not being a partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding 1 per cent of the total number of shares with voting rights of other company which undertakes business in the same nature and in significant competition to the business of the company or its affiliated companies;

1.9 Not having any qualification preventing them from expressing independent opinions.

**Profile of Nominated Directors for Re-Election
(document for Agenda 5)**

The Board of Directors, by the recommendation of the Remuneration and Nomination Committee, excluding directors who might have conflict of interests, proposes to shareholders to re-elect the following four directors who will retire by rotation to serve as the Company's directors for another term:

- | | |
|-----------------------------|---|
| 1. Mr. Singh Tangtaswas | Independent Director and Chairman of the Remuneration and Nomination Committee (Nominated Director for Re-Election) |
| 2. M.R. Supadis Diskul | Independent Director and Director of the Remuneration and Nomination Committee (Nominated Director for Re-Election) |
| 3. Mr. Chor.nun Petpaisit | Independent Director and Director of the Audit Committee (Nominated Director for Re-Election) |
| 4. Dr. Apisit Anantanatarat | Chief Executive Officer and Director (Nominated Director for Re-Election) |

The profile of those nominated directors for re-election are the following;

Profile of Nominated Director for Re-Election
(document for Agenda 5)



Mr. Singh Tangtaswas

Address	59 Soi Pongwetanusorn School, Bangjak, Prakanong, Bangkok 10260		
Date of Birth	July 19, 1942	Age	76
Nationality	Thai	Status	Married
Occupation/Position	Executive Director		
Place of Work	Bangkok Bank Public Co., Ltd. 333 Silom Rd., Bangkok 10500		
Telephone	0-2230-1806-7	Fascimile	0-2353-5133

Educational Background/Training Courses

- B.A. (Economics), Thammasat University
- M.B.A. (Finance), the Wharton School of Finance and Commerce, University of Pennsylvania
- Certificate of Management Development Program, the Wharton School
- Certificate of Executive Development Program, Harvard Business School

Thai Institute of Directors Association (IOD) Training Courses

- Director Certification Program (DCP) Class 0/2000

Position/Experience in Listed Companies

2004 - present	Independent Director and Chairman of the Remuneration & Nomination Committee, Bangkok Insurance Public Co., Ltd.
2005 - present	Executive Director, Bangkok Bank Public Co., Ltd.
2005 - present	Chairman of Risk Management Committee, Bangkok Bank Public Co., Ltd.
2006 - 2010	Managing Director, Bangkok Bank Public Co., Ltd.
2004 - present	Independent Director and Chairman of the Audit Committee, Thai Optical Group Public Co., Ltd.
2005 - 2013	Independent Director, TWZ Corporation Public Co., Ltd.
1999 - 2001	President and Chief Executive Director, Krung Thai Bank Public Co., Ltd.

Position/Experience in Non-Listed Companies

1971 - present	Director, Kanchanadhat Co., Ltd.
2010 - May 2015	Director, Thai Institute of Directors Association
2002 - 2009	Adviser, Corporate Governance Center, The Stock Exchange of Thailand

Profile related to Bangkok Insurance Public Company Limited

- * **Position** - Director - Independent Director (Reappointed on April 22, 2016)
(the definition of Independent Director as defined herein)
- Chairman of the Remuneration & Nomination Committee
(Reappointed on August 15, 2016 and effected on
August 18, 2016)

- Management Committee - None -

*** Number of years holding a director's position in BKI**

- 15 years (from 2004 - present)

* **BKI Shareholding** - 153,600 shares (as at November 23, 2018 which is the latest record date)
or 0.144% of total number of shares entitled to vote,

* **Legal Dispute** - No legal dispute during the past 5 years -

*** Position in other Company**

- Position in other Listed Company - 2 Listed Companies as follows;
 1. Executive Director and Chairman of Risk Management Committee,
Bangkok Bank Public Co., Ltd.
 2. Independent Director and Chairman of the Audit Committee,
Thai Optical Group Public Co., Ltd.
- Position in other Organization (Non-listed Company) - 1 Organizations as follows;
 1. Director, Kanchanadhat Co., Ltd.

*** Present directorship / management in other businesses with potential conflicts of Interest**

- Being an Executive Director and Chairman of Risk Management Committee
which is a financial institution, and there is no conflict of interest with BKI.

*** Relationships with management committee or major shareholders of BKI or its affiliates**

- No consanguinity relationship, marriage relationship or legally registered relationship with management committee or major shareholders of BKI or its affiliates (such as parents, spouse, children, brothers and sisters, uncles and aunts including spouse of such persons)
- Holding 153,600 shares or 0.144% of total number of shares entitled to vote, which is not a major shareholder.

*** Nature of relationships with company/affiliated/associated companies or juristic persons with potential conflicts of interest during the past two years**

- Not being executive directors, staff members, employees or advisers who earn salaries from Company
- Not being professional service providers (e.g., auditors, legal advisers)

*** Nature of relationships with company/affiliated/associated companies or juristic persons with potential conflicts of interest during the past two years (Cont.)**

- No material business relationships with Company in such a way that may affect their independence

*** Meeting Attendance**

Meeting / Year	No. of Attendance (times)	No. of Invitation (times)
- <u>Board of Directors' Meeting</u>		
2016	4	4
2017	4	4
2018	4	5
- <u>Remuneration & Nomination Committee</u>		
2016	1	1
2017	1	1
2018	2	2
- <u>Annual General Meeting of Shareholders</u>		
No.23 (year 2016)	1	1
No.24 (year 2017)	1	1
No.25 (year 2018)	1	1

Profile of Nominated Director for Re-Election
(document for Agenda 5)



M.R. Supadis Diskul

Address	292/1 Moo 2, Bang Khen, Mueang, Nonthaburi, Nonthaburi 11000		
Date of Birth	July 8, 1949	Age	69
Nationality	Thai	Status	Married
Occupation/Position	Director and Executive Chairman		
Place of Work	Bangkok Aviation Fuel Services Public Co., Ltd. 171/2 Kamphaeng Phet 6 Rd., Don Mueang, Bangkok 10210		
Telephone	0-2834-8901	Fascimile	0-2834-8905

Educational Background/Training Courses

- Master of Community and Regional Planning, North Dakota State University, U.S.A.
- B.Sc., Medical Technology, Mahidol University
- Certificate, National Defence College, The National Defence Course for the Joint State-Private Sectors, Class 15

Thai Institute of Directors Association (IOD) Training Courses

- Board Nomination & Compensation Program (BNCP) 5/2018
- Anti – Corruption for Executive Program (ACEP) 11/2014
- Successful Formulation and Execution of Strategy (SFE) Class 5/2009
- Role of the Chairman Program (RCP) Class 16/2007
- Role of the Compensation Committee Program (RCC) Class 4/2007
- Director Certification Program (DCP) Class 51/2004
- Director Accreditation Program (DAP) Class 12/2004
- Finance for Non-Finance Director (FND) Class 1/2001, Class 14/2004

Position/Experience in Listed Companies

April 26, 2013 - present	Independent Director and Director of Remuneration and Nomination Committee, Bangkok Insurance Public Co., Ltd.
May 2013 - present	Executive Chairman, Bangkok Aviation Fuel Services Public Co., Ltd.
1983 - present	Director, Bangkok Aviation Fuel Services Public Co., Ltd.

Position/Experience in Listed Companies (Cont.)

1983 - 2014	Managing Director, Bangkok Aviation Fuel Services Public Co., Ltd.
1997 - 2003	Executive Vice President, Corporate Development and Support Department, Thai Airways International Public Co., Ltd.

Position/Experience in Non-Listed Companies

2016 - present	Chairman, BAFS Innovation Development Ltd.
2010 - present	Chairman, Fuel Pipeline Transportation Ltd.
1997 - 2006	Managing Director, Fuel Pipeline Transportation Ltd.
1991 - 2010	Director, Fuel Pipeline Transportation Ltd.
1996 - present	Director, Thai Aviation Refuelling Co., Ltd.
1996 - 2011	Managing Director, Thai Aviation Refuelling Co., Ltd.
1993 - 2015	Chairman, Intoplane Services Co., Ltd.
2011 - 2013	Director, BAFS International Limited
2004 - 2014	Director, JP-One Asset Co., Ltd.
2004 - 2011	Managing Director, JP-One Asset Co., Ltd.

Profile related to Bangkok Insurance Public Company Limited

- * **Position** - Director - Independent Director (Reappointed on April 22, 2016)
(the definition of Independent Director as defined herein)
- Director of Remuneration and Nomination Committee
(Reappointed on August 15, 2016 and effected on
August 18, 2016)

- Management Committee - None -

*** Number of years holding a director's position in BKI**

- 6 years (from April 26, 2013 - present)

*** BKI Shareholding** - None*** Legal Dispute** - No legal dispute during the past 5 years -*** Position in other Company**

- Position in other Listed Company - 1 Listed Company as follows;

1. Director and Executive Chairman,
Bangkok Aviation Fuel Services Public Co., Ltd.

- Position in other Organization (Non-listed Company) - 3 Organizations as follows;

1. Chairman, BAFS Innovation Development Ltd.
2. Chairman, Fuel Pipeline Transportation Ltd.
3. Director, Thai Aviation Refuelling Co., Ltd.

*** Present directorship / management in other businesses with potential conflicts of Interest**

- None

*** Relationships with management committee or major shareholders of BKI or its affiliates**

- No consanguinity relationship, marriage relationship or legally registered relationship with management committee or major shareholders of BKI or its affiliates (such as parents, spouse, children, brothers and sisters, uncles and aunts including spouse of such persons).

*** Nature of relationships with company/affiliated/associated companies or juristic persons with potential conflicts of interest during the past two years**

- Not being executive directors, staff members, employees or advisers who earn salaries from Company
- Not being professional service providers (e.g., auditors, legal advisers)
- No material business relationships with Company in such a way that may affect their independence

*** Meeting Attendance**

Meeting / Year	No. of Attendance (times)	No. of Invitation (times)
- <u>Board of Directors' Meeting</u>		
2016	4	4
2017	4	4
2018	5	5
- <u>Remuneration and Nomination Committee's Meeting</u>		
2016	1	1
2017	1	1
2018	2	2
- <u>Annual General Meeting of Shareholders</u>		
No.22 (year 2016)	1	1
No.23 (year 2017)	1	1
No.24 (year 2018)	1	1

Profile of Nominated Director for Re-election
(document for Agenda 5)



Mr. Chor.nun Petpaisit

Address	28 Soi Ladprao 106, Phlapphla, Wangthonglang, Bangkok 10310		
Date of Birth	Janaury 5, 1952	Age	67
Nationality	Thai	Status	Married

Educational Background/Training Courses

- B.B.A. (Accounting), Thammasat University

Thai Institute of Directors Association (IOD) Training Courses

- Financial Institutions Governance Program (FGP) Class 4/2012
- Successful Formulation & Execution of Strategy (SFE) Class 8/2010
- Audit Committee Program (ACP) Class 28/2009
- Director Certification Program (DCP) Class 76/2006
- Director Accreditation Program (DAP) Class 28/2004

Position/Experience in Listed Companies

February 2009 - present	Director of the Audit Committee, Bangkok Insurance Public Co., Ltd.
2006 - present, 2002 - 2004	Independent Director, Bangkok Insurance Public Co., Ltd.
April 2015 - present	Independent Director and Director of the Audit Committee, Interhides Public Co., Ltd.

Position/Experience in Non-Listed Companies

2013 - present	Adviser, Thai Charoen Corporation Group (TCC Group)
2011 - 2012	Inspector General, Ministry of Finance
2008 - 2011	Principal Adviser on Performance Improvement, The Revenue Department, Ministry of Finance
2001 - 2008	Policy and Plan Expert, The Revenue Department, Ministry of Finance
2000 - 2001	Director, Bureau of Tax Audit Operation, The Revenue Department, Ministry of Finance
2011 - 2012	Director, Government Savings Bank

Position/Experience in Non-Listed Companies (Cont.)

2010 - 2011, 2006 - 2008	Director, Government Housing Bank
2010 - 2011 , 2005 - 2006	Director, Tourism Authority of Thailand
2009 - 2012	Director, The Government Pharmaceutical Organization
2005 - 2007	Director, National Science Museum

Profile related to Bangkok Insurance Public Company Limited

- * **Position** - Director - Independent Director (appointed on April 22, 2016)
(the definition of Independent Director as defined herein)
- Director of the Audit Committee (appointed on November 10, 2017 and effected on November 17, 2017)

- Management Committee - None -

*** Number of years holding a director's position in BKI**

- 13 years (from February 28, 2006 - present)
He used to be an Independent Director of Bangkok Insurance Public Co., Ltd. for 2 years and 7 months from April 3, 2002 – November 17, 2004

* **BKI Shareholding** - None

* **Legal Dispute** - No legal dispute during the past 5 years

*** Position in other Company**

- Position in other Listed Company - 1 Listed Company as follows;
1. Independent Director and Director of the Audit Committee, Interhides Public Co., Ltd
- Position in other Organization (Non-listed Company) - 1 Organization as follows;
1. Adviser, Thai Charoen Corporation Group (TCC Group)

*** Present directorship / management in other businesses with potential conflicts of interest**

- None

*** Relationships with management committee or major shareholders of BKI or its affiliates**

- No consanguinity relationship, marriage relationship or legally registered relationship with management committee or major shareholders of BKI or its affiliates (such as parents, spouse, children, brothers and sisters, uncles and aunts including spouse of such persons).

*** Nature of relationships with company/affiliated/associated companies or juristic persons with potential conflicts of interest during the past two years**

- Not being executive directors, staff members, employees or advisers who earn salaries from Company
- Not being professional service providers (e.g., auditors, legal advisers)
- No material business relationships with Company in such a way that may affect their independence

*** Meeting Attendance**

Meeting / Year	No. of Attendance (times)	No. of Invitation (times)
- <u>Board of Directors' Meeting</u>		
2016	4	4
2017	4	4
2018	5	5
- <u>Audit Committee's Meeting</u>		
2016	4	4
2017	4	4
2018	4	4
- <u>Meeting with the Company's External Auditor</u>		
2016	3	3
2017	2	2
2018	2	2
- <u>Annual General Meeting of Shareholders</u>		
No.23 (year 2016)	1	1
No.24 (year 2017)	1	1
No.25 (year 2018)	1	1

Profile of Nominated Director for Re-election
(document for Agenda 5)



Dr. Apisit Anantanatarat

Address	39/104 Sathon-Tai Road, Thung Maha Mek, Sathon, Bangkok		
Date of Birth	September 20, 1963	Age	55
Nationality	Thai	Status	Single
Occupation/Position	Chief Executive Officer and Director		
Place of Work	Bangkok Insurance Public Company Limited 25 Sathon Tai Road, Thung Maha Mek, Sathon, Bangkok 10120		
Telephone	0-2285-8950	Fascimile	0-2610-2178

Educational Background/Training Courses

- Doctor of Organization Development and Transformation, Cebu Doctors' University, Philippines
- M.A. (Industrial and Organization Psychology), Thammasat University
- M.S. (Insurance), University of Hartford, U.S.A.
- Diploma of Financial Service (General Insurance), ANZIIF (Senior Associate), Australia
- Certificate, The Columbia Senior Executive Program, Columbia University, U.S.A.
- Certificate, Capital Market Academy Leadership Program (CMA), Class 24/2017
- Thailand Insurance Leadership Program class 3/2013
- From Science Fiction to Reality: Man and Man – Made Risks 2018, R + V Re, Germany
- CIO VMWare World Conference 2017, Spain
- Enterprise Risk Management Workshop 2015, Germany
- Telematics Update Conference 2014, England
- 7th Insurance Executives' Summit for Strategy, Operation & Technology 2011, Taiwan
- Simplified Strategic Planning 2010, Malaysia
- New Forms of Risk Sharing and Risk Engineer, SCOR, France
- Management Development Program – Fit for Expert Underwriting, Swiss Insurance Training Centre, Switzerland
- Management Development Program - Fit for Management, Swiss Insurance Training Centre, Switzerland

Thai Institute of Directors Association (IOD) Training Courses

- Director Accreditation Program (DAP) Class 149/2018

Position/Experience in Listed Companies

January 1, 2019 - present	Chief Executive Officer and Director, Bangkok Insurance Public Co., Ltd. (Acting President)
April 22, 2016 - December 31, 2018	Director and President, Bangkok Insurance Public Co., Ltd.
April 2012 - 2015	Executive Vice President, Bangkok Insurance Public Co., Ltd.
2011 - April 2012	Senior Vice President, Marketing and Communications Department, Bangkok Insurance Public Co., Ltd.
2009 - Mar 2014, October 2015 - May 8, 2016	Senior Vice President, Information Technology Department, Bangkok Insurance Public Co., Ltd.
2007 - 2015	Senior Vice President, Personal Lines Business Unit, Bangkok Insurance Public Co., Ltd.
2006 - 2007	First Vice President, Personal Lines Division, Bangkok Insurance Public Co., Ltd.
2005 - 2009	First Vice President, Information Technology Department, Bangkok Insurance Public Co., Ltd.
2002 - 2006	Vice President, Human Resources Development Division, Bangkok Insurance Public Co., Ltd.
2000 - 2002	Assistant Vice President, Human Resources Development Division, Bangkok Insurance Public Co., Ltd.

Position/Experience in Non-Listed Companies

May 24, 2016 - present	Director, Thai ORIX Leasing Co., Ltd.
------------------------	---------------------------------------

Profile related to Bangkok Insurance Public Company Limited

- * **Position**
 - Director - Director (appointed on April 22, 2016)
 - Management Committee - Chief Executive Officer (appointed on November 9, 2018 and effected on January 1, 2019)

*** Number of years holding a director's position in BKI**

- 3 years (from April 22, 2016 - present)

- * **BKI Shareholding** - 4,613 shares (as at November, 23 2018 which is the latest record date) or 0.004% of total number of shares entitled to vote

- * **Legal Dispute** - No legal dispute during the past 5 years

*** Position in other Company**

- Position in other Listed Company - None
- Position in other Organization (Non-listed Company) - 1 Organization as follows;
 1. Director, Thai ORIX Leasing Co., Ltd.

*** Present directorship / management in other businesses with potential conflicts of Interest**

- None

*** Relationships with management committee or major shareholders of BKI or its affiliates**

- No consanguinity relationship, marriage relationship or legally registered relationship with management committee or major shareholders of BKI or its affiliates (such as parents, spouse, children, brothers and sisters, uncles and aunts including spouse of such persons).
- Holding 4,613 shares or 0.004% of total number of shares entitled to vote, which is not a major shareholder.

*** Nature of relationships with company/affiliated/associated companies or juristic persons with potential conflicts of interest during the past two years**

- Being an authorized director acting on behalf of the Company.

*** Meeting Attendance**

Meeting / Year	No. of Attendance (times)	No. of Invitation (times)
- <u>Board of Directors' Meeting</u>		
2016	3	3
2017	4	4
2018	5	5
- <u>Annual General Meeting of Shareholders</u>		
No.23 (year 2016)*	-	-
No.24 (year 2017)	1	1
No.25 (year 2018)	1	1

Remark * Dr. Apisit Anantanatarat was appointed to be a director by the 23rd Annual General Meeting of Shareholders dated April 22, 2016.

**Profile of Nominated Company's Auditor for the year 2019 for Election
(document for Agenda 7)**

The Board of Directors, by the recommendation of the Audit Committee and Executive Vice President responsible for Accounting and Treasury Department, proposes to shareholders to appoint the EY Office Limited as the Company's auditor for the year 2019 and to authorize anyone of the following persons to conduct the audit and express an opinion on the financial statements of the Company;

- | | |
|--------------------------------|---|
| 1. Mrs. Nonglak Pumnoi | Certified Public Accountant (Thailand)
No. 4172 and/or |
| 2. Ms. Ratana Jala | Certified Public Accountant (Thailand)
No. 3734 and/or |
| 3. Ms. Somjai Khunapasut | Certified Public Accountant (Thailand)
No. 4499 and/or |
| 4. Ms. Rachada Yongsawadvanich | Certified Public Accountant (Thailand)
No. 4951 |

The profiles of those Nominated Company's Auditor for the year 2019 for election are as follows;

Profile of Nominated Company's Auditor for the year 2019 for Election
(document for Agenda 7)



Mrs. Nonglak Pumnoi

Certified Auditor No. 4172

Age 50

Education Bachelor's degree in Accounting, Chulalongkorn University

Position in the Audit Firm Partner

Auditing Experiences

- Bangkok Insurance Public Company Limited
- Thaire Life Assurance Public Company Limited
- Muang Thai Insurance Public Company Limited
- Thai Reinsurance Public Company Limited
- The Thai Insurance Public Company Limited
- Maybank Kim Eng Securities (Thailand) Public Company Limited
- MBK Public Company Limited

Experiences in providing Audit Services to the Company

2009 -2013 and 2018

Profile of Nominated Company's Auditor for the year 2019 for Election
(document for Agenda 7)



Ms. Ratana Jala

Certified Auditor No. 3734

Age 53

Education Master of Accounting, Thammasat University

Position in the Audit Firm Partner

Auditing Experiences

- TISCO Financial Group Public Company Limited
- TISCO Bank Public Company Limited
- Thanachart Bank Public Company Limited
- Thai Reinsurance Public Company Limited
- Maybank Kim Eng Securities (Thailand) Public Company Limited

Experiences in providing Audit Services to the Company - Nil -

Profile of Nominated Company's Auditor for the year 2019 for Election
(document for Agenda 7)



Ms. Somjai Khunapasut

<u>Certified Auditor No.</u>	4499
<u>Age</u>	47
<u>Education</u>	Master of Accounting, Thammasat University
<u>Position in the Audit Firm</u>	Partner

Auditing Experiences

- Land and Houses Bank Public Company Limited
- The Thai Insurance Public Company Limited
- Thanachart Insurance Public Company Limited
- The Navakij Insurance Public Company Limited
- Thaivivat Insurance Public Company Limited
- Muang Thai Insurance Public Company Limited
- Ratchthani Leasing Public Company Limited
- Thanachart Fund Management Company Limited
- Thanachart Securities Public Company Limited
- Capital Nomura Securities Public Company Limited

Experiences in providing Audit Services to the Company - Nil -

Profile of Nominated Company's Auditor for the year 2019 for Election
(document for Agenda 7)



Ms. Rachada Yongsawadvanich

Certified Auditor No. 4951

Age 48

Education Master Degree in Finance, Thammasat University

Position in the Audit Firm Partner

Auditing Experiences

- Bangkok Insurance Public Company Limited
- Indara Insurance Public Company Limited
- Nam Seng Insurance Public Company Limited
- Thaire Life Assurance Public Company Limited
- Thai Reinsurance Public Company Limited
- LH Financial Group Public Company Limited
- Land and Houses Securities Public Company Limited
- Land and Houses Bank Public Company Limited
- United Oversea Bank Public Company Limited

Experiences in providing Audit Services to the Company

4 years (2014 - 2017) and not serving as the auditor of the Company for 1 financial years.

Proxy

In the Annual Ordinary General Meeting, if the shareholders are unable to attend the Meeting, they can appoint the Proxy or the company's independent directors as the proxy holder to attend the Meeting and vote on their behalf. The Department of Business Development, Ministry of Commerce, specified the three (3) proxy forms, as the announcement of the Department of Commercial Registration (No.5), B.E. 2550 as follows;

1. Form A. General Proxy Form
2. Form B. Proxy Form which specified clearly agenda
3. Form C. Proxy Form which used for foreign shareholders who have custodians in Thailand only

The company provides the shareholders with **Proxy Form A and Form B**, as attached together with this invitation letter. **(Recommend to use Form B)** The **Proxy Form C** can be downloaded from the Company's Website bangkokinsurance.com. The shareholders who desire to appoint a Proxy, it is recommended that all shareholders and proxy holders declare all documents, **including the Registration Form** (with Bar Code), and evidence required prior to attend the meeting, and please acknowledge the Documents required prior to attend the meeting, Guideline for the Meeting Attendance, consisting of Guideline for Proxy Assignment, Voting Conditions and the Process for Attend the Meeting, **according to Attachment 10** and please fill in and sign the proxy form and submit to the company within April 25, 2019 or submit it to the Company's designated representative at the Meeting venue prior to attending the Meeting.

If a shareholder prefers to appoint the company's independent director to be the proxy holder, please see the Profile of Independent Director **as stated in the Attachment 8. The Independent Director Appointed to be proxy of shareholders will have no conflict of interest in this meeting, except the Agenda 6 - to fix the remuneration of the directors for the year 2019.**

**Profile of Independent Director Appointed to be Proxy of Shareholders
not available to be present in the Meeting**



VDC Col Plengsakdi Prakaspesat

Address 442 Phasukkasem Village 4/1, Soi Pattanakarn 63,
Pravet Sub-District, Pravet District, Bangkok 10250

Date of Birth November 18, 1942 **Age** 76

Nationality Thai **Status** Married

Occupation/Position Senior Adviser, Thai Central Chemical Public Company Limited

Place of Work Thai Central Chemical Public Company Limited
21/35-46, Thai Wah Tower 1, 14th-16th Floor,
South Sathorn Road, Thungmahamek, Sathorn,
Bangkok 10120

Educational Background/Training Courses

- Graduate in Commerce from Ross College (Dublin), Ireland, 1964
- Doctor of Philosophy (Honoraris Causa) on Mass Communication, Ramkhamhaeng University, 1992
- Doctor of Philosophy (Honorary Causa) on Arts, Rajabhat Institute Lampang, 2001
- Certificate of the Course for Top Executives, The Association for Overseas Technical Scholarship (AOTS), Japan
- The Joint State – Private Sector Class 1/1989, The National Defence College of Thailand
- AC Hot Update, The Federation of Accounting Professions, 2017

Thai Institute of Directors Association (IOD) Training Courses

- Director Accreditation Program (DAP) Class 27/2003
- The Characteristics of Effective Directors Class 1/2006
- Audit Committee Program (ACP) Class 17/2007

Position/Experience in Listed Companies

16 November 2005 – Present	Chairman of the Audit Committee, Bangkok Insurance Public Co., Ltd.
7 April 1999 – Present	Independent Director, Bangkok Insurance Public Co., Ltd.
11 August 2017 – 9 November 2018	Chairman, Bangkok Insurance Public Co., Ltd
2004 – 2005	Director of the Remuneration and Nomination Committee, Bangkok Insurance Public Co., Ltd.
1999 – 2005	Director of the Audit Committee, Bangkok Insurance Public Co., Ltd

Position/Experience in Listed Companies (Cont.)

1997 – Present Senior Adviser, Thai Central Chemical Public Co., Ltd.

Position/Experience in Non-Listed Companies

2010 – Present Member experts of Fertilizer Committee, The Ministry of Agriculture and Cooperatives

September 2009 – Present VDC Col & Vice President of the Foundation for The Volunteers Defence Under The Royal Patronage of Her Majesty The Queen

2001 – Present Adviser, United Flour Mill Public Co., Ltd.

1978 – 2018 Independent Director and Member of the Audit Committee, Industrial and Commercial Bank of China (Thai) Public Co., Ltd. (or ACL Bank Public Co., Ltd. – the previously name)

2005 – April 2010 Member of the Compensation and Corporate Governance Committee, ACL Bank Public Co., Ltd.

2005 – June 2010 Independent Director and Member of Audit Committee, ACL Bank Public Co., Ltd.

1980 – 2001 Vice Chairman, United Flour Mill Public Co., Ltd.

1987 – 2015 Qualified Committee, Assumption University

1997 – 2005 Corporate Chairman, MC. Industrial Chemical Co., Ltd.

1984 – 2006 Honorary Chairman, Asia Pacific Potash Corporation Ltd.

Profile related to Bangkok Insurance Public Company Limited

* **Position** - Director - Independent Director (Reappointed on April 28, 2017) (the definition of Independent Director as defined herein)

- Chairman of the Audit Committee (Reappointed on November 10, 2017 and effected on November 17, 2017)

- Management Committee - None -

*** Number of years holding a director's position in BKI**

- 20 years (from April 7, 1999 - present)

* **BKI Shareholding** - None

* **Legal Dispute** - No legal dispute during the past 5 years -

*** Position in other Company**

- Position in other Listed Company - 1 Listed Company as follows;
 1. Senior Adviser, Thai Central Chemical Public Co., Ltd.
- Position in other Organization (Non-listed Company) - 3 Organizations as follows;
 1. Member experts of Fertilizer Committee, The Ministry of Agriculture and Cooperatives
 2. VDC Col & Vice President of the Foundation for The Volunteers Defence Under The Royal Patronage of Her Majesty The Queen
 3. Adviser, United Flour Mill Public Co., Ltd.

*** Present directorship / management in other businesses with potential conflicts of Interest**

- None

*** Relationships with management committee or major shareholders of BKI or its affiliates**

- No consanguinity relationship, marriage relationship or legally registered relationship with management committee or major shareholders of BKI or its affiliates (such as parents, spouse, children, brothers and sisters, uncles and aunts including spouse of such persons).

*** Nature of relationships with company/affiliated/associated companies or juristic persons with potential conflicts of interest during the past two years**

- Not being executive directors, staff members, employees or advisers who earn salaries from Company
- Not being professional service providers (e.g., auditors, legal advisers)
- No material business relationships with Company in such a way that may affect their independence

*** Meeting Attendance**

Meeting / Year	No. of Attendance (times)	No. of Invitation (times)
- <u>Board of Directors' Meeting</u>		
2016	4	4
2017	4	4
2018	5	5
- <u>Audit Committee's Meeting</u>		
2016	4	4
2017	4	4
2018	4	4
- <u>Meeting with the Company's External Auditor</u>		
2016	3	3
2017	2	2
2018	2	2
- <u>Annual General Meeting of Shareholders</u>		
No.23 (year 2016)	1	1
No.24 (year 2017)	1	1
No.25 (year 2018)	1	1

Conflicts of Interest in this 26th AGM

- Conflict of interest in this meeting : Agenda 6 - to fix the remuneration of the directors for the year 2018.

- Conflict of interest in this meeting comparing to other director : None

**Articles of Association
of Bangkok Insurance Public Company Limited
(Relating to the General Meeting of Shareholders)**

Chapter 5 General Meeting of Shareholders

Article 40 The Board of Directors shall arrange for a shareholders' meeting which is an annual ordinary general meeting of shareholders within 4 (four) months from the last day of the fiscal year of the Company. Shareholders' meetings other than the one referred to previously shall be called extraordinary general meetings of shareholders.

The Board of Directors may call an extraordinary general meeting of shareholders any time the Board considers it appropriate to do so.

Or one or more shareholder(s) holding shares not less than 10 (ten) percent of the total number of shares sold may request in writing to the Board of Directors to call an extraordinary general meeting at any time, but the subjects and reasons for calling such meeting shall be clearly stated in such request. In such case, the Board of Directors shall proceed to arrange a shareholders' meeting to be held within 45 (forty-five) days from the date of receipt of such request from the shareholders.

In case the Board of Directors does not hold the meeting within the period set out in paragraph three, the shareholders who subscribe their names or other shareholders holding the number of shares as required may call the meeting within 45 (forty-five) days from the completion of the period set out in paragraph three. In this regard, such meeting shall be considered as the shareholders' meeting called by the Board of Directors, and the Company shall be responsible for any necessary expenses arising from the meeting and reasonably provide facilitation.

In the case that the quorum of the meeting convened as requested by shareholders under paragraph four cannot be formed as required by Article 42, the shareholders under paragraph four shall be collectively responsible to the company for any expenses arising from such meeting.

Article 41 In calling a shareholder meeting, the Board of Directors shall prepare a written notice calling the meeting that states the place, date, time, agenda of the meeting and the matters to be proposed to the meeting with reasonable details. Such notice shall be delivered to the shareholders and the Registrar for their information at least 7 (seven) days prior to the date of the meeting. The notice calling for the meeting shall also be published in a newspaper for 3(three) consecutive day at least 3 (three) days prior to the date of the meeting.

Article 42 In order constitute a quorum, there shall be not less than 25 (twenty-five) shareholders and proxies (if any) attending the shareholders' meeting, or not less than one-half of the total member of total shareholders, and in either case such shareholders shall hold shares in as aggregate of nor less than one-third of the total number of shares sold.

At any shareholders' meeting, if one hour has passed from the time specified for the meeting and the number of shareholders attending the meeting does not constitute a quorum as required, and if such shareholders' meeting was called as a result of a request by the shareholders, such meeting shall be cancelled. If such meeting was not called by a request of the shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to the shareholders not less than 7 (seven) days prior to the date of the meeting. In the subsequent meeting a quorum is not required.

Article 43 The Chairman of the Board of Directors shall be the Chairman of the shareholders' meeting. 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 shall be the Chairman of the meeting. If there is no Vice-Chairman, or if the Vice-Chairman cannot perform his duty, the shareholders at the meeting shall elect one shareholder to be the Chairman of the meeting. If casting votes, each shareholder shall have votes equal to the number of shares held by him. One share is entitled to one vote. Voting shall be made openly, unless at least five shareholders request a secret vote and the meeting resolves accordingly. The method for the secret vote shall be as specified by the Chairman of the meeting.

Article 44 The resolutions of the shareholders' meeting shall comprise the following votes:

- 44.1 For an ordinary case, a resolution shall require a simple majority of the total votes cast by shareholders present at the meeting. In the case of an equality of votes, the chairman of the meeting shall have an additional vote as a casting vote.
- 44.2 For the following cases, a resolution shall require the votes of not less than three-fourths of the total number of votes cast by the shareholders present and entitled to vote:
 - (a) The sale or transfer of whole or important parts of the Company to other persons.
 - (b) The purchase or acceptance of transfer of businesses of other companies or private companies to the Company.
 - (c) The making, amendment or cancellation of contracts relating to leading out the Company's businesses, wholly or certain important parts' the assignment to any other persons to manage the businesses of the Company or the consolidation of the businesses with other persons with an objective to share profit and loss.
 - (d) The amendment of the Company's Memorandum or Articles of Association.
 - (e) The capital increase, capital reduction, the issuance of debentures, convertible bonds, preferred shares, or preferred shares convertible into common shares, or any other types of securities in accordance with the Securities and Exchange Act, and issuance of every types of warrants
 - (f) The merger or liquidation of the Company

- Article 45** The business to be accomplished at the annual general meeting of the shareholders are:
- 45.1 To acknowledge report of the Board of Directors which is presented to the meeting showing the Company's business operations during the past year.
 - 45.2 To consider and approve balance sheet and profit and loss accounts.
 - 45.3 To consider allocation of profits.
 - 45.4 To elect directors to replace those who retire by the expiration of their terms.
 - 45.5 To elect the auditors and fix their remuneration.
 - 45.6 Other business.

Guideline for the Meeting Attendance

1. Documents required prior to attend the meeting

To facilitate the registration procedure, it is recommended that all shareholders and proxy holders, kindly prepare the required registration documents, including the **Registration Form** (with Bar Code), prior to attending the meeting as follows;

1.1 Self-Attending

Each individual shareholder attending the Meeting is required to kindly show up at the registration desk and to identify him/her by submitting the valid identification card or government official identification card or passport (for non-Thai nationality) for registration. In case the shareholders have changed his/her name and/or surname (if any), please submit the document certifying name / surname changing also.

1.2 Proxy

The proxy holder are requested to kindly show up at the registration desk as earliest as possible in order that the Company shall be able to timely verify the completeness of the required documents. In addition, the proxy holder is required to identify him/her by submitting the valid identification card or government official identification card or passport (in the event that the proxy holder is non-Thai nationality) for registration and submits the Proxy Form as attached to this invitation letter (please see the Guideline for Proxy Assignment as specified in Item 2.) and submits these following documents;

1.2.1 In the event that the grantor is an ordinary person

A Copy of the valid identification card or government official identification card or passport (in the event that the grantor is non-Thai nationality) of the grantor with certified true copy by the grantor. In case the grantor has changed his/her name and/or surname (if any), please submit the document certifying name / surname changing also.

1.2.2 In the event that the grantor is a juristic person

(1) A copy of the valid identification card or government official identification card or passport (in the event that the authorized representative(s) is non-Thai nationality) of the authorized representative(s) of the juristic person with certified true copy by the authorized representative(s). In case the authorized representative(s) has changed his/her name and/or surname (if any), please submit the document certifying name / surname changing also.

(2) A copy of the company affidavit or other identification of its legal entity status issued by the Ministry of Commerce or government authority which issued not more than 6 months prior to the Meeting date by the Registrar Office with certified true copy by the authorized representative(s).

(3) In the event that the grantor who are foreign as registered in the registration book who have custodian in Thailand and grant custodian as a proxy by using Proxy Form C., the evidence to be enclosed additional with the proxy form are:

a) A copy of the company affidavit or other identification of custodian issued by the Ministry of Commerce or government authority which issued not more than 1 year prior to the Meeting date by the Registrar Office with certified true copy by the authorized representative(s) of the custodian.

b) A copy of the valid identification card or government official identification card or passport (in the event that the authorized representative(s) is non-Thai nationality) of the authorized representative(s) of the custodian with certified true copy by the authorized representative(s).

c) A Power of Attorney from shareholder authorizes a custodian to sign the Proxy Form on behalf of the shareholder.

d) A Letter of Certification to certify that the signer in the Proxy Form have permitted to act as a custodian.

2. Guideline for Proxy Assignment

2.1 A shareholder completely filled in and signed the proxy form and authorize only one proxy holder to attend the meeting and cast the vote or appoint the company's independent directors to be the proxy holder on its behalf by using the proxy form attached to the invitation letter to Shareholders' Annual General Meeting

2.2 A shareholder other than foreign shareholders appointing custodian in Thailand as their proxy shall complete either Proxy Form A. or Form B. (**Recommended to use Form B.**) Foreign shareholders appointing custodian in Thailand as their proxy may choose to use either Proxy Form A., Form B. or Form C. In any case, each shareholder shall complete only one of the above Proxy Form.

2.3 A shareholder shall vote only one choice, either approve, disapprove or abstain, specified in the proxy form and may not device his/her vote, with the exception of foreign shareholder appointing custodian in Thailand using proxy Form C.

2.4 A shareholder shall completely fill in and sign the proxy form, and also initial such deleting, changing or alteration (if any).

2.5 The proxy form should affix duty stamp of Baht 20 and specify the date of Proxy Form across such stamp duty to validate the legality.

2.6 Any original document which is not made in Thai or English and such translation must be required to be translated into English and certified true copy by the shareholder or authorized representative(s) of such juristic person and attached.

2.7 The documents mentioned above which had been made at the other country outside Thailand shall be certified by the Thai Consulate, or the notary public, or other competent person legally authorized by local laws of such country to certify the signature of such authorized director(s).

3. Voting Conditions

3.1 Voting Regulation

(1) Each shareholder shall have the voting rights equal to the number of shares held by such shareholder (one share one vote) to approve, disapprove or abstain in each agenda and cannot divide his/her vote, with the exception of foreign shareholders appointing Custodian in Thailand using Proxy Form C.

(2) In case of Proxy Form, if the grantor did not specify the authorization or the authorization is unclear for any of the agenda, the proxy holder shall have the right to consider and vote on such matter on behalf of the Shareholder as appropriate.

3.2 Voting Procedures

The Chairman shall inform the Meeting of the voting procedures as follows:

(1) The Chairman will propose the Meeting to cast the vote for each agenda by asking whether any shareholders agree, disagree or abstain. In the event that;

a) A shareholder or proxy holder of Proxy Form A, wishing to disapprove or abstain in any agenda, please raise his/her hand for voting and then shall vote in the ballot paper provided during registration, by marking in only one choice, either approve, disapprove or abstain. If there is no shareholder or proxy holder raises his/her hand, it shall be deemed that all shareholders cast their vote to approve in each agenda.

b) For proxy holder of Proxy Form B and Form C, where the proxy holder must cast the votes in accordance with the shareholders' instruction, the Company shall count and record the votes as specified by the Shareholder. In cases where the grantor did not specify the authorization or the authorization is unclear for any of the agenda, the proxy holder shall have the right to consider and vote on such matter on behalf of the shareholders as appropriate.

(2) The vote by pool is demanded by at least 5 shareholders and approved by the Meeting. The chairman shall set up the procedure for pool and notify to the meeting before entitle the vote by pool on such agenda.

3.3 Resolution of the Meeting

The resolution of the shareholders' meeting consist the following vote:

- General case: the resolution shall be normally by a majority of votes. In the case of an equality of votes, the chairman of the meeting shall have an additional vote as casting vote.

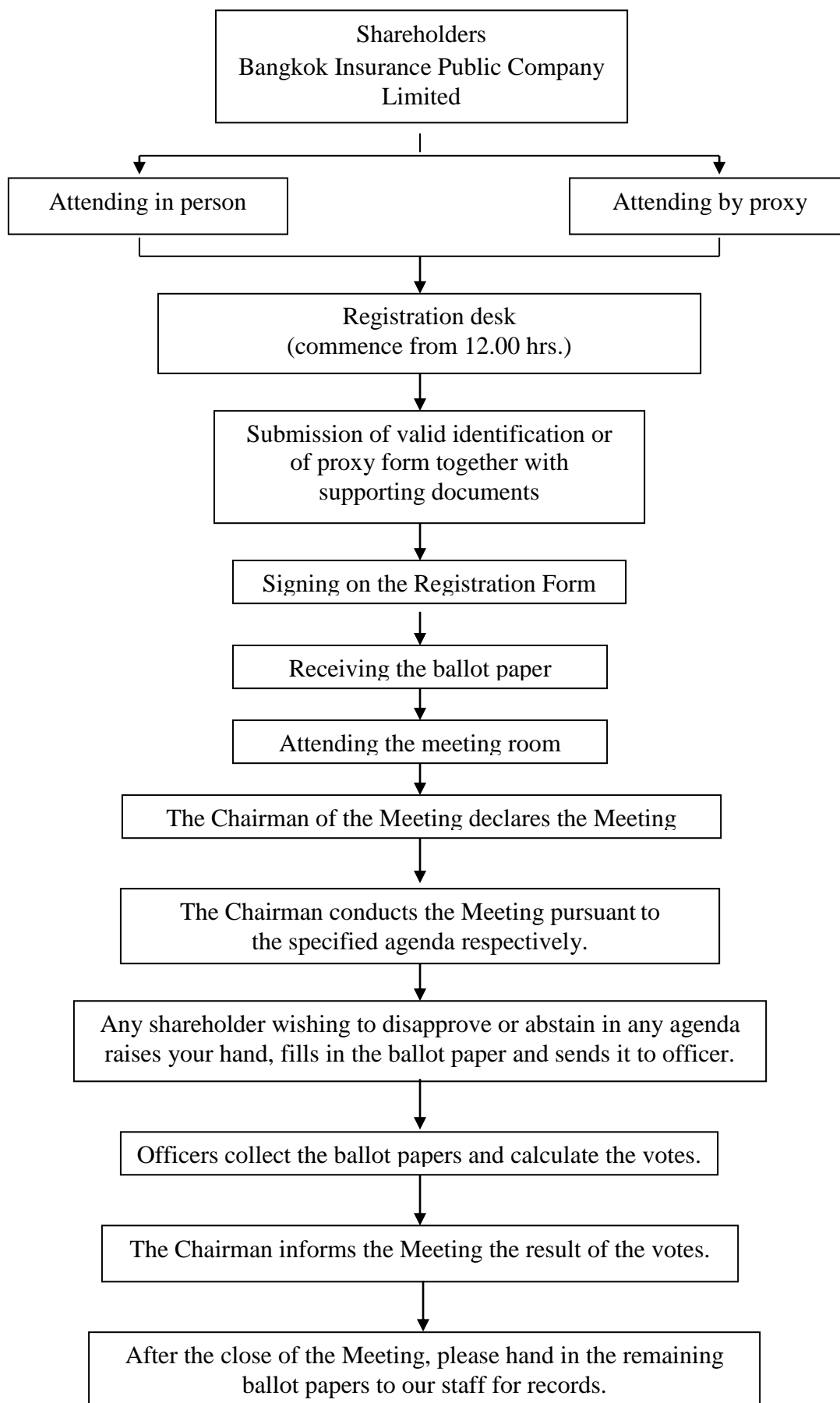
- Other case which the laws or the Company's Articles of Association provided otherwise: the resolution shall be in accordance with such laws, regulations and/or Company's Memorandum of Association, which the Chairman notify the meeting before entitle the vote on each agenda.

The chairman may solicit the shareholder who has in a resolution an interest in conflict with an interest in each agenda to leave the meeting for a moment of time and can not entitle the vote on such resolution.

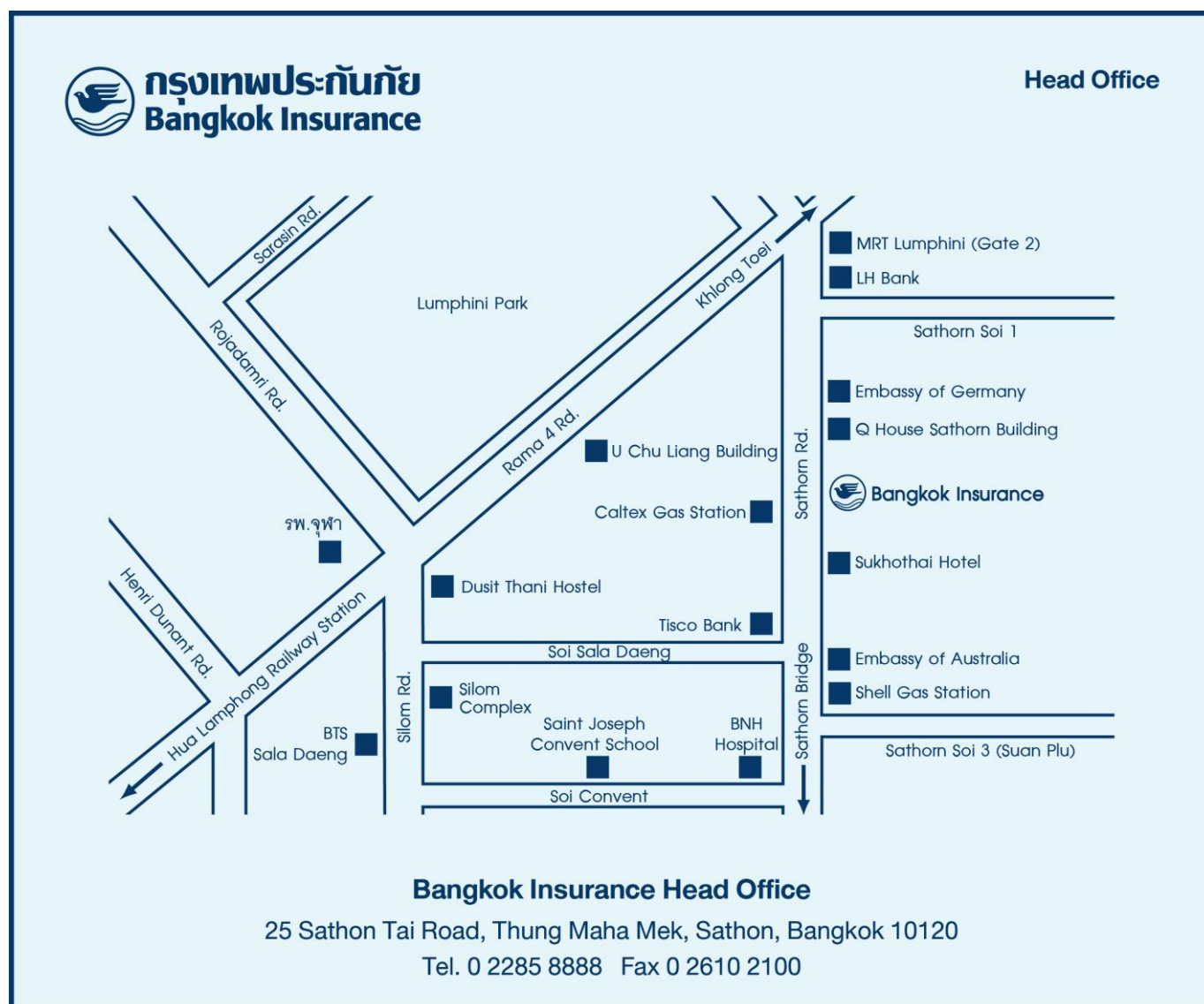
3.4 Counting and Announcement of the Vote

The Chairman shall announce the results of the vote count when the vote count shall be completely done.

The Meeting Procedures



Map of the Meeting Venue



Bangkok Insurance Public Company Limited
 Telephone 02-285-8888 <http://www.bangkokinsurance.com>

Company Secretary Office
 Tel: 02-285-7320 or 02-285-7321 Fax: 02-677-3731 or cs@bangkokinsurance.com

Hard Copy of Annual Report Request Form

For Shareholders who are unable to attend the 26th Annual Ordinary General Meeting and wish to require a hard copy of the Annual Report for year 2018, please fill the following form and send it to the Company Secretary Office by using business reply service envelope enclosed or sending an email to cs@bangkokinsurance.com. The Company will further send you the hard copy of the Annual Report for year 2018 by post.

Shareholders who attend the Meeting will be able to obtain a hard copy of the Annual Report for year 2018 at the registration desk.

Name.....

Postal Address.....

.....

.....

.....

Contact Number.....

request that the following hard copy of the Annual Report for year 2018 be sent to me through post. (please check the box below)

☐

Thai Version of the Annual Report for year 2018

☐

English Version of the Annual Report for year 2018