



(Translation)

**Minutes of the Annual General Shareholders' Meeting No.1/2011  
of Bangkok Life Assurance Public Co., Ltd.**

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**Date, Time & Place**

The Meeting was held on 26 April 2011, at 09.00 a.m., at the auditorium on 7<sup>th</sup> floor, Head Office, Bangkok Life Assurance Public Company Limited No. 23/115-121, Royal City Avenue, Rama 9 Road, Bangkok, Huaykwang, Bangkok.

**The attending directors:-**

- |                               |   |
|-------------------------------|---|
| 1. Mr. Choedchu Sophonpanich  | Chairman / Chairman of the Executive Board of Directors   |
| 2. Mr. Sunthorn Arunanondchai | Independent Director / Chairman of the Audit Committee  |
| 3. Mr. Pramote Pasuwat        | Independent Director / Member of the Audit Committee /<br>Chairman of the Risk Management Committee                             |
| 4. Dr. Siri Ganjarerndee      | Independent Director / Chairman of Nominating and<br>Remuneration Committee / Executive Director                                |
| 5. Mr. Naoki Ban              | Director / Member of Nominating and Remuneration Committee<br>/ Executive Director / Member of the Risk Management<br>Committee |
| 6. Mrs. Ruchanee Nopmuang     | Director / Member of Nominating and Remuneration Committee  |
| 7. Mrs. Savitri Ramyarupa     | Director / Executive Director   |
| 8. Mr. Chai Navaphand         | Independent Director / Executive Director   |
| 9. Mr. Pradit Rodloytuk       | Independent Director / Member of the Audit Committee  |
| 10. Mrs. Prapaivan Limsong    | Director  |
| 11. Mr. Kentaro Ide           | Director  |
| 12. Mr. Chone Sophonpanich    | Director / Executive Director / President   |

**Absent directors:-**

- |                          |                              |
|--------------------------|------------------------------|
| 1. Mr. Chai Sophonpanich | Performed business in abroad |
| 2. Mr. Takeshi Furuichi  | Performed business in abroad |



**The company's managements attending the Meeting:-**

- |                               |  |
|-------------------------------|--|
| 1. Mr. Sanor Thampipattanakul | Executive Vice president of the Investment Division    |
| 2. Mrs. Chantana Vimuktanon   | Senior Vice President, Life Operation Division         |
| 3. Mr. Chatchai Chotanakarn   | Senior Vice President, Information Technology Division |
| 4. Mrs. Jarupa Jemvitilerd    | Vice President, Accounting Department                  |
| 5. Mr. Sommai Lertsittipan    | Vice President, Actuary Department                     |
| 6. Mr. Komsorn Chonsuvanavat  | Vice President, Legal Office                           |

**The company's auditor:-**

- |                        |   |
|------------------------|---|
| 1. Mrs. Nonglak Pumnoi | Certified Accounting Auditor, Ernst & Young Co., Ltd. |
|------------------------|---|

**Participant observation of meetings and voting:-**

- |                               |   |
|-------------------------------|---|
| 1. Ms. Panittha Puapunwattana | The Stock Exchange of Thailand                              |
| 2. Mr. Nol Sughondhabirom     | Kanung & Partner Law Offices Company Limited                |
| 3. Ms. Piyarat Khunjit        | Volunteer representative rights, Thai Investors Association |

**The Meeting was started at 9.10 A.M.**

The Secretary clarified the practice of voting on each agenda item by opening the clip as the details were as follows:-

**Procedures for attending the meeting and voting in the agendas.**

1. The meeting agreed that the agenda would be proposed by the Chairman item by item as specified in the invitation letter and the shareholders would be asked to raise any questions they might have or express their opinions (after raising their hands and stating their full name) before voting on each item. Each proxy had to inform the meeting of the shareholder he or she represented before expressing an opinion.
2. Each shareholder was entitled to one vote for each share he or she held. If votes are equal, The Chairman arbitrates one vote.
3. Each shareholder shall not be entitled or eparated to allot his votes.
4. The meeting agreed that shareholders who wanted to disagree of, or abstain from voting, should mark either the disagree or abstention boxes and sign the ballot paper before it was collected by the Company's officers, and the Company would then deduct these votes or abstentions from the total eligible votes in the meeting in order to determine the number of approval votes. As no objection was raised or comments made by the shareholders, it was deemed that the meeting agreed to this method of voting.
5. For the agenda of approval for the election of directors replacing those retired by rotation, the Company's officers collected all ballots from the shareholders (whether it specifies approve, disapprove or abstain) to calculate the votes. The meeting agreed that shareholders should mark the approve, disapprove or abstain boxes and sign the ballot paper before it was collected by the Company's officers. All ballots were collected by the Company's officers in order to conclude the resolution. The shareholders who already indicated their vote in the proxy form, the proxy did not receive the ballot upon registration and the resolution was based on their vote as indicated in the proxy form.
6. The resolution for each item on the agenda would be displayed on the large screen in the meeting room.



The Chairman welcomed all shareholders and summarized number of shareholders attending the Meeting and entitled to vote as follows:-

Personally attended shareholder:	78 persons,	equaled to	238,111,613 shares
Proxies:	98 persons,	equaled to	562,004,875 shares
Total:	176 persons,	equaled to	800,116,488 shares

Or 66.6764% of total sold shares which constituted a quorum and the Meeting was requested to consider the matters according to the following agendas:-

**Agenda 1: To certify the Minutes of the Annual General Shareholders' Meeting, No. 1/2010**

The Chairman proposed the Meeting to certify the Minutes of the Annual General Shareholders' Meeting, No. 1/2010 as the company had delivered copy of such Minutes to the shareholders for consideration in advance together with invitation letter.

The Chairman subsequently provided opportunity for the shareholder to inquire and express additional comment. Since no shareholder inquired any question, the Meeting was thus proposed to consider and resolve to certify the Minutes of the Annual General Shareholders' Meeting, No. 1/2010.

**Resolution:** The Meeting, by majority votes resolved to certify the Minutes of the Annual General Shareholders' Meeting, No. 1/2010 based on following votes:-

- Approved	956,583,910	votes, or	100.0000%
- Disapproved	0	votes, or	0.0000%
- Abstained	0	votes, or	0.0000%
Total	956,583,910	votes, or	100.0000%

**Agenda 2: To acknowledge the operation result for 2010**

The Chairman assigns the President to report the Company's operating result for the year 2010. Detail as follows.

The Company's total assets amount to 88,746 million baht compared with 68,340 million baht in 2009, representing an increase of 29.86 percent. The majority of assets are investment assets, amounting to 85,864 million baht or about 96.75 per cent of total assets.

Meanwhile, life policy reserve increased to 69,203 million baht from 53,558 million baht in 2009, representing an increase of 29.21 percent. Shareholders' equity amounted to 10,917 million baht, increasing from 7,232 million baht in 2009 due to the net profit growth and the market value of long-term investments increased by investment in the capital market. This resulted in the Company's financial strength as evidence by the 11,353 million baht of capital fund, which was 820 percent higher than the regulator's requirement.

The revenue from sales in 2010, the Company's first year premium income amounted to 8,968 million baht from 6,885 million baht in 2009, representing an increasing of 31.93 percent. Meanwhile, renewal year premium amounted to 17,014 million baht from 13,028 the previous year, representing an increase of 30.6 percent. With high premium collection rate of 93%, the Company's total premium income amounted to 25,982 million baht from 19,913 million baht in 2009, representing an increase of 30.48%. The majority of premiums are from Bancassurance channel which represented 81.48 percent of first year premium and 56.88 percent of total premium. The Bancassurance channel's first year premium amounted to 7,308 million baht, or an increase of 56.4 percent from last year, while renewal year premium amounted to 7,470 million baht, or 87.78 percent increase from last year.



In summary, total premium income amounted to 14,778 million baht, representing an increase of 70.83 percent

In comparison with the total industry, the Company's first year premium represented 9.72% market share, an increase of 31.93%, which was higher than the industry average of 6.68%. Meanwhile, total premium represented 8.89% market share, an increase of 32.35% which was higher than the industry average of 14.32%.

As for investment side, the Company's investment assets amounted to 85,864 million baht at the end of 2010. The majority of investment assets were invested in government bonds, Bank of Thailand bonds, State Enterprise bonds, and corporate debentures with high creditworthiness. Investment assets in this category amounted to 85.72 percent, while investment in equities, unit trusts and loan accounted for 9.17 percent, 2.60 percent and 2.51%, respectively. Reflecting this investment allocation, interest and dividend income, which were stable overtime, were the major part of total investment income. In 2010, the Company's total investment income amounted to 3,987 million baht from 3,073 million baht in 2009 representing an increase of 29.74 percent, due partly to 451 million baht gain from security trading following the improvement in the SET. Meanwhile, average return on investment was 5.35 percent compare with 5.45 percent in the previous year.

In 2010, the Company's operating expenses were efficiently kept under control. Operating expenses amounted to 1,229 million baht, an increase of 10.58 percent in line with business expansion. However, operating expenses to net premium ratio declined to 4.73% from 5.66% last year. This resulted in the Company's net profit of 2,796 million baht or 2.33 baht per share, increasing from the previous year which posted the net profit of 1,186 million baht or 1.12 baht per share, representing an increase of 135.85 percent. Meanwhile, return on equity was 30.82 percent.

In 2010, the Company has Embedded Value amounted to 21,834 million baht or 18.20 baht per share, an increase of 67.71 percent from the past year, and Value of 1 year New Business amounted to 2,122 million baht or 1.80 baht per share, an increase of 58.12 percent from the past year.

In addition to the company's business had built stability to the life and family, the company also committed to reward the society as the company had continuous project to build opportunity for rural children to more access the education opportunity by spreading assistance to all regions of the country including other CSR, social, religion, environment aspects, through activities of the Company's agents and employee, for example, the helping victims of circumstances, construction of a check dam, reforestation, support for building and renovation of school buildings, ...ect.

The Chairman granted shareholders opportunity to inquire and give additional comment and no shareholders inquired any question.

**Resolution:** The Meeting acknowledged report of the Board of Directors about operating result for 2010.

**Agenda 3: To approve the financial statements for the fiscal year ended December 31, 2010**

The Chairman proposed the Meeting to approve the Balance Sheet and Statement of Income for the year ended as at 31 December 2010 which was reviewed from the Audit Committee of the Company and Mrs. Nonglak Phumnoi, the certified accounting auditor, license No. 4172 from Ernst & Young Co., Ltd. had audited and signed to certify thereof. For details of Balance Sheet and Statement of Income was appeared in Financial Statements page 78 - 122 of annual report of the company.



The Chairman granted shareholders opportunity to inquire and give additional comment.

- Question: The shareholder inquired about the financial statements of the company.
- What are the definition of policy reserve and unpaid policy benefits?
  - How does the Company recognize revenue, earned premium and premium receivables in accounting?
  - Does the source of fund used to repay policyholders derive from investment income?

- Answer: The president and the company's management clarified the issues as follows:-
- The policy reserve is reserve to pay obligations including claims and other benefit payments in the future. The unpaid policy benefits include claims, maturity or policy dividends that have not yet been paid out.
  - The Company recognizes an earned premium in the year that it receives the premium. However, as an insured contract is normally committed for long term period, the company needs to set aside the reserve to repay policyholders in the future.
  - Source of fund used to pay benefit payments comes from part of investment income.

The Chairman thus proposed the Meeting to approve the financial statements for the fiscal year ended December 31, 2010

**Resolution:** The Meeting, by majority votes of shareholders attending the meeting and casting votes, approved the Balance Sheet and Statement of Income for the year ended as at December 31, 2010 which was reviewed by the Audit Committee of the company and audited and signed by Mrs. Nonglak Phumnoi, the certified accounting auditor, License No. 4172 from Ernst & Young Co., Ltd. subject to the following votes:-

- Approved	958,540,810	votes, or	99.9999%
- Disapproved	0	votes, or	0.0000%
- Abstained	500	votes, or	0.0001%
Total	958,541,310	votes, or	100.0000%

**Agenda 4: To approve the appropriation of profit for the year 2010 and determine dividend payment**

The Chairman declared to the Meeting that pursuant to the Public Company Limited Act, Section 116 and Articles of Association, clause 55 which determined that the company was required to allocate a part of annual net profit as reserves not less than 5% of net annual profit less accrued loss brought forward (if any) until such reserved amount shall reach 10% of registered capital. In present, the company has statutory reserves total 122 million baht which is fully reached 10% of registered capital, that means the company is not necessary to allocate profit as statutory reserve for 2010.

The Chairman additionally declared about dividend payment policy of the company at the rate not lower than 25% of net profit. The Board of Directors therefore proposed the Meeting to approve dividend payment for operating result in 2010 at the rate of 0.60 baht per share, total 720 million baht or 25.75% of net profit after deduction of corporate tax. In this regard, the company had paid interim dividend on 16 September 2010 at the rate of 0.20 baht per share or 240 million baht. The company shall thus make final dividend payment at the rate of 0.40 baht per share or 480 million baht which was paid on May 24, 2011. Record date for the right to receive dividend payment will be on 9 May 2011 and the closing date of register book will be on 10 May 2011.



The Chairman granted shareholders opportunity to inquire and give additional comment.

**Question:** Referring to the Agenda of registered capital raising to be used as reserve for the exercise of warrant. Would the company need to increase its statutory reserve?

**Answer:** The Chairman clarified that in this meeting, the shareholders will consider an approval a decrease and increase of registered capital, however, the net of registered capital will be the same at 1,220 MB. As a result, the company has no needs to increase the statutory reserve.

The Chairman thus proposed the Meeting to approve the appropriation of profit for the year 2010 and determine dividend payment.

**Resolution:** The Meeting, by majority votes of shareholders attending the meeting and casting votes, approved the dividend payment for result of the year 2010, at the rate of 0.60 baht per share, total 720 million baht or 25.75% of net profit after deduction of corporate tax. In this regard, the company had paid interim dividend on 16 September 2010 at the rate of 0.20 baht per share or 240 million baht. The company shall thus make final dividend payment at the rate of 0.40 baht per share or 480 million baht which was paid on May 24, 2011. Record date for the right to receive dividend payment will be on 9 May 2011 and the closing date of register book will be on 10 May 2011, based on the following votes:-

- Approved	968,702,510	votes, or	99.9999%
- Disapproved	0	votes, or	0.0000%
- Abstained	500	votes, or	0.0001%
Total	968,703,010	votes, or	100.0000%

**Agenda 5: To approve the election of directors replacing those retired by rotation**

The Chairman declared to the Meeting that pursuant to the Articles of Association clause 24 which stipulated that in all Annual General Meeting, one-third or nearly one-third of directors were retired of which in this year there were 5 retired directors, as follows:-

- (1) Mr. Sunthon Arunanondchai
- (2) Mr. Pradit Rodloytuk
- (3) Mr. Pramote Pasuwat
- (4) Mrs. Prapivan Limsong
- (5) Mr. Chone Sophonpanich

The Chairman subsequently declared that the Board of Directors has considered the proposal of the Nominating and Remuneration Committee and deemed appropriate that all those five retired directors were all seniors, knowledgeable, high experience and had well performed their duties as the company directors, it was thus deemed appropriate to propose the Meeting to reappoint those five retired to reassume their position for another one rotation as considered by the Recruitment Committee.



However, in order to adhere to the principles of good governance of the Stock Exchange of Thailand, the Company kept all voting card either agreed, disagreed or suspended vote.

The Chairman granted shareholders opportunity to inquire and give additional comment and no shareholders inquired any question, the Chairman thus proposed the Meeting to approve the election of directors replacing those retired by rotation.

**Resolution:** The Meeting, by majority votes of shareholders attending the meeting and casting votes, resolved to appoint Mr. Sunthon Arunanondchai to reassume the same position for another rotation based on the following votes:-

- Approved	965,954,906	votes, or	96.4661%
- Disapproved	35,364,100	votes, or	3.5317%
- Abstained	21,900	votes, or	0.0022%
Total	1,001,340,906	votes, or	100.0000%

**Resolution:** The Meeting, by majority votes of shareholders attending the meeting and casting votes, resolved to appoint Mr. Pradit Rodloytuk to reassume the same position for another rotation based on the following votes:-

- Approved	1,000,960,406	votes, or	99.9572%
- Disapproved	406,300	votes, or	0.0406%
- Abstained	21,800	votes, or	0.0022%
Total	1,001,388,506	votes, or	100.0000%

**Resolution:** The Meeting, by majority votes of shareholders attending the meeting and casting votes, resolved to appoint Mr. Pramote Pasuwat to reassume the same position for another rotation based on the following votes:-

- Approved	1,001,310,006	votes, or	99.9917%
- Disapproved	26,500	votes, or	0.0026%
- Abstained	57,000	votes, or	0.0057%
Total	1,001,393,506	votes, or	100.0000%

**Resolution:** The Meeting, by majority votes of shareholders attending the meeting and casting votes, resolved to appoint Mrs. Prapivan Limsong to reassume the same position for another rotation based on the following votes:-

- Approved	1,001,319,506	votes, or	99.9905%
- Disapproved	42,000	votes, or	0.0042%
- Abstained	53,300	votes, or	0.0053%
Total	1,001,414,806	votes, or	100.0000%

**Resolution:** The Meeting, by majority votes of shareholders attending the meeting and casting votes, resolved to appoint Mr. Chone Sophonpanich to reassume the same position for another rotation based on the following votes:-

- Approved	1,001,246,406	votes, or	99.9810%
- Disapproved	43,500	votes, or	0.0043%
- Abstained	146,800	votes, or	0.0147%
Total	1,001,436,706	votes, or	100.0000%



**Agenda 6: To approve the director’s remuneration for 2011**

The Chairman proposed the Meeting to approve the director’s remuneration for 2011 as proposal of the Nominating and Remuneration Committee who had considered about remuneration of director and sub-committee by considering on knowledge, ability, suitability to the duties and responsibility of directors including business expansion and profit growth of the company, of which, details of director’s remuneration was appeared in annual report of the company page 75. It was thus deem appropriate to propose the Annual General Shareholders’ Meeting to approve the directors’ remuneration for 2011 according to the proposal of the Nominating and Remuneration committee within not exceeding 13 million baht which was increased from former approved 12 million baht or 8.33% increasing.

The Chairman granted shareholders opportunity to inquire and give additional comment and no shareholders inquired any question, the Chairman thus proposed the Meeting to approve the director’s remuneration for 2011.

**Resolution:** The Meeting, by majority votes of shareholders attending the meeting and casting votes, approved the directors’ remuneration for 2011 within not exceeding 13 million baht based on following votes:-

- Approved	1,001,638,110	votes, or	100.0000%
- Disapproved	0	votes, or	0.0000%
- Abstained	500	votes, or	0.0000%
Total	1,001,638,610	votes, or	100.0000%

**Agenda 7: To approve the appointment of company’s auditor and determine auditor’s remuneration**

The Chairman assigned Mr. Sunthorn Arunanondchai, Chairman of the Audit Committee to propose the Meeting to approve the appointment of company’s auditor and determine auditor’s remuneration according to the following details:-

The Chairman of Audit Committee reported that the Audit Committee then proposed the Meeting to approve the appointment of company’s auditor and determine auditor’s remuneration which was not increased from last year from Ernst & Young Co., Ltd. who had good experience and acceptable fame follows:-

- |                                |  |
|--------------------------------|--|
| (1) Mr. Sophon Permsirivallop, | Certified Accounting Auditor, License No.3182 or |
| (2) Mrs. Nonglak Pumnoi,       | Certified Accounting Auditor, License No.4172 or |
| (3) Ms. Ratana Jala            | Certified Accounting Auditor, License No.3734 or |
| (4) Ms. Somjai Khunapasut      | Certified Accounting Auditor, License No.4499    |

Whereby either auditor would audit and express comment toward Financial Statements of the company and determine the auditor’s remuneration for 2011 at 1,450,000 baht, within not exceeding 700,000 baht for audited the risk based capital report (if any).

The Chairman granted shareholders opportunity to inquire and give additional comment and no shareholders inquired any question, the Chairman thus proposed the Meeting to approve the appointment of company’s auditor and determine auditor’s remuneration.





**Resolution:** The Meeting, by majority votes of shareholders attending the meeting and casting votes, resolved to appoint the Certified Accounting Auditor from Ernst & Young Co., Ltd. as follows:-

- |                                |  |
|--------------------------------|--|
| (1) Mr. Sophon Permsirivallop, | Certified Accounting Auditor, License No.3182 or |
| (2) Mrs. Nonglak Pumnoi,       | Certified Accounting Auditor, License No.4172 or |
| (3) Ms. Ratana Jala,           | Certified Accounting Auditor, License No.3734 or |
| (4) Ms. Somjai Khunapasut,     | Certified Accounting Auditor, License No.4499    |

Whereby either auditor would audit and express comment toward Financial Statements of the company and determine the auditor's remuneration for 2011 at 1,450,000 baht, and within not exceeding 700,000 baht for audited the risk based capital report (if any) based on following votes:-

- Approved	1,001,818,110	votes, or	100.0000%
- Disapproved	0	votes, or	0.0000%
- Abstained	500	votes, or	0.0000%
Total	1,001,818,610	votes, or	100.0000%

**Agenda 8: To approve the cancellation of unallotted warrants**

The Chairman declared to the Meeting that as the company had issued warrants for allotment to the employees total 20,000,000 units of which 12,850,000 units were allotted and the remaining 7,150,000 units were unallotted. In this regard, the company was required to completely allot thereof within 1 year after being approve to issue warrants by office of the Securities and Exchange Commission. It was deemed appropriate to propose the Annual General Shareholders' Meeting to consider cancellation of those 7,150,000 units of unallotted warrants.

The Chairman granted shareholders opportunity to inquire and give additional comment and no shareholders inquired any question, the Chairman thus proposed the Meeting to approve the cancellation of unallotted warrants.

**Resolution:** The Meeting, by more than three-fourths of shareholders attending the meeting and casting votes, approved the cancellation of those 7,150,000 units of unallotted warrants based on following votes:-

- Approved	1,001,818,110	votes, or	100.0000%
- Disapproved	0	votes, or	0.0000%
- Abstained	500	votes, or	0.0000%
Total	1,001,818,610	votes, or	100.0000%

**Agenda 9: To approve the decrease of registered capital**

The Chairman declared to the Meeting that in present, the company's register capital is 1,220,000,000 baht which is consisted of 1,220,000,000 ordinary shares at par value 1 baht/share, already paid up 1,200,000,000 shares or amount to 1,200,000,000 baht and reserved to support conversion of warrants 20,000,000 shares or amount to 20,000,000 baht.

The Chairman propose the Meeting to approve the decrease of registered capital in order to respond the cancellation of unallotted warrants 7,150,000 units as considered in Agenda 8 above. Therefore, the company's register capital is 1,212,850,000 baht, which is consisted of 1,212,850,000 ordinary shares at par value 1 baht/share.



The Chairman granted shareholders opportunity to inquire and give additional comment and no shareholders inquired any question, the Chairman thus proposed the Meeting to approve the decrease of registered capital.

**Resolution:** The Meeting, by more than three-fourths of shareholders attending the meeting and casting votes, approved the decrease of registered capital from formerly 1,220,000,000 baht to 1,212,850,000 baht, divided into 1,212,850,000 shares based on following votes:-

- Approved	1,001,875,010	votes, or	100.0000%
- Disapproved	0	votes, or	0.0000%
- Abstained	500	votes, or	0.0000%
Total	1,001,875,510	votes, or	100.0000%

**Agenda 10: To approve the amendment of Company's memorandum clause 4 in consistent with the decrease of registered capital**

The Chairman declared to the Meeting that to correspond with the decrease of registered capital, the Meeting was thus proposed to approve the amendment of company's memorandum clause 4 from formerly the registered capital is 1,220,000,000 baht which is consisted of 1,220,000,000 ordinary shares at par value 1 baht/share, to be amended to 1,212,850,000 baht which is consisted of 1,212,850,000 ordinary shares at par value 1 baht/share.

The Chairman granted shareholders opportunity to inquire and give additional comment and no shareholders inquired any question, the Chairman thus proposed the Meeting to approve the amendment of Company's memorandum clause 4 in consistent with the decrease of registered capital

**Resolution:** The Meeting, by more than three-fourths of shareholders attending the meeting and casting votes, approved the amendment of Company's memorandum clause 4 in consistent with the decrease of registered capital based on following votes:-

- Approved	1,001,876,510	votes, or	100.0000%
- Disapproved	0	votes, or	0.0000%
- Abstained	500	votes, or	0.0000%
Total	1,001,877,010	votes, or	100.0000%

**Agenda 11: To approve the issuance and allotment of warrants to the company's employee and/or management**

The Chairman declared to the Meeting that during the past, the company's business was greatly expanded in consistent with the expansion of life insurance business, in addition to the business operation was developed and more complicated, the qualified personnel was thus insufficient to the demand. The issuance of warrants and allotment to company's employee and/or management of the company was one way to enhance the performance efficiency, maintain existing personnel and recruit new personnel of the company to promote will power of employee to industriously work and to be loyal to the company which shall promote success to business operation of the company in long term.

It is deemed appropriate to propose the Meeting to approve the issuance and allotment of warrants, BLA-W2 to the company's employee and/or management total 7,150,000 units subject to the following details as follows:-



1. Type of warrant : Name specified and non-negotiable warrant
2. Number : 7,150,000 shares
3. Validity : 5 years commencing from the issuance date or after resigned from the company depending on whichever is the earlier
4. Duration of exercising : The first time upon completion 3 years commencing from the issuance date and subsequently on every last working day of March, June, September and December
5. Exercising rate : 1 warrant per 1 ordinary share
6. Price : Closing price as at 25 April 2011
7. Other conditions : In case of the holder of warrant is died, the heir is able to exercise its right to convert within 4 months following from the date of death.

In this regard, the Board of Directors and/or the authorized person shall consider details of allotment to the employee and/or any management, amount, duration including other conditions as deemed appropriate.

The Chairman granted shareholders opportunity to inquire and give additional comment and no shareholders inquired any question, the Chairman thus proposed the Meeting to approve the issuance and allotment of warrants to the company's employee and/or management.

**Resolution:** The Meeting, by more than three-fourths of shareholders attending the meeting and casting votes, approve the issuance and allotment of warrants to the company's employee and/or management based on following votes:-

- Approved	1,002,022,110	votes, or	99.9976%
- Disapproved	24,000	votes, or	0.0024%
- Abstained	500	votes, or	0.0000%
Total	1,002,046,610	votes, or	100.0000%

**Agenda 12 To approve the increase of registered capital to reserve for the exercise of warrant**

The Chairman declared to the Meeting that to correspond with the resolution to issue and allot warrant, the Meeting is thus proposed to approve the increase of registered capital of the company from formerly 1,212,850,000 baht to 1,220,000,000 baht by issuing new 7,150,000 shares at 1 baht/share to support the exercise of warrant, BLA-W2.

The Chairman granted shareholders opportunity to inquire and give additional comment and no shareholders inquired any question, the Chairman thus proposed the Meeting to approve the increase of registered capital to reserve for the exercise of warrant.

**Resolution:** The Meeting, by more than three-fourths of shareholders attending the meeting and casting votes, approved the increase of registered capital to reserve from formerly 1,212,850,000 baht to 1,220,000,000 baht for the exercise of warrant based on following votes:-

- Approved	1,002,080,810	votes, or	100.0000%
- Disapproved	0	votes, or	0.0000%
- Abstained	500	votes, or	0.0000%
Total	1,002,081,310	votes, or	100.0000%



**Agenda 13: To approve the amendment of company’s Memorandum clause 4 in consistent to the increase of registered capital**

The Chairman declared to the Meeting that to correspond with the decrease of registered capital, the Meeting was thus proposed to approve the amendment of company’s memorandum clause 4 from formerly the registered capital is 1,212,850,000 baht which is consisted of 1,212,850,000 ordinary shares at par value 1 baht/share, to be amended to 1,220,000,000 baht which is consisted of 1,220,000,000 ordinary shares at par value 1 baht/share.

The Chairman granted shareholders opportunity to inquire and give additional comment.

**Question:** How did the relevance of decreasing of registered capital in Agenda 10 and increasing of registered capital in Agenda 13?

**Answer:** The Chairman clarified that decreasing and increasing of registered capital in Agenda 10 and 13 respectively, their were the legal process of the cancellation of unallotted warrants in Agenda 8 and the issuance and allotment of warrants to the company’s employee and / or management in Agenda 11.

The Chairman thus proposed the Meeting to approve the amendment of company’s Memorandum clause 4 in consistent to the increase of registered capital.

**Resolution:** The Meeting, by more than three-fourths of shareholders attending the meeting and casting votes, approved the amendment of company’s Memorandum clause 4 in consistent to the increase of registered capital based on following votes:-

- Approved	1,002,147,510	votes, or	100.0000%
- Disapproved	0	votes, or	0.0000%
- Abstained	500	votes, or	0.0000%
Total	1,002,148,010	votes, or	100.0000%

**Agenda 14: Others (if any)**

The Chairman granted shareholders opportunity to inquire and give additional comments as the follows:-

**Question:** Currently, the Company invests in baht 2,000 million of government bonds, maturing in 1 year and receiving a yield of 4.61%. Should the Company rollover these short-term bonds for 10-year government bonds, it will receive a lower yield of 3.70%. How the Company would then be able to maintain or achieve higher total returns in order to meet its funding costs?

**Answer:** The President clarified that it is true that the returns from low-risk fixed-income securities are the Company’s main investment income. However, it is worth noting that of the total investment assets, 9% is allocated to equity investment portfolio which gives the Company higher returns, under well-managed risks.

**Question:** Potential to expand future investment in overseas

**Answer:** The President explained that the Company always interesting in foreign investment as long as it is in compliance with the OIC regulations.



- Question: Details of the company's lending as well as its NPLs.
- Answer: The EVP - Investment Division illustrated that the Company has a very small-sized lending, mostly Policy Loan. Under this type of loan, policyholders can borrow from their cash value and thus the Company has no exposure to any level of risks. Apart from that, the Company also allows secured loans. The proportion of this type of loans, nevertheless, accounts for less than 1% of the total investment assets. The Company currently enjoys very low NPL ratio.
- Question: Would it be possible for the company to share branch offices with Bangkok Insurance in order to expand its distribution channels?
- Answer: The President responded that the Company always realises the importance of cooperation amongst the Group to create maximum benefits for the shareholders. However, the Company believes that all of the agencies are being served with well-fit branches in terms of both sizes and spaces.
- Question: Could the Company explain underlying intentions on the pension products which is only available for less-than-55-year-old customers while limiting those aged between 55 and 60?
- Answer: The President noted that the Company's pension products and markets are currently in a very early stage of development. They will be improved incessantly to serve the highest benefits for the customers in the future. To devise any products, however, aside from taking customers' needs into account, the Company also needs to consider reserve requirements as well as other legislations.
- Question: Details of marketing and advertising activities to compete with the company's rivals
- Answer: The President illustrated that the Company always prioritise each type of expenditure to benefit the shareholders. Recently, the Company has been exploiting more advertising activities to drive product sales. Although the Company's advertisement is less experienced by potential/existing customers compared to the competitors', it should be noted that the Company has been expending budgets efficiently to develop quality of distribution channels via both bancassurance and agents which have more significant impacts on the sustainability of profitability.
- Suggestion: The Company should re-design its website as well as devise marketing activities including selling and promotions to boost the market share. Certain shareholders viewed the Company's competitors' websites and marketing and promotions as more competitive and attractive. Besides, it would be more beneficial if the potential/existing customers are able to conduct self check on each product's information e.g. benefits and premiums, apart from making direct contacts with the agents.
- Answer: The President appreciated for all of the suggestions and promised to take all of the issues into consideration.



- Question: Feasibility of future M&A activities and their advantages to the Company.  
Answer: The President responded that M&A activities assist a company grow rapidly and sizably. Currently, the Company has no plan on this issue while further consideration will depend upon market situations.
- Question: Details of financial performance as for 1Q11 and potential business growth in 2011  
Answer: The President clarified that the details of 1Q11 financial performance is yet publicly available. However, the company can give views on growth potential of life insurance business in 2011 that the overall business will be performing well throughout this year. This will be strongly supported by the OIC which expects to boost Policy per Population ratio from 27% to 40% in the next four years. Moreover, premium to GDP ratio of 3% that is still presently relatively below overseas benchmark should also be driven up. Last but not least, the government supporting scheme to stimulate pension product purchases and offer tax deduction is another key factor considerably driving the business growth.
- Question: Referring to the Company's past performance, premium income growth mostly derived from bancassurance channel while those from agent channel declined markedly. How would the Company boost its premium income through agent channel while also being able to sustain growth of bancassurance channel? Another question related to the Company's products concerns the possibility of a new product to replace "Gain 1<sup>st</sup> 248" that has been cancelled.  
Answer: The President elucidated that the Company has strong emphasis on quality development of all distribution channels. In terms of market share, currently, the Company ranks No.2 for bancassurance channel and No.7 for agent channel where both of the channels have strong potential to grow further. To enhance quality of the agents, the Company expects to not only increase the number of agents awarded *Thailand National Quality Awards (TNQA)* but also develop their skills ready to serve as a financial advisor who is able to create extra-value-added services to customers. This scheme will be successfully fulfilled by the cooperation amongst the Group. Presently, there are 100 of the Company's agents holding Single License, which is expected to reach 150 in 2011 and 200 in 2013. Besides, the potential income growth from bancassurance channel will remain higher than that of agents. It will further focus on Credit Life. Referring to the last question, it can be explained that sales of "Gain 1<sup>st</sup> 248" product was intended to limit for a particular period of time to attract the markets and more importantly for risk management purpose especially in terms of cost controlling. However, several products that will launch in 2011 to meet consumers' needs is expected to generate further revenue this year.
- Question: Proportion of equity investment portfolio and effects of increase in interest rates  
Answer: The President mentioned that the Company primarily invests in low-risk fixed income securities while limits investment in risky securities e.g. equities, not exceeding 10% of total investment assets. Regarding the interest risk concern, the Company believes that it will highly benefit from an increase in interest rates. This is because the Company possesses a relatively large amount of renewal year premium which, in turn, will be invested in high-interest-paying securities, thereby increasing the Company's investment income. Moreover, since the Company has longer duration of liabilities than that of assets, a climb in interest rates will partly untie mismatching problems, which in turn stabilizes the Company's capital Fund.



Question: How does the Company make decisions on policy and allocation of equity investment portfolio?

Answer: The President explained that the Company's financial obligations are relatively stable, not very sensitive to interest rates, with the cost of 3.8%, approximately. To meet the obligations, the Company thus largely focuses on investing in stocks of companies having strong potential to generate consistent revenue growth while possesses low debt levels, for instance, those in utilities sector.

Question: How would the Company's return on equity investment be relative to the SET? And, is it fair to say that an increase in the equity investment from the beginning of the year was resulted partly from increasing in portfolio's value and, another part, from increasing investment in equities?

Answer: The EVP - Investment Division clarified that according to the Company's equity investment policy, the main emphasis is on long-term investment by looking into fundamentals of each particular potential/existing invested stock, rather than comparing the return with the SET. In the previous year, the overall market gained an approximate return of 40% while the company achieved a return of 30%. The higher equity investment value, in fact, derived partly from an increase in share prices as well as investment.

No any person proposed other matter for additional consideration of the Meeting, there were the shareholders registered to attend the Meeting, of which there were 150 shareholders and 263 proxies, total 413 persons or equaled to 1,004,502,810 shares or 83.71% of total sold shares.

There were no other matters for consideration at the meeting, the Chairman thanked the shareholders for taking the time to attend the meeting and closed the meeting at 10:50 a.m.

(Mr. Choedchu Sophonpanich)  
Chairman

(Mr. Sanor Thampipattanakul)  
Company secretary