

(Translation)

Invitation Letter
the Annual General Shareholders' Meeting
No. 1/2010

on Tuesday, April 27, 2010
09.00 A.M.

At the auditorium on 7th floor, Head Office
Bangkok Life Assurance Public Company Limited
23/115-121, Royal City Avenue, Rama 9 Road,
Bangkapi, Huaykwang,
Bangkok



CONTENTS

Documents for the Annual General Shareholders' Meeting No. 1/2010	page
✚ A Copy of the minutes of the Annual General Shareholders' Meeting for 2009	8
✚ Name List of Directors to be elected as directors to replace those retiring by rotation	14
✚ List of Independent Directors for proxy case	19
✚ Articles of Association relating to the shareholders' meeting	20
✚ Rules and procedures to attend the meeting, appoint proxy and cast vote	26
✚ Proxy form A, B and C	30
✚ Map of the Annual General Shareholders' Meeting venue	40

(Translation)

REF. BLA 5/2010

April 7, 2010

Subject: Notice of the Annual General Shareholders' Meeting No. 1/2010

To: Shareholders of the Company

Attachment: 1) A Copy of the minutes of the Annual General Shareholders' Meeting for 2009

2) CD-Rom of the Annual Report for 2009

3) Name List of Directors to be elected as directors to replace those retiring by rotation

4) List of Independent Directors for proxy case

5) Articles of Association relating to the shareholders' meeting

6) Rules and procedures to attend the meeting, appoint proxy and cast vote

7) Proxy form A, B and C

8) Map of the Annual General Shareholders' Meeting venue

The Board of Directors of Bangkok Life Assurance Public Company Limited has resolved to hold the Annual General Shareholders' Meeting No. 1/2010 on Tuesday, April 27, 2010, 09.00 a.m., at the auditorium on 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No. 23/115-121, Royal City Avenue, Rama 9 Road, Bangkok, Huaykwang, Bangkok. The meeting agenda is as follows:-

Agenda 1 To certify the Minutes of the Annual General Shareholders' Meeting for 2009

The Company held the Annual General Shareholders' Meeting for 2009 on April 17, 2009, 11.00 a.m., at the auditorium on 6th floor, Head Office, Bangkok Life Assurance Public Company Limited No. 23/115-121, Royal City Avenue, Rama 9 Road, Bangkok, Huaykwang, Bangkok. The minutes were prepared and attached herewith.

Opinion of the Board: The minute was correctly recorded and shall be adopted by the Shareholders' Meeting, details as shown in Attachment 1.

Agenda 2 To acknowledge the operating results for 2009

The Board of Directors had prepared the summary of the operating results for 2009 and other information as shown in the CD- Rom of the 2009 Annual Report.

Opinion of the Board: To propose the Shareholders' Meeting to acknowledge the operating results for 2009, details as shown in Attachment 2.

Agenda 3 To approve the Balance Sheet and Statement of Income as at December 31, 2009

The Company has prepared the Balance Sheet and Statement of Income as at December 31, 2009 which were reviewed by the Audit Committee and audited by Mrs. Noglak Pumnoi, CPA Registration No. 4172 of Ernst & Young Office Co., Ltd.

Opinion of the Board: To propose the Shareholders' Meeting to approve the Balance Sheet and Statement of Income as at December 31, 2009 as shown in Attachment 2.

Agenda 4 To approve the appropriation of profit for the year 2009 and determine dividend payment

The Public Limited Companies Act, Section 116 and Article 56 of the Company's Articles of Association stipulate that the Company shall allocate not less than 5% of its annual net profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than 10% of the registered capital.

The Company has a policy to pay dividend of not less than 25% of net profit after taxation, but must not have retained losses in the shareholders' equity. In addition, the approval from the Office of Insurance Commission is required before the dividend can be paid.

Net profit of the Company for the year 2009 amounted to baht 1,186 million or baht 1.19 per share, representing an increase of 57.71% from baht 752 million or baht 0.75 per share in the previous year. In addition, the Company had paid the interim dividend of baht 0.15 per share or baht 180 million on November 11, 2009.



Opinion of the Board: To propose the Shareholders' Meeting to approve the appropriation of baht 44.9 million as the statutory reserve for the year 2009 and the dividend payment of baht 180 million or baht 0.15 per share. With the interim dividend of baht 180 million or baht 0.15 per share being paid, the total dividend payment would be baht 360 million or baht 0.30 per share. The Company has set the record date for the right to receive dividend on May 13, 2010 and the closing date of register book will be on May 14, 2010. Approval from the Office of Insurance Commission is required before the dividend can be paid.

Agenda 5 To approve the appointment of directors replacing those retired by rotation

Article 24 of the Company's Articles of Association stipulate that one-third or the nearest number to one-third of the directors shall retire by rotation at the Shareholders' Meeting. There are four directors who due to retire by rotation this year.

- (1) Mr.Chai Sophonpanich
- (2) Mr.Chai Navaphand
- (3) Dr.Siri Ganjarerndee
- (4) Mr.Kentaro Ide

Opinion of the Board: All the four directors have extensive experiences and have served as the Company's directors efficiently during their term. As such, the Shareholders' Meeting should re-elect the four retiring directors to be the Company's directors for another term as follows:-

- (1) Mr.Chai Sophonpanich
- (2) Mr.Chai Navaphand
- (3) Dr.Siri Ganjarerndee
- (4) Mr.Kentaro Ide

In addition, the details of education and professional experience of the retired directors are shown in Attachment 3.

Agenda 6 To approve the director's remuneration for 2010

To comply with Section 90 of the Public Limited Companies Act, B.E. 2535 and the Company's Articles of Association which stipulate that the Shareholders' Meeting approve the director's remuneration.



Opinion of the Board: The Board has considered the director's remuneration according to their qualification and their obligations as Company's directors as well as business expansion and profit growth of the Company. The Board proposes the Shareholders' Meeting to consider and approve the director's remuneration for 2010 of not more than 12 million baht which is equal to the remuneration approved for 2009.

Agenda 7 To approve the appointment of Company's auditor and determine auditor's remuneration

To comply with Section 120 of the Public Limited Companies Act, B.E. 2535 and the Company's Articles of Association which stipulate that the Shareholders' Meeting approve the appointment of Company's auditor and determine auditor's remuneration. The audit committee has selected the auditor for 2010 and proposed the appointment of auditors from Ernst & Young Office Co., Ltd. to be the Company's auditor for 2010 as follows:-

- | | |
|----------------------------------|----------------------------------|
| (1) Mr. Sophon Permsiriwanlob | CPA Registration No. 3182 and/or |
| (2) Miss Rungnapa Lertsuwannakun | CPA Registration No. 3516 and/or |
| (3) Mrs. Nonhlak Pumnoi | CPA Registration No. 4172 |

The proposed auditors do not have any relationship with the Company, the management, the major shareholders and can perform their duty independently. The auditor's remuneration for 2010 is baht 1,450,000, representing an increase of baht 220,000 from 2009.

Opinion of the Board: The appointment of the auditors has been thoroughly reviewed and endorsed by the Audit Committee. The Shareholders' Meeting should approve the appointment of auditors from Ernst & Young Office Co., Ltd. to be the Company's auditor for 2010 as follows:-

- | | |
|----------------------------------|----------------------------------|
| (1) Mr. Sophon Permsiriwanlob | CPA Registration No. 3182 and/or |
| (2) Miss Rungnapa Lertsuwannakun | CPA Registration No. 3516 and/or |
| (3) Mrs. Nonhlak Pumnoi | CPA Registration No. 4172 |

One of the three auditors will perform an audit and express comments to the Company's financial statement. The auditor's remuneration for 2010 is set at baht 1,450,000.

Agenda 8 To consider other matters (if any)

Record date for the right to attend the meeting will be on March 10, 2010. The closing date of the register book for preparing list of the eligible shareholders under Section 225 of the Securities and Exchange Act will be on March 11, 2010.

Shareholder who is unable to attend the shareholders' meeting can authorize an individual or one of the Company's independent directors as the proxy. Details of independent directors whom shareholder can appoint as the proxy to attend and vote in the Shareholders' Meeting are shown in Attachment 4.

The Company has attached the proxy form A, B or C in Attachment 7. Please appoint a proxy to attend the meeting on your behalf by completing an appropriate form and send all the relevant documents to the Company at least one day prior to the Meeting date. A prepaid envelope is enclosed for your convenience.

Shareholders are invited to attend the Annual General Shareholders' Meeting at the date, time and venue as specified above.

Yours faithfully,

(Mr.sanor Thampipattanakul)

Company Secretary

Authorized by the Board of Directors

Bangkok Life Assurance Public Company Limited

Company Secretary

Tel: 02 777 8845

Fax: 02 777 8680

Note : Bangkok Life Assurance Public Co., Ltd. has posted the invitation letter of the Annual General Shareholders' Meeting No. 1/2010 on the Company's website, www.bla.co.th

(Translation)
Minutes of the Annual General Shareholders' Meeting for 2008
of
Bangkok Life Assurance Public Co., Ltd.

At the auditorium on 6th floor, Head Office,
Rama 9 Road, Bangkok, Huaykwang, Bangkok

No. 23/115-121, Royal City Avenue,
April 17, 2009

Meeting convened at 11.00 A.M.

Mr. Choedchu Sophonpanich, Chairman of the Board of Directors, chaired the meeting.

The chairman informed the shareholders that there were 17 shareholders present in person accounted for 224,797,590 shares and 36 shareholders by proxy which accounted for 668,758,950 shares. Respectively totally there were 53 shareholders representing 893,556,540 shares or 89.36% of total issued shares of the Company, thereby constituting a quorum.

The chairman declared the Annual General Shareholders' Meeting for 2008 to consider the agendas as follows:-

Agenda 1 To certify the Minutes of the Extraordinary General Meeting No. 1/2008

The chairman proposed the meeting to certify the Extraordinary General Meeting No.1/2008 which had been distributed to all shareholders in advance together with the notice of the Shareholders' Meeting.

Resolution: The shareholders had considered that the minute was correctly recorded, and unanimously approved the Minutes of the Extraordinary General Meeting No. 1/2008.

Agenda 2 To acknowledge the operating results for 2008

The chairman assigns the President to report the Company's operating result for the year 2008. The Company's total assets amount to baht 51,482 million compared with baht 44,140 million in 2007, representing an increase of 15.92 per cent. The majority of assets are investment assets, amounting to baht 49,038 million or 95 per cent of total assets.

Meanwhile, life policy reserve increased to baht 41,892 million from baht 34,222 million in 2007, representing an increase of 22.41 per cent. Shareholders' equity amounted to baht 3,019 million, decreasing from baht 3,080 million in 2007 due to a deferioration in long term investment which was negatively affected by overall investment environment.

In 2008, the Company's first year premium income amounted to baht 4,186 million, representing an increasing of 27.39 per cent. Meanwhile, net premium income amounted to baht 14,732 million, representing an increase of 19.81 per cent from 2007. In comparison with life insurance industry, the Company's first year premium for ordinary products, which recorded 30 per cent growth, ranked the fifth with 9.3 per cent market share.

The Company's overall business performance was satisfactorily. Premium collection, the key factors for long term profit generating capability, stood at a high level of 90 per cent, while mortality rate was at excellent level of 26.70 per cent. Average expense ratio decreased slightly in line with larger business size. Proportion of operating expenses to net premium income in 2008 was 6.55 per cent, decreasing from 7.08 per cent in 2007.

As for investment side, the Company's investment assets amounted to baht 49,038 million at the end of 2008, an increase of baht 6,770 million from the previous year or representing an increase of 16 per cent. Average return on investment was 5.03 per cent, dropping from 6.14 per cent from the previous year as a result of negative effects from equity investment.

In summary, the Company posted the net profit of baht 751.73 million or baht 0.75 per share, decreasing from the previous year which posted the net profit of baht 769.98 million or baht 0.77 per share, representing a decrease of 2.37 per cent.

Resolution: The shareholders acknowledged the operating result for the year 2008.

Agenda 3 To approve the Balance Sheet and Income Statement as at December 31, 2008

The chairman proposed the Shareholders' Meeting to consider and approve the Balance Sheet and Income Statement as at December 31, 2008 which had been reviewed by the Audit Committee and audited by Mrs. Noglak Pumnoi, CPA Registration No. 4172 of Ernst & Young Office Co., Ltd. as shown in the financial statements for 2008, which had been distributed to the shareholders, along with the invitation letter.

Resolution: The meeting had considered and unanimously approved the Balance Sheet and Income Statement as at December 31, 2008 which had been reviewed by the Audit Committee and audited by the Company's auditor as the proposed by the chairman.

Agenda 4 To approve the appropriation of profit for the year 2008 and determine dividend payment

The chairman proposed the shareholders' meeting to consider and approve the appropriation of profit for the year 2009 and determine dividend payment, details as follows:

1. To allocate the appropriation of baht 37,586,293 as the statutory reserve.
2. To pay dividend for the year 2008 of baht 0.20 per share or baht 200 million.

Approval from the Office of Insurance Commission is required before the dividend can be paid.

Resolution: The meeting had considered and unanimously approved the allocation of profit and dividend payment as the chairman proposed

Agenda 5 To consider appointment of new directors and authorized directors

The chairman proposed the shareholders' meeting to consider and elect new directors and appoint the authorized directors, details as follows:

5.1 Article 24 of the Company's Articles of Association stipulate that one-third or the nearest number to one-third of the directors shall retire by rotation at the Annual General Shareholders' Meeting. There are four directors who due to retire by rotation this year, namely:-

- (1) Mr.Choedchu Sophonpanich
- (2) Mrs.Savitri Ramyarupa
- (3) Mr.Yoshikazu Takeda
- (4) Mrs.Ruchanee Nopmuang

The Board proposed the Shareholders' Meeting to re-elect the four retiring directors to be the Company's directors for another term. The said directors are of high caliber with extensive experiences which will be beneficiary to the Company's operation. In addition due to the passed away of a director and the resignation of another director, the Board had decided not to appoint the replacement. The Board, therefore, proposed the shareholders' meeting to decrease the number of directors from 16 persons to 14 persons.

Resolution: The meeting had considered and unanimously approved to re-elect the four retiring directors to be the Company's directors for another term, namely, Mr.Choedchu Sophonpanich, Mrs.Savitri Ramyarupa, Mr.Yoshikazu Takeda and Mrs.Ruchanee Nopmuang and unanimously approved to reduce the number of Company's directors from 16 persons to 14 persons.

5.2 At present, there are four authorized directors of the Company, namely, Mr. Choedchu Sophonpanich , Mr.Chai Sophonpanich, Dr.Siri Ganjarerndee and Mr.Chan Vathanakul, two of whom authorize to consign on behalf of the Company. To avoid any suspicious about the qualification of independent director as well as to enhance operational flexibility, the Board proposed the shareholders' meeting to change the authorized director by replacing Dr.Siri Ganjarerndee with Mr.Naoki Ban.

Resolution: The meeting had considered and unanimously approved the appointment of Mr. Choedchu Sophonpanich, Mr.Chai Sophonpanich, Mr.Naoki Ban and Mr.Chan Vathanakul as the authorized directors of Company, two of whom authorize to consign on behalf of the Company.

Agenda 6 To approve the director's remuneration for 2009

The chairman proposed the shareholders' meeting to approve the director's remuneration for 2009 according to their qualification and their obligations as the Company's directors as well as business expansion and profit growth of the Company. The Board propose the Shareholders' Meeting to consider and approve the director's remuneration for 2009 of not more than baht 12,000,000.

Resolution: The meeting had considered and unanimously approved the director's remuneration for 2009 of not more than baht 12,000,000.

Agenda 7 To approve the appointment of Company's auditor and determine auditor's remuneration

The Board of Directors proposed the meeting to consider and approve the appointment of the Company's auditors and determine auditor's remuneration. According to the Audit Committee, the Board of Directors proposed to appoint auditors from Ernst & Young Office Co., Ltd., namely, Mr. Sophon Permsiriwanlob, CPA Registration No. 3182 and/or Miss Rungnapa Lertsuwannakun, CPA Registration No. 3516 and/or Mrs. Nonhlak Pumnoi, CPA Registration No. 4172 as Company's auditor. One of the three auditors will perform an audit and express comments to the Company's financial statements. The auditor's remuneration for 2009 is proposed at baht 1,350,000 which is equal to the remuneration for 2008.

Resolution: The shareholders had considered and unanimously approved the appointment of Company's auditor from Ernst & Young Office Co., Ltd., namely, Mr. Sophon Permsiriwanlob, CPA Registration No. 3182 and/or Miss Rungnapa Lertsuwannakun, CPA Registration No. 3516 and/or Mrs. Nonhlak Pumnoi, CPA Registration No. 4172 as Company's auditor. One of the three auditors will perform an audit and express comments to the Company's financial statements. The auditor's remuneration for 2009 is set at baht 1,350,000 which is equal to the remuneration for 2008.

Agenda 8 To consider amending the Company's Article of Association

The chairman proposed the meeting to consider amending the Company's Article of Association clause 14.1 which stated that "the transfer of shares which cause the Company to lose her legal rights and benefits". Such a statement, in practical, was obstruct the share registrar to consider the causes of losing legal rights and benefits of the Company. The Board proposed to drop clause 14.1 and amended clause 14 of the Article of Association to be clause 14 "the Company's shares are transferable without limitation except such a transfer result in foreign ownership of shares exceed the level that is set by the life insurance act".

Resolution: The Board meeting consider and approve to amend the Company's Article of Association by dropping clause 14.1 and amending clause 14, as proposed.

Agenda 9 Other matters (if any)

Khun Sujin Phongsak, a shareholder, offers suggestion to the Company operation as follows:-

- The Company's mortality rate was at low level which should be benefit overall performance. However, the Company should consider whether the low mortality rate was a result of the too conservative in underwriting policy which could restrain some business opportunities.
- The Company should prepare qualified personnels especially the actuary in order to have Qualified Actuaries when required in accordance with the Life Insurance Act.

The Meeting adjourned at 11.45 A.M.



(Mr. Choedchu Sophonpanich)


Chairman



(Mr. Sanor Thampipattanakul)

Director's secretary

Profiles of Directors Nominated to be the Company's Directors

Name – Surname	Mr. Chai Sophonpanich	
	Age 67 Nationality Thai	
Position in Company	Director	

Number of years holding a director's position in BLA 42 years

Educational background

- The Joint State – Private Sectors class 6, The National Defence college of Thailand
- Advanced Management Program, Wharton School, University of Pennsylvania
- B.Sc., University of Colorado, USA

Work Experiences

Present

- Director, Bangkok Life Assurance Public Co., Ltd.
- Chairman and CEO, Bangkok Insurance Public Co., Ltd.
- Chairman, Furukawa Metal (Thailand) Public Co., Ltd.
- Chairman, Charoong Thai Wire & Cable Public Co., Ltd.
- Chairman, Bumrongrad Hospital Public Co., Ltd.
- Vice Chairman, Thai Reinsurance Public Co., Ltd.

Past

- Chairman, The Federation of Thai insurance Organization
- Chairman, ASEAN Insurance Council, Jakarta
- President, The East Asian Insurance Congress
- President, The General Insurance Association
- Director, The General Insurance Association

Training by Thai Institute of Directors

- Chairman 2000 Class 10/2004
- Directors Certification Program (DCP) Class 16/2002

Share Holding Holding 33,687,920 shares (as of 31 December 2009) Which represented 2.81% of the total voting power at that date.

Meeting Attendance in 2009 - Board of Directors' Meeting 5/6

Positions in rival companies/related companies - None -

Profiles of Directors Nominated to be the Company's Directors

Name – Surname Mr. Chai Navaphand

Age 80 **Nationality** Thai



Position in Company Independent Director/ Executive Director

Number of years holding a director's position in BLA 48 years

Educational background

- Master of Accounting, University of Texas, USA
- Bachelor of Accounting, Chulalongkorn University
- Bachelor of Law, Thammasat University
- The member of The Thai Bar

Work Experiences

Present

- Independent Director and Executive Director, Bangkok Life Assurance Public Co., Ltd.
- Legal Advisor, Chai Navaphand CPA and Associates Audit Co., Ltd.

Past

- Auditor, Goldencup Pharmaceutical Company Limited.
- Ex-part-time lecturer, Thammasat University
- Ex-part-time lecturer, National Institute of Development Administration (NIDA)

Training by Thai Institute of Directors -

Share Holding Holding 3,623,000 shares (as of 31 December 2009) Which represented 0.30% of the total voting power at that date.

Meeting Attendance in 2009

- Board of Directors' Meeting 6/6
- Executive Board Meeting 12/12

Positions in rival companies/related companies - None -

Profiles of Directors Nominated to be the Company's Directors

Name – Surname	Dr. Siri Ganjarerndee	
	Age 62 Nationality Thai	
Position in Company	Independent Director / Executive Director	
Number of years holding a director's position in BLA	11 years	
Educational background	<ul style="list-style-type: none"> - Ph.D., Monetary Economics and Econometrics & Operations Research, Monash University, Australia - M.Ec., Economic Statistics and Monetary Economics, University of Sydney, Australia - B.Ec. (Hons.), Economic Statistics, University of Sydney, Australia 	
Work Experiences		
Present	<ul style="list-style-type: none"> - Independent Director and Executive Director, Bangkok Life Assurance PCL. - The Bank of Thailand Board - Director, Financial Institutions Policy Committee (FIPC), Bank of Thailand - Director and Member of the Audit Committee, Nomination Committee, and Remuneration Committee, Thoresen Thai Agencies Public Co., Ltd. - Vice Chairman of the Board of Directors, Chairman of the Executive Board, Prasit Patana Public Co., Ltd. - Independent Director and Member of the Audit Committee, Indorama Polymers Public Co., Ltd. - Member of the subcommittee for agreement drafting and evaluating state enterprises, State Enterprise Policy Office, Ministry of Finance - Director and Member of the Audit Committee and Remuneration Committee, TRIS Corporation Ltd. - Independent Director and Chairman of the Audit Committee, Post Publishing Public Co., Ltd. - Vice President and Member of the Audit Committee, Thai Vegetable Oil Public Co., Ltd. 	
Past	<ul style="list-style-type: none"> - Senior Assistant Governor, Bank of Thailand 	

Training by Thai Institute of Directors - Audit Committee Program (ACP) Class 6/2005
- Directors Certification Program (DCP) Class 60/2005
- Directors Accreditation Program (DAP) Class 4/2003

Share Holding -

Meeting Attendance in 2009 - Board of Directors' Meeting 6/6
- Executive Board Meeting 12/12

Positions in rival companies/related companies - None -

Profiles of Directors Nominated to be the Company's Directors

Name – Surname Mr. Kentaro Ide

Age 45 **Nationality** Japan



Position in Company Director

Number of years holding a director's position in BLA 1 year

Educational background

- LL.M, University of Michigan Law School, 1996
- B.A. in Law, University of Tokyo, 1989

Work Experiences

Present

- Director, Bangkok Life Assurance Public Co., Ltd.
- Chief Representative, Singapore Representative Office,
Nippon Life Insurance Company

Past

- Deputy General Manager, Corporate Planning Department with holding the post of International Planning & Operations Dept. (Tokyo Headquarters)
- Deputy General Manager, Metropolitan Finance Department (Tokyo Headquarters)
- Deputy General Manager, Corporate Planning Department (Tokyo Headquarters)
- Sales Manager, Sendai Branch (Miyagi)
- Manager, International Planning & Operations Dept. (Tokyo Headquarters)
- Manager, Personnel Management Department (Tokyo Headquarters)
- Assistant Manger, Shinagawa Branch (Tokyo)
- Assistant Manager, Finance Planning Department (Tokyo Headquarters)


Training by Thai Institute of Directors -

Share Holding -

Meeting Attendance in 2009 - Board of Directors' Meeting 4/6 (Joined BLA since 24 March 2009)

Positions in rival companies/related companies - None -

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

Name – Surname	Mr. Sunthorn Arunanonchai	
	Age 68 Nationality Thai	
Position in Company	Chairman of the Audit Committee and Independent Director	
Educational background	<ul style="list-style-type: none"> - Honorary degree, Business, Khonken University - MBA, University of Arkansas, USA - B.sc., Southern Arkansas University, USA - The Joint State- Private Sectors Class 366, The National Defence College of Thailand - Diploma, Politics and Governance in Democratic Systems for Executive Course, King Prajadhipok's Institute - Enrollment in Top Management Program No. 6, the Capital Market Academy 	
Work Experiences		
Present	<ul style="list-style-type: none"> - Chairman of the Audit Committee and Independent Director, Bangkok Life Assurance Public Co., Ltd. - Vice Chairman, Charoen Pokphand Group Co., Ltd. - Director, Charoen Pokphand Foods Public Co., Ltd. - Chairman, Ek-Chai Distribution System Co., Ltd. - President, CP Land Co., Ltd. - Chairman, Rajburi Sugar Co.,Ltd. 	
Training by Thai Institute of Directors	<ul style="list-style-type: none"> - Directors Certification Program (DCP) Class 98/2008 - Directors Accreditation Program (DAP) CP Class 4/2005 	
Share Holding	Holding 458,000 shares (as of 31 December 2009) Which represented 0.038 of the total voting power at that date.	
Meeting Attendance in 2009	<ul style="list-style-type: none"> - Board of Directors' Meeting 4/6 - Audit Committee meeting 8/8 	
Conflicts of Interest in this 27th AGM	- None-	

Articles of association of the Company related with Shareholders' Meeting

Chapter 4 : Board of Directors

21. There are not less than 5 (five) directors of the Company and not less than half of all directors must reside in the kingdom.
22. Not less than three-fourth of all directors must be of Thai nationality.
23. The meeting of shareholders shall elect the board of directors in accordance with the rules and procedures as follows:
 - 23.1 every shareholder shall have one vote for each share of which he/she is the holder.
 - 23.2 each shareholder may exercise all the votes to elect one or several director(s). In the event of electing several directors, he/she may not allot his/her votes to each unequally.
 - 23.3 The election of board of directors shall be affirmed by the majority votes in the meeting.
In case of equal votes, the chairman of the meeting shall have the casting vote.
24. At every annual ordinary meeting, one-third of the directors, or if their number is not a multiple of three, then the number nearest to one-third must retire from office.

The director to retire during the first and the second years following the registration of the Company shall be drawn by lots. In every subsequent year, the directors who have been longest in office shall retire.

A retiring director is eligible for re-election.
25. In addition to the termination of the term, a director shall be retired if he/she :
 - 25.1 dies
 - 25.2 resigns
 - 25.3 lacks some qualifications or is prohibited by the Section 68 of Public Company Limited Act, B.E. 2535.
 - 25.4 is ordered by the resolution of the general meeting of shareholders as stated in clause 28.
 - 25.5 is ordered by the court.
26. In case a director wishes to resign from his/her position, he/she shall submit the resignation letter to the Company. The resignation shall be effective immediately commencing from the date of receiving such letter. The resigning director in the first paragraph may notify a registrar of his/her resignation.

27. Subject to the provisions of clause 28, any vacancy among the members of the board of directors occurring otherwise than by rotation may be filled by the board of directors. An appointed person possessing the full qualifications and not being prohibited by the Public Company Limited Act shall replace in such vacant position in the next meeting of the board of directors, except when the term of office is less than two months.

In the first paragraph, the resolution of the board of directors shall consist of the majority votes not less than three-fourth of the existing directors.

Any appointed person shall retain office only during such time as the director whom he/she replaced would have been entitled to retain the same.

28. The resolution of the general meeting of shareholders may relate to the retirement of a director before the completion of its term, with the majority votes not less than three-fourth of the total directors attending, having the rights to vote and holding shares of not less than half of total shares held by the shareholders attending and having the rights to vote.
29. A director needs not to be a shareholder of the Company.
30. The directors shall elect a director as the chairman of the board of directors.

As the board of directors deems appropriate/fit, one or several director(s) may be elected to be the vice chairman of the board of directors. The vice chairman shall have responsibilities as stated in the articles of business and assigned by the chairman.

31. The meeting of board of directors must consist of directors not less than half of total directors to constitute a quorum. If the chairman is not present at the meeting or is unable to perform duties, the vice chairman shall preside at the meeting. If there is no vice chairman or he/she is unable to perform duties, the directors attending the meeting shall elect one of the other directors to be the chairman at the meeting.

The resolution of the general meeting shall require to be passed by a majority of the votes.

Each director shall have one vote, except for the director obtaining the interests from such vote, shall not be entitled to the vote. In case of equal votes, the chairman of the meeting shall have the casting vote.

32. The chairman of the meeting shall have powers to summon the meeting or call for the meeting. The notice summoning the meeting of the board of directors must be given 7 days in advance prior to the date of meeting. In an urgent case or for the benefits of Company, the notice summoning the meeting may be given by other means and the meeting shall be held earlier.
33. The board of directors shall perform duties according to the law, objectives, articles of association and resolution of shareholders' meeting.

The board of directors shall appoint a director to be the managing director who has powers which the board of directors deems appropriate/fit.

The board of directors may assign one or several directors or other persons to perform any task on behalf of the board of directors.

34. A director is not allowed to engage in a business, enter into a partnership or enter into a directorship of other juristic persons having the same state and being the competitors with the Company's business, except when it is notified at the shareholders' meeting prior to the resolution.
35. A director shall immediately notify the Company of the interests earned from the contract made with the Company, or increasing or decreasing shares or debentures held in the Company or affiliated companies.
36. The meeting shall be held once at least in every 3 months at the area where the head office or branch office is located or at neighboring provinces.
37. The board of directors may appoint the directors to be the board of management who shall be authorized to manage the business of Company assigned by the board of directors and the managing director shall be an executive director by position.

The board of management shall elect an executive director to be the chairman of the board of management. As the board of management deems appropriate/fit, one or several executive directors may be elected to be the vice chairman of the board of management. The vice chairman shall have responsibilities as stated in the articles of business and assigned by the chairman.

The executive director shall be entitled to receive remuneration and gratuity approved at the board of directors' meeting; however, it shall not affect the rights of the executive director to receive the remuneration or other benefits in this article as the director.

38. The chairman of the board of management shall preside at the board of management's meeting. If the chairman is not present at the meeting or is unable to perform duties, the vice chairman shall preside at the meeting. If there is no vice chairman or he/she is unable to perform duties, the directors attending the meeting shall elect one of the other directors to be the chairman at the meeting.

In the board of management's meeting to consider any matter within the power given, a quorum shall consist of not less than half of the total number of board of management.

The resolution of the board of management's meeting shall require to be passed by a majority of the votes. Each director shall have one vote. In case of equal votes, the chairman of the meeting shall have the casting vote.

Any director obtaining interests in the matter shall not be entitled to the vote.

39. The board of directors may appoint the director(s) to be the board of examination according to the number, qualifications, responsibilities assigned by the board of directors.

The board of examination shall elect an examination director to be the chairman of the board of examination.

The examination director shall be entitled to receive remuneration and gratuity approved at the board of directors' meeting; however, it shall not affect the rights of the examination director to receive the remuneration or other benefits in this article as the director.

40. The chairman of the board of examination shall preside at the board of examination's meeting. If the chairman is not present at the meeting or is unable to perform duties, the directors attending the meeting shall elect one of the other directors to be the chairman at the meeting.

The resolution of the board of examination's meeting shall require to be passed by a majority of the votes. Each director shall have one vote. In case of equal votes, the chairman of the meeting shall have the casting vote.

41. The board of directors may establish or dissolve a branch office of the Company.
42. The power of directors to bind the Company is the joint signatures of two directors.
43. The board of directors has powers to consider and amend the name of authorized directors who sign on behalf of the Company and/or make legal acts on behalf of the Company and set up the conditions of authorized signatures of the Company.
44. A director shall be entitled to receive the remuneration in terms of meeting allowance, gratuity, bonus or other forms of benefits considered at the shareholders' meeting which the amount may be fixed, or it is subject to some conditions prescribed from time to time, or it shall be effective until further change, in addition to the allowance and welfare according to the regulations of the Company.

The provisions in the first paragraph shall not affect the rights of staff member or employee elected by the Company to be a director to receive remuneration and benefits as the staff member or employee of the Company.

Chapter 5 : Shareholders' Meeting

45. The board of directors shall hold an Annual Ordinary General Meeting within 4 (four) months from the end of the Company' fiscal period. Other Meetings shall be called Extra-Ordinary Shareholders' Meeting.

The board of directors may call for an Extra Ordinary Shareholders' Meeting at any time it deems appropriate; or when there is a request by shareholders representing at least one-fifth of the total issued shares; or when at least 25 (twenty five) shareholders, holding not less than the aggregate number of one-tenth of the total issued Shares, request the board for a General Meeting. However, the reason for requesting a meeting must be specified in such written request. The board of directors shall hold a meeting within 1 (one) month from the date of request by the shareholders.

46. In calling for General Meetings, the board of directors shall issue a notice specifying the place, the date and the time of the meeting, the agenda and the nature of the business to be transacted together with the appropriate details. Such a notice must be given to the shareholders and the registrar not later than 7 (seven) days prior to the date of the meeting, and published in a newspaper for 3 (three) days consecutively at least 3 (three) days prior to the date of the meeting.
47. Any General Meeting shall require a quorum of at least 25 (twenty five) shareholders or their proxies (if any) attending the meeting or at least half of the shareholders holding at least one-third of the total issued shares.

In the case where one hour after the meeting time has lapsed, a quorum has not been constituted, and if the meeting has been called at the shareholders' request, the meeting shall be cancelled. If the meeting has not been called for at the shareholders' request, another meeting shall be fixed and the notice of the meeting shall be sent to the shareholders 7 (seven) days prior to the meeting. A quorum at the latter meeting is not required.

48. The chairman of the board shall be chairman of the General Meeting. If the chairman is not present at the meeting or is unable to perform duties, the vice chairman shall preside at the meeting. If there is no vice chairman or he/she is unable to perform duties, the shareholders attending the meeting shall elect one of the other shareholders to be the chairman at the meeting.

Every shareholder shall have one vote for each share of which he/she is the holder.

The voting shall take place openly, unless a secret ballot is requested by not less than 5 shareholders and it is approved at the meeting. The method of secret ballot shall be decided by the chairman of the meeting.

49. Resolutions of the shareholders shall consist of the following:
- 49.1 In normal circumstances, a simple majority vote of the shareholders attending. In the case of a tied vote, the chairman shall have the casting vote.
 - 49.2 In the following cases, three-fourth of the total votes represented by all the shareholders attending:
 - (a) Sale or transfer of part or the whole of any essential part of the business of the Company
 - (b) Purchase or receipt of transfer of any other Company's business to the Company
 - (c) Execution, amendment or termination involving lease of part or the whole of an essential part of the business of the Company; assignment of management of the Company by third party, merger with the purpose of sharing profit and loss
 - (d) Amendment of the Company's memorandum or articles of association
 - (e) Increase or decrease the capital of the Company or issuance of the debenture or convertible debenture, issuance of preferred stock or convertible preferred stock, issuance of other securities prescribed by law relating to the securities and exchange, issuance of warrant
 - (f) Amalgamation or winding up of the Company
50. Ordinary meetings shall usually be summoned for the purpose of :
- 50.1 Reviewing the report of the board of directors covering work done during the previous financial period
 - 50.2 Considering approval of the balance sheet and income statement
 - 50.3 Reviewing payment of dividend
 - 50.4 Electing new directors in place of those who must retire
 - 50.5 Appointing auditors and fix their remuneration
 - 50.6 Transacting other business

Rules and procedures to attend the meeting, appoint proxy and cast vote**1. Appointing proxy**

If a shareholder is unable to attend the meeting, he/she may appoint a third party or independent director of the Company to be a proxy to attend the meeting and cast the vote at the shareholders' meeting. The Proxy Form A, Form B or Form C is provided as prescribed by the Department of Business Development, Ministry of Commerce (Attachment 7).

In this respect, if the shareholder is a foreign investor appointing a custodian in Thailand to be a depository, he/she may use the Proxy Form A, Form B or Form C. Other shareholders may use the Proxy Form A or Form B only. The Proxy Form A, Form B or Form C is enclosed with this invitation to the meeting or can be downloaded from the website : www.bla.co.th

1. Appointing a third party to be a proxy

- 1.1) The grantor must appoint only one proxy to attend the meeting and cast the vote.
The number of shares cannot be divided to several proxies for separate votes.
- 1.2) The grantor must complete the Proxy Form, duly signed by the grantor and proxy.
- 1.3) The proxy must present the Proxy Form to an officer of the Company at the place of meeting before attending the meeting.
- 1.4) The shareholder must use the Proxy Form A or Form B only.

2. Appointing an independent director to be a proxy

- 2.1) The grantor may appoint an independent director to be a proxy in the meeting and casting the vote by indicating the name and details of independent director who is Mr. Soonthon Arunanonchai, Independent Director and Chairman of the Board of Examination, 68 years of age, residing at 21, Soi Promsri, Klongtonnua, Watthana, Bangkok 10110

- 2.2) The grantor must complete and sign the Proxy Form, and use the prepaid self-addressed envelope (Attachment 9) to mail to :

The Company Secretary,
Bangkok Life Assurance Public Co., Ltd.
23/115-121, Royal City Avenue, Rama 9 Road,
Bangkapi, Huaykwang,
Bangkok 10310

before the date of meeting or present to the director or person appointed by the director to ensure proper arrangements.

2. Registration and presentation of documents before attending meeting

The Company will start verifying the proxy forms and accepting the registration for attending the meeting as from 08.00 hours at the conference room, 7th Floor, Head Office, Bangkok Life Assurance Public Co., Ltd., 23/115-121, Royal City Avenue, Rama 9 Road, Bangkapi, Huaykwang, Bangkok, according to the enclosed map (Attachment 8)

The persons attending meeting are required to present the following documents for registration before attending meeting (as the case may be):

1. In the case that the shareholder is an individual.

- 1.1) The shareholder attends the meeting in person. The shareholder is required to show valid evidence which is issued by the state agency and bears the photograph of the shareholder as well as the identification number, driver's license or passport (in case of any change of name or last name, the supporting evidence is required.)
- 1.2) The shareholder appoints a proxy.
1. A completed and filled proxy form (Attachment 7), duly signed by both the grantor and proxy with 20-Baht duty stamp affixed.
 2. A copy of identification evidence which is issued by the state agency stated in clause 1.1 above, duly signed by the grantor for certified copy.
 3. Identification evidence issued by the state agency to the proxer with details stated in clause 1.1 above.

2. In the case that the shareholder is a juristic person.

2.1 The shareholder attends the meeting in person.

1. Identification evidence issued by the state agency to the proker with details stated in clause 1.1 above.
2. A copy of certificate of incorporation of shareholder, which is certified a true copy by the authorized person. The certificate must contain a statement showing that the proxy who attends the meeting is authorized to act on behalf of the shareholder.

2.2 The shareholder appoints a proxy.

1. A completed and filled proxy form (Attachment 7), duly signed by both the grantor and proxy with 20-Baht duty stamp affixed.
2. A copy of certificate of incorporation of shareholder, which is certified a true copy by the authorized person. The certificate must contain a statement showing that the proxy who signs the proxy form is authorized to act on behalf of the shareholder.
3. Identification evidence issued by the state agency to the proker with details stated in clause 1.1 above.

3. In the case that the shareholder is not a Thai citizen or is a juristic person incorporated under a foreign law.

The clause 1 and 2 above shall be applied mutatis mutandis to a non-Thai shareholder or a shareholder which is juristic person incorporated under a foreign law, as the case may be, as follows :

- 1.1 The document certifying the identity of the juristic person can be issued by a state agency of the country where the juristic person is based, or by an official of the juristic person. The document must include details of the name of the juristic person, the persons authorized to sign on the juristic person's behalf, as well as any conditions or restrictions imposed on such authorized signatories. The document must also state the address of head office.
- 1.2 Any original document not written in English must be submitted together with English translation, and the representative of the foreign juristic person must certify the accuracy and correctness of translation.

3. Voting and counting

The chairman of the meeting shall notify the method of voting and counting before entering into the agenda of meeting.

1. Voting

- 1.1) One share equals to one vote, unless otherwise stipulated by law. In case of equal votes, the chairman of the meeting shall have the casting vote.
- 1.2) Voting cannot be separated or partial voting is not allowed.
- 1.3) In voting for each agenda, the chairman of the meeting will ask the shareholders to vote to approve, to disapprove, or to abstain with the presented proposal on each agenda.
- 1.4) In case the shareholders who appoint proxies to attend the meeting on their behalf have stated their voting intention in the proxy form, the Company will incorporate the number of their votes as specified by the shareholders in the proxy form into the vote counts in advance, right after the proxies register their attendance of the meeting.

2. Vote counts

- 2.1) In counting votes for each agenda, the Company will count the votes of the shareholders present at the meeting and the votes of the shareholders having appointed proxies, which are recorded by the Company in advance. In the meantime, the votes of the proxies having registered for attendance of the meeting who cast the disapproval votes and the abstained votes will be deducted from the total votes of the shareholders attending the meeting and having the rights to cast a vote for each agenda.
- 2.2) In counting votes at the election of the directors, the Company will count the number of approval votes, disapproval votes and abstained votes.
- 2.3) The results will be given in terms of the number of approval votes, disapproval votes and abstained votes respectively as well as their respective percentage.

Proxy Form**Proxy Assignment**

If shareholders are unable to attend the Annual General Shareholders' Meeting No. 1/2010, the shareholder may assign the Independent Director of the Company, profile as shown in Attachment 4, or an individual as the proxy to attend the meeting and cast vote by choosing one of the following three proxy forms;

1. Form A: General Proxy Form
2. Form B: Specific Proxy Form
3. Form C: Partial Proxy Form (for foreign shareholders who authorize the Custodian in Thailand)



Duty stamp
20 Baht

Proxy form (A)
(General Proxy Form)

Made at
Date..... Month Year.....

(1) I/We..... Nationality
Residing at No. Road..... Sub district.....
District Province Postal Code

(2) as a shareholder of **Bangkok Life Assurance Public Company Limited**
holding a total amount of shares, and is entitled to cast votes
Ordinary share shares, and is entitled to cast votes
Preferred share..... shares, and is entitled to cast votes

(3) hereby appoint

(1) Name..... Age
Residing at No..... Road..... Subdistrict.....
District..... Province..... Postal Code..... or

(2) Name..... Age
Residing at No..... Road..... Subdistrict.....
District..... Province..... Postal Code..... or

(3) Name..... Age
Residing at No..... Road..... Subdistrict.....
District..... Province..... Postal Code..... or

Only one of above is assigned as my/our proxy to attend and vote in the Annual General Shareholders' Meeting No.1/2010 on Tuesday, April 27, 2010 at 09.00 a.m. at the auditorium on the 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No.23/115-121 Royal City Avenue, Rama 9 Road, Bangkapi, Huay kwang, Bangkok or at any adjournment thereof to any other date, time and venue.

Any act (s) undertaken by the Proxy at such meeting shall be deemed as my/our own act (s) in every respect.

Signed Grantor
(.....)

Signed.....Proxy
(.....)

Signed.....Proxy
(.....)

Signed.....Proxy
(.....)

Remarks: A shareholder assigning a proxy can authorize only on proxy to attend the meeting and cast the votes on his/her/their behalf and all votes of a shareholder cannot be split for more than one proxy.



Duty stamp
20 Baht

Proxy form (B)
(Specific Proxy Form)

Made at
Date..... Month Year.....

(1) I/We..... Nationality
Residing at No. Road..... Sub district.....
District Province Postal Code

(2) as a shareholder of **Bangkok Life Assurance Public Company Limited**
holding a total amount of shares, and is entitled to cast votes
Ordinary share shares, and is entitled to cast votes
Preferred share..... shares, and is entitled to cast votes

(3) hereby appoint

(1) Name..... Age
Residing at No..... Road..... Subdistrict.....
District..... Province..... Postal Code..... or

(2) Name..... Age
Residing at No..... Road..... Subdistrict.....
District..... Province..... Postal Code..... or

(3) Name..... Age
Residing at No..... Road..... Subdistrict.....
District..... Province..... Postal Code..... or

Only one of above is assigned as my/our proxy to attend and vote in the Annual General Shareholders' Meeting No.1/2010 on Tuesday, April 27, 2010 at 09.00 a.m. at the auditorium on the 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No.23/115-121 Royal City Avenue, Rama 9 Road, Bangkok, Huay kwang, Bangkok or at any adjournment thereof to any other date, time and venue.

(4) I/We, hereby authorize the Proxy to vote on my/our behalf in this meeting as follows:

Agenda 1 To certify the Minutes of the Annual General Shareholders' Meeting for 2009

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 Approve Not Approve Abstain

Agenda 2 To acknowledge the operating results for 2009

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 Approve Not Approve Abstain



Agenda 3 To approve the Balance Sheet and Statement of Income as at December 31, 2009

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda 4 To approve the appropriation of profit for the year 2009 and determine dividend

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda 5 To approve the appointment of directors replacing those retired by rotation

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - The appointment of the whole Board of Directors
 - Approve Not Approve Abstain
 - The appointment of individual Directors
 - Name Mr. Chai Sophonpanich
 - Approve Not Approve Abstain
 - Name Mr. Chai Navaphand
 - Approve Not Approve Abstain
 - Name Dr. Siri Ganjarerndee
 - Approve Not Approve Abstain
 - Name Mr. Kentaro Ide
 - Approve Not Approve Abstain

Agenda 6 To approve the director's remuneration for 2010

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda 7 To approve the appointment of Company's auditor and determine auditor's remuneration

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda 8 To consider other matters (if any)

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain



(5) The Proxy’s voting on any matters that are not pursuant to what is specified in this Proxy Form is considered invalid and would not be regarded as a shareholders voting.

(6) In case that I/we do not express my/our intention to vote on a particular matter, or do not express my/our intention clearly, or in case that the Meeting considers and resolves matters other than those specified above, as well as the case that there is any amendment made or provision of additional facts, the Proxy is entitled to consider and vote on my/our behalf as the Proxy deems appropriate in all respects.

Any act (s) undertaken by the Proxy at such meeting shall be deemed as my/our own act (s) in every respect.

Signed Grantor
(.....)

Signed.....Proxy
(.....)

Signed.....Proxy
(.....)

Signed.....Proxy
(.....)

Remarks

1. A shareholder assigning a proxy can authorize only on proxy to attend the meeting and cast the votes on his/her/their behalf and all votes of a shareholder cannot be split for more than one proxy.
2. In agenda regarding the appointment of new directors, the appointment can be made for all directors of for individual director.
3. Should the provisions prescribed above are not sufficient to cover all the Proxy’s intentions; the Proxy may use the attached Annex to the Proxy Form B.

Annex to the Form of Proxy (Form B)

Grant of proxy as a shareholder of Bangkok Life Assurance Public Company Limited. At the Annual General Shareholders' Meeting No. 1/2010 on Tuesday, April 27, 2010 at 09.00 a.m. at the auditorium on the 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No.23/115-121 Royal City Avenue, Rama 9 Road, Bangkokpi, Huaykwang, Bangkok or at any adjournment thereof to any other date, time and venue.

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda.....Subject appointment directors (continued)

Name _____
 Approve Not Approve Abstain

Name _____
 Approve Not Approve Abstain

Name _____
 Approve Not Approve Abstain

Name _____
 Approve Not Approve Abstain



Duty stamp
20 Baht

Proxy form (C)

(for foreign shareholders who authorize the Custodian in Thailand)

Made at

Date..... Month Year.....

(1) I/We.....Nationality
Residing at No.Road.....Sub district.....
District Province Postal Code

As the Custodian of (Please specify the fund name / Shareholder name)

As a shareholder of **Bangkok Life Public Company Limited**,

holding a total amount of shares, and is entitled to cast votes

Ordinary shareshares, and is entitled to cast votes

Preferred share.....shares, and is entitled to cast votes

(2) hereby appoint

(1) Name..... Age

Residing at No..... Road.....Subdistrict.....

District..... Province..... Postal Code.....or

(2) Name..... Age

Residing at No..... Road.....Subdistrict.....

District..... Province..... Postal Code.....or

(3) Name..... Age

Residing at No..... Road.....Subdistrict.....

District..... Province..... Postal Code.....or

Only one of above is assigned as my/our proxy to attend and vote in the Annual General Shareholders' Meeting No.1/2010 on Tuesday, April 27, 2010 at 09.00 a.m. at the auditorium on the 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No.23/115-121 Royal City Avenue, Rama 9 Road, Bangkok, Huay kwang, Bangkok or at any adjournment thereof to any other date, time and venue.

(3) The number of votes for which I/We authorize the Proxy to vote in this meeting is

To authorize the Proxy to cast the votes pursuant to the total number of shares

To authorize the Proxy to cast the votes less than the total number of shares

Ordinary Shareshares, and is entitled to cast.....votes

Preference Share.....shares, and is entitled to castvotes

Total votes

(4) I/We, hereby authorize the Proxy to vote on my/our behalf in this meeting as follows:

Agenda 1 To certify the Minutes of the Annual General Shareholders' Meeting for 2009

(a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects

(b) The Proxy may consider the matters and vote on my/our behalf as follows:

Approve

Not Approve

Abstain



Agenda 2 To acknowledge the operating results for 2009

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda 3 To approve the Balance Sheet and Statement of Income as at December 31, 2009

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda 4 To approve the appropriation of profit for the year 2009 and determine dividend

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda 5 To approve the appointment of directors replacing those retired by rotation

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - The appointment of the whole Board of Directors
 - Approve Not Approve Abstain
 - The appointment of individual Directors
 - Name Mr. Chai Sophonpanich
 - Approve Not Approve Abstain
 - Name Mr. Chai Navaphand
 - Approve Not Approve Abstain
 - Name Dr. Siri Ganjarerndee
 - Approve Not Approve Abstain
 - Name Mr. Kentaro Ide
 - Approve Not Approve Abstain

Agenda 6 To approve the director's remuneration for 2010

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda 7 To approve the appointment of Company's auditor and determine auditor's remuneration

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain



Agenda 8 To consider other matters (if any)

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

(5) The Proxy’s voting on any matters that are not pursuant to what is specified in this Proxy Form is considered invalid and would not be regarded as a shareholders voting.

(6) In case that I/we do not express my/our intention to vote on a particular matter, or do not express my/our intention clearly, or in case that the Meeting considers and resolves matters other than those specified above, as well as the case that there is any amendment made or provision of additional facts, the Proxy is entitled to consider and vote on my/our behalf as the Proxy deems appropriate in all respects.

Any act (s) undertaken by the Proxy at such meeting shall be deemed as my/our own act (s) in every respect.

Signed Grantor
(.....)

Signed.....Proxy
(.....)

Signed.....Proxy
(.....)

Signed.....Proxy
(.....)

Remarks

1. Only foreign shareholders as registered in the registration book who authorize the Custodian in Thailand use the Proxy form C.
2. Evidences to be enclosed with the proxy form are :
 - (1) Letter of attorney form shareholder authorizes a custodian to sign the Proxy Form on behalf of the shareholder.
 - (2) Letter of certification to certify that the signer in the Proxy Form have a permit to act as a Custodian.
3. The shareholder assigning a proxy must authorize only one proxy to attend the meeting and cast the votes on his/her/their behalf and all votes of such shareholder cannot be split for more than one proxy.
4. In agenda regarding the appointment of new directors, the appointment can be mad for all directors or for individual director.
5. Should the provisions prescribed above are not sufficient to cover all the Proxy’s intentions; the Proxy may use the attached Annex to the Proxy Form C.

Annex to the Form of Proxy (Form C)

Grant of proxy as a shareholder of Bangkok Life Assurance Public Company Limited. At the Annual General Shareholders' Meeting No. 1/2010 on Tuesday, April 27, 2010 at 09.00 a.m. at the auditorium on the 7th floor, Head Office, Bangkok Life Assurance Public Company Limited No.23/115-121 Royal City Avenue, Rama 9 Road, Bangkokpi, Huaykwang, Bangkok or at any adjournment thereof to any other date, time and venue.

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda.....Subject.....

- (a) The Proxy may consider the matter and vote on my/our behalf as the proxy deems appropriate in all respects
- (b) The Proxy may consider the matters and vote on my/our behalf as follows:
 - Approve Not Approve Abstain

Agenda.....Subject appointment directors (continued)

Name _____
 Approve Not Approve Abstain

Name _____
 Approve Not Approve Abstain

Name _____
 Approve Not Approve Abstain

Name _____
 Approve Not Approve Abstain



สถานที่ตั้งบริษัท กรุงเทพประกันชีวิต จำกัด (มหาชน)

