

## **Invitation letter and documents for AGM No.67**

Please be informed of documents to be used in AGM No.67 to be held on 31 March 2014 are the following:

1. Invitation to the Annual General Meeting No. 67.
2. The translation of the AGM minutes No. 66.
3. Experience of persons proposed to be elected as directors replacing the outgoing directors that retire upon completion of the term in office.
4. Experienced of proposed auditors of the Company.
5. Articles of association concerning the election of directors.
6. Procedure for attending the AGM.
7. Documents or evidences for the Annual General Meeting.
8. Qualifications of independent directors.
9. Details of independent directors which a shareholders would appoint as proxy holders to attend and vote at the meeting.
10. The proxy forms.
11. NSI's location.

The mentioned documents have been shown in our website as follows:

**28 February 2014****ATTN.** : Shareholder**SUBJECT** : Invitation to the Annual General Meeting No. 67**Enclosures** :

1. The translation of the AGM minutes No. 66.
2. The Board of Directors' Annual Report for 2013.
3. Experience of persons proposed to be elected as directors replacing the outgoing directors that retire upon completion of the term in office.
4. Experience of proposed auditors of the Company.
5. Articles of association concerning the election of directors.
6. Procedure for attending the AGM.
7. Documents or evidences to be used in the Annual General Meeting.
8. Qualifications of independent directors.
9. Details of independent directors which shareholders would appoint as proxy holders to attend and vote at the meeting.
10. The proxy forms.
11. NSI's location.

Please be advised that the Board of Directors held on 24 February 2014 resolved that the Annual General Meeting of Shareholders No. 67 will be held on 31 March 2014 at 3.00 p.m. in the conference room on the 6<sup>th</sup> floor of Nam Seng Insurance Building, 767 Krungthep-Nonthaburi Road, Bangsue, Bangkok, to consider the following matters :

- 1. To approve the Minutes of the Annual General Meeting of Shareholders No.66**  
**Objective and Reason:** For the shareholders to consider and approve the minutes.  
**Board of Directors' opinion:** It is considered appropriate for the meeting of shareholders to approve the minutes of the general meeting of shareholders No.66 (Annex 1).
- 2. To acknowledge the Board of Directors' performance report for 2013.**  
**Objective and Reason:** In order to comply with article 43 of the Company's articles of association which stipulates that the report of the board concerning the Company's operating performance during the preceding year should be acknowledged by the shareholders' meeting (Annex 2).  
**Board of Directors' opinion:** It is considered appropriate to report the 2013 performance to the meeting of shareholders for its acknowledgement.
- 3. To consider and approve the audited financial statements for the year ended 31 December 2013.**  
**Objective and Reason:** According to the public limited companies act, the Company shall arrange for preparation of the statements of financial position and the statements of comprehensive income as of 31 December 2013, and shall submit them to the shareholders' meeting at the annual general meeting for approval. The statement of comprehensive income and the statements of cash flows for the year ended 31 December 2013 as shown in the annual report for 2013 have been considered by the audit committee and audited by the auditor. The details of the report and financial statements are shown in the annual report for 2013 (Annex 2.).  
**Board of Directors' opinion:** It is considered appropriate for the meeting of shareholders to approve the audited financial statements for the year ended 31 December 2013.
- 4. To approve the payment of dividend for 2013.**  
**Objective and Reason:** The Company's dividend policy rate does not exceed 60 percent of profit for the year, depending on the Company's performance, the state of the economy and the need to maintain capital for business expansion.

The Company booked the profit for the year 2013 amounting to 183,010,056 Baht, it hence can pay dividend. According to the section 115 of public limited company act.B.E. 2535 and the article 48 of the articles of association, the shareholders' meeting determines the amount of dividend payment. According to article 49 of the articles of association the Company shall allocate its annual net profit until this fund attains an amount not less than ten percent of the registered capital. The Company had the legal reserve of 24,848,787 Baht or 12.42% of the registered capital as at 31 December 2013, hence the Company's legal reserve has reached the amount required by law.

**Board of Directors' opinion:** It is considered appropriate for the shareholder's meeting to approve the appropriation of profit and the payment of dividend for the operating results of the year 2013 as follows:

- ◆ Do not allocate the legal reserve because the Company had completely legal reserve according to the public limited company act.
- ◆ Pay dividend from the operating results of the year 2013 at the rate of 6.50 Baht per ordinary share, totaling 90,350,000 Baht, or about 49.37 percent of the annual profit for the year. The Company sets the record date for shareholders who have right to receive the dividend on 11 March 2014 and will close the registration book on 12 March 2014 in order to gather the names of shareholders with right to attend the meeting in accordance with the section 225 of the securities and exchange act and sets the date to pay dividend on 21 April 2014.

The decision to pay the dividend is in accordance with the Company's policy that pay out ratio will not exceed 60 percent of profit for the year, depending on the Company's performance, the trend of Thai economy, related laws and our capital position. When compared with last year, the Company recorded profit for the year 2012 of 58,734,065 Baht, as reported in statements of comprehensive income for the year end 31 December 2012. The Company paid out dividend at the rate of 1.00 Baht per share, making the total dividend payment of 13,900,000 Baht which was 23.67% of the mentioned profit.

Note : Profit for the year 2012 was adjusted from 58,734,065 Baht to 63,218,096 Baht as shown in statements of financial position as at 31 December 2013.

**5. To consider and appoint the Directors replacing the outgoing Directors that retire upon completion of the term in office.**

**Objective and Reason:** According to the public limited companies act and the Company's article 18 of articles of association, one-third of the directors will retire in the AGM. The outgoing directors who will retire upon completion of the term in office who could be re-elected are the following :

- |                               |                                |
|-------------------------------|--------------------------------|
| 1) Miss Ratana Jaroenchaipong | 2) Miss Sumalee Jaroenchaipong |
| 3) Mr. Pairach Jaroenchaipong | 4) Dr. Chotima Puasiri         |

The selection and remuneration committee is responsible for nominating suitable ones to be elected as new directors, and advised that the responsible 4 directors should be re-elected because they are professional with knowledge, capability and experience.

We had invited shareholders to propose qualified persons to be nominated as director candidates from 1 November 2013 to 15 February 2014, however no candidate has been proposed.

**Board of Directors' opinion:** The mentioned persons are professional with knowledge, capability and experience. Apart from that, they have performed their duties with full responsibilities, due care, and loyalty in accordance with the public limited companies act. The meeting of shareholders is therefore recommended to elect the persons comprising of:

- |                               |                                |
|-------------------------------|--------------------------------|
| 1) Miss Ratana Jaroenchaipong | 2) Miss Sumalee Jaroenchaipong |
| 3) Mr. Pairach Jaroenchaipong | 4) Dr. Chotima Puasiri         |

**6. To consider and set the Directors' remuneration and allowances.**

**Objective and Reason:** According to the Company's articles of the association clause 34, the meeting of shareholders will determine the directors' remuneration and meeting allowances. The selection and remuneration committee, after considering the Company's business performance, the duties and responsibilities of the directors and other insurance companies' remuneration and meeting allowances, advised the board of directors to recommend the AGM to set the directors' remuneration and meeting allowances as follows:

- Remuneration for the directors should be 1,800,000 Baht, increasing by 600,000 Baht.
- The meeting allowances for a meeting should be as follows :
  - ◆ The meeting allowance for the chairman should be 25,000 Baht, the same as previous year.
  - ◆ The meeting allowance for the vice-chairman should be 20,000 Baht, the same as previous year.
  - ◆ The meeting allowance for the other director should be 15,000 Baht, the same as previous year.

Meeting allowance for committees set up by the board of directors will be determined by the board of directors.

**Board of Directors' opinion:** The Board of Directors therefore proposes the meeting of shareholders to approve the directors' remuneration amounting to 1,800,000 Baht, and the meeting allowances per meeting should be as follows:

- ◆ The meeting allowance for the chairman should be 25,000 Baht.
- ◆ The meeting allowance for the vice-chairman should be 20,000 Baht.
- ◆ The meeting allowance for the other director should be 15,000 Baht.

**7. To consider and appoint the auditor for 2014 and set his or her fees.**

**Objective and Reason:** According to the public limited companies act and the article 43 of the Company's articles of association, the meeting of shareholders shall appoint the auditor and set the auditing fees. The audit committee is responsible for considering the appointment of auditor and the auditing fees. The audit committee had considered and concluded that Ernst & Young Office Limited. is well known with experience in auditing insurance companies, so an auditor from Ernst & Young Office Limited. should be appointed as the 2014 auditor. Auditors from Ernst & Young Office Limited. have no special benefit or relation with the Company or the management or the main shareholders. Moreover the Company has no subsidiary, the auditors therefore are not the auditors of the Company's subsidiary.

**Board of Directors' opinion:** Mrs. Nonglak Pumnoi, the certified public accountant No.4172 (the auditor for 2013), or Miss Somjai Khunapasut, the certified public account No. 4499, or Miss Rachada Yongsawadvanich, the certified public accountant No.4951, from Ernst & Young Office Limited. should be appointed as the Company's external auditor for the year 2014. In case that mentioned persons can not perform their function, The Board of Directors should be authorized to appoint other person to replace them.

The audit fees for 2014 should be not more than 1,850,000 Baht, compared with audit fees for 2013 set by the AGM No.66 held on 29 April 2013 as follows:

(Baht)

	<b>2014</b>	<b>2013</b>	<b>Increase</b>
Auditing annual financial statements.	800,000	740,000	60,000
Reviewing quarterly financial statements.	510,000	510,000	0
Auditing the annual report of RBC.	370,000	350,000	20,000
Reviewing interim report of RBC for second quarter.	170,000	150,000	20,000
Investigating internal control on investment	0	100,000	-100,000
<b>Total</b>	<b>1,850,000</b>	<b>1,850,000</b>	<b>0</b>

Some items of auditing fees including fee for auditing financial statements and RBC will increase in 2014 because they have not been adjusted since 2012, although the costs of auditor's office increase.

If there is any work other than what was mentioned, the Board of Directors should be authorized to set service fees case by case.

Note : The Annual General Meeting of Shareholders No. 66 dated 29 April 2013 resolved that the audit fees for 2013 were 1,850,000 Baht including fee for the investigation of internal control on investment activities amounting to 100,000 Baht. The Company had not paid the fee for doing the mentioned report because the OIC lately notified that it was unnecessarily done.

**8. To consider other matters (if any).**

We invite all shareholders to attend the meeting on the date, time and place as earlier indicated. If you can't attend the meeting, please appoint a proxy and submit documents as stated in the attachment in order to identify the right to attend the AGM meeting. Mr. Yougyuth Phusanti, Mr. Napadol Putarungsi and Mr. Sombat Puthavolvong could be authorized to attend and vote in the meeting on the behalf of shareholders. They are independent directors with experience shown in the attachment.

Yours sincerely,

***Sant Chotipruk***

(Mr. Sant Chotipruk)  
Chairman  
Nam Seng Insurance Plc.

## **Minutes of the Annual General Meeting of Shareholders No.66**

The meeting was held at 3.10 p.m. on 29 April 2013 in the conference room on 6<sup>th</sup> floor of Nam Seng Insurance Building, 767 Krungthep-Nonthaburi Road, Bangsue district, Bangkok.

Mr. Kumpol Techaruvichit, the Chairman of the Board of Directors, conducted the meeting.

Mr. Kochakorn Nantaphan, the Company secretary, reported that 33 shareholders and proxies, representing 7,963,200 shares, or equal to 57.29% of total 13,900,000 shares, attended the meeting, a quorum was hence constituted.

12 Directors attended the meeting as follows:

1. Mr. Kumpol	Techaruvichit	Chairman of the Board of Directors
2. Mr. Somboon	Fusriboon	Vice Chairman / Managing Director
3. Miss Ratana	Jaroenchaipong	Director / Deputy Managing Director
4. Mr. Vithun	Patanarat	Director
5. Mr. Sant	Chotipruk	Independent Director / Chairman of Audit Committee
6. Mr. Napadol	Putarungsi	Independent Director / Chairman of Selection and Remuneration Committee
7. Mr. Yongyuth	Phusanti	Independent Director
8. Miss Sumalee	Jaroenchaipong	Director
9. Mr. Pairach	Charoenchaipong	Director
10. Mr. Muang Aung Htun		Director
11. Mr. Sombat	Puthavolvong	Independent Director
12. Dr. Chotima	Puasiri	Director

Apart from the 12 directors, Dr. Abhijai Chandrasen, consultant to the Board of Directors, Mr. Thanavong Vongsangnak, representative of Audit house corp.,ltd., internal auditor, Miss Nuengrutai Hengburriboonpong, representative of Mrs. Nonglak Pumnoi, external auditor, and Mr. Teera Trutsat, manager of accounting department, attended the meeting.

The Company secretary recommended that one shareholder shall have one vote for each share. In order to facilitate and speed up the counting of votes, if there was no shareholder who disapproved the proposal of the board or there was no shareholder who abstained vote, it shall be concluded that the meeting unanimously approved the proposal of the board. Shareholders hence should put across on the cards, only in the case that the shareholders disapproved the proposal of the board or abstained votes, and submitted the cards to the Company's staff.

Shareholders were also required to acknowledge the Board of Directors' performance. As a result, it was not necessary for shareholders to vote in agenda 2. Meanwhile the election of the directors in agenda 5 would be one by one in order to be in accordance with the principles of the good corporate governance.

The Company secretary also reported that the Company had invited shareholders in the Company's website to submit any additional agenda and qualified person to be chosen as new director from 1 October 2012 to 15 January 2013. No shareholder however advised the Company about the mentioned issue.

The best practices for the General Meeting of shareholders of listed companies, states that there must be neutral persons to witness the vote counting process. The Company secretary invited shareholder' volunteer to witness the vote counting at this meeting.

Miss Somnuk Naouvaratsopon, a shareholder, volunteered to witness the vote-counting.

Then the chairman of the meeting requested that the meeting proceeded according to the following agendas.

**Agenda 1: To approve the Minutes of the Annual General Meeting of Shareholders No.65**

The Company secretary informed that shareholders could consider the minutes of AGM No.65. The Board of Directors recommended that it was correctly recorded and sent to the shareholders, therefore it should be approved by the meeting.

The chairman of the meeting asked the meeting to consider and approve the minutes of the Annual General Meeting of Shareholders No. 65.

The meeting in which shareholders held 8,175,278 shares, or 100% of those of the shareholders attending the meeting, unanimously approved the minutes of the Annual General Meeting No.65 held on 26 April 2012. There was no shareholder who voted against or omitted voting.

During the meeting two shareholders, holding 212,078 shares, entered. Thus shareholders holding 8,175,278 shares, or 58.81% of total 13,900,000 shares, attended the meeting.

**Agenda 2: To acknowledge the Board of Directors' performance report for 2012.**

The chairman presented the Board of Directors' performance report for 2012 as follows:

The chairman reported that we booked profit for the year 2012 amounting to 58.73 million Baht. Direct premiums were 1,380.98 million Baht, an increased of 225.49 or 19.50%. The which was closed to our target. We intended to have an amount of 2,000 million Baht of direct premiums within 2014, in order to increase our profitability.

We had launched our new products and utilized new technology to improve our claims services and to assess the costs of car repairs which will be continually done, so that we will be ready for the establishment of the Asian Economic community (AEC) which will come in 2015.

We have promoted business ethic, corporate social responsibility and good corporate governance, thus transparently doing business, protecting the right of shareholders and all customers in order to create sustainable growth. Thai institute of directors (IOD) in the previous year had declared that our corporate governance was rated "very good".

A shareholder asked about the meaning of the provisions of the insurance reserve refundable from reinsurers amounting to 454.6 million Baht on 31<sup>st</sup> December 2012, reported in the item 8 of notes to financial statements as shown in page 131 of the annual report for the year 2012.

Manager of accounting department clarified that the insurance reserve refundable from reinsurers amounting to 454.6 million Baht was compensation the Company expected to receive from reinsurers whereas we had not made any final conclusion with insured about the

exact amounts of the losses. The amounts due from reinsurers amounting to 167.5 million Baht, as reported in the same item, were however compensation which the Company and ensured had reached the final conclusion regarding the exact amounts of the compensations. We had informed the reinsurers to pay the amounts due, however having not yet received payments.

A shareholder asked whether the recognition of the mentioned reserve was adequate and reasonable. He also asked about the financial strength of reinsurers and the amount of the Company's capital.

Mr. Somboon Fusriboon, managing director, explained that the Company had reviewed the position of reinsurers before there were the devastating floods in the fourth quarter of 2011 and concluded that their financial fundamental were strong. We then set the reserve as of 31<sup>st</sup> December 2012 according to the opinion that it was adequate as reported above. Recently there were some amounts due from reinsurers, they however were small number compared with total compensation to be paid by reinsurers.

Mr. Somboon Fusriboon, managing director, further replied that the Company's capital as of 31<sup>st</sup> December 2012 amounted to 1,185.7 million Baht which was larger than the amount stipulated by the Office of Insurance Commission (OIC) in accordance with the principle of risk-based capital.

The chairman of the meeting asked the meeting to consider and acknowledge the Board of Directors' performance report for 2012.

The meeting acknowledged the Board of Directors' performance report for 2012.

**Agenda 3: To consider and approve the audited financial statements for the year ended 31 December 2012.**

The Company secretary proposed the meeting to consider the audited financial statements ended 31 December 2012 including statements of financial position, statements of comprehensive income and statements of cash flows audited by the auditor, as shown in detail in the Annual Report for 2012. They had been delivered to shareholders together with the invitation letters which could be summarized as follows:

**Financial position**

The Company had assets, liabilities and equity as of 31 December 2012 as follows:

Total assets of 2,861.4 million Baht increased by 69.7 million Baht, or 2%.

Total liabilities of 1,898.0 million Baht increased by 5.9 million Baht, or 0.3%.

Equity of 963.3 million Baht increased by 63.7 million Baht, or 7%.

**Operational results**

Net written premium for 2012 amounted to 1,301.6 million Baht, an increase of 202.9 million Baht, or 18%, compared to 1,098.7 million Baht in 2011.

Earned premium and commission income for 2012 amounted to 1,187.1 million Baht, an increase of 68.9 million Baht, or 6%, compared to 1,118.2 million Baht in 2011.

Claims and losses adjustment expenses for 2012 amounted to 726.4 million Baht, an increase of 34.6 million Baht, or 5%, compared to 691.8 million Baht in 2011.

Brokerage expenses, operating expenses and others for 2012 amounted to 517.5 million Baht, an increase of 69.7 million Baht, or 16%, compared to 447.8 million Baht in 2011.

Losses from underwriting for 2012 amounted to 56.8 million Baht, an increase of 35.4 million Baht, or 166%, compared to 21.4 million Baht in 2011.

Income on investment for 2012 amounted to 125.9 million Baht, an increase of 62.8 million Baht, or 99%, compared to 63.1 million Baht in 2011.

Other income for 2012 amounted to 11.5 million Baht a decreased of 127.4 million Baht, or 92%, compared to 138.9 million Baht in 2011.

Contribution to the office of Insurance commission an others for 2012 amounted to 8.7 million Baht an increase of 1.5 million Baht, or 21%, compared to 7.2 million Baht in 2011.

Income tax expenses for 2012 amounted to 13.1 million Baht a decreased of 43.0 million Baht, or 77%, compared to 56.1 million Baht in 2011.

Profit for the year for 2012 amounted to 58.7 million Baht a decreased of 58.6 million Baht, or 50%, compared to 117.3 million Baht in 2011.

A shareholder asked for explanation about the commissions which comprised of both incomes and expenses.

Mr. Somboon Fusriboon, managing director, explained that we have to pay commission as expense to brokers/agents who suggest customers to buy the our policies. The commission incomes however occur when we cede premiums to reinsurers.

A shareholder noted that the Company had gains on investment, however booking insurance loss.

Mr. Somboon Fusriboon, managing director, explained that the Company's sales grew by 19.5% in 2012, after they had been relatively stable for 3 years. The Company accordingly booked the commission expenses in full amount according to the rise of sales. However earned premium as recorded in accordance to the accounting process grew at a lower rate. Moreover in 2012 the loss ratio had been relatively high, as a result, underwriting losses were booked. We however have adjusted our premium rates to be appropriate with the risk of insurance individual customer.

The chairman of the meeting asked the meeting to consider and approve the audited financial statement for the year ended 31 December 2012.

The meeting, in which shareholders held 8,177,378 shares, or 100% of those held by shareholders attending the meeting, resolved that the audited financial statements ended 31 December 2012 were unanimously certified. There was no shareholder who voted against or omitted voting.

During the meeting one shareholder, holding 2,100 shares, entered. Thus there were shareholders with 8,177,378 shares, or 58.83% of total 13,900,000 shares, attended the meeting.

**Agenda 4: To approve the payment of dividend for 2012.**

The Company secretary reported that The Company recorded the net profit of 58,734,065 Baht in 2012, thus being able to pay dividend. According to the section 115 of public limited company act.B.E. 2535 and the article 48 of the articles of association, the shareholders' meeting determines the amount of dividend payment. According to article 49 the articles of association the Company shall allocate its annual net profit until this fund attains an amount not less than ten percent of the registered capital. The Company had the legal reserve of 24,848,787 Baht or 12.42% of the registered capital as at 31 December 2012, hence the legal reserve has reached the amount required by law.

The Board of Directors advised that it is considered appropriate for the shareholder's meeting to approve the appropriation of profit and the payment of dividend for the operating results of the year 2012 as follows:

- ◆ Do not allocate a legal reserve because the Company had completely legal reserve according to the public limited company act.
- ◆ Pay dividend from the operating results of the year 2012 at the rate of 1.00 Baht per ordinary share, totaling 13,900,000 Baht, or about 23.67 percent of the annual net profit. The Company sets the record date for shareholders who have right to receive the dividend on 9 April 2013 and will close the registration book on 10 April 2013 in order to gather the names of shareholders with right to attend the meeting in accordance with the section 225 of the securities and exchange act and sets the date to pay dividend on 23 May 2013.

Shareholders offered that the Company should pay the dividend at amount of more than 1.00 Baht per share.

Mr. Somboon Fusriboon, managing director, explained that the dividend payment at 1.00 Baht per share, have been carefully proposed by the Board of Director, the Company actually aims to increase sales to 3,000 million Baht in 2017, adequated capital is hence required to cope with associated risks. Moreover we have sizeable compensation amounts due from 2 insurers because of devastating floods, thus needing available capital to deal with risks concerned. The Company will operate with caution in order to make profits so as to be able to pay high dividends.

A shareholder questioned about the impact on the Company's financial statements, if the reinsurers do not pay such compensation.

Mr. Somboon Fusriboon, managing director, explained that if the debtors are unable to pay money. The Company will set aside an allowance for doubtful accounts as such. The Company has consulted with members of the Thai General Insurance Association, and concluded that we will jointly prosecute reinsurers who are default. Recently our representative had negotiated with the 2 reinsurers. A reinsurer gave good response, as the other replied that it would consider this issue to make final decision.

The chairman of the meeting asked the meeting to consider and approve the payment of dividend for 2012.

The meeting resolved that dividend for 2012 should be paid in accordance with the proposal of the Board of Directors. Shareholders holding 8,177,378 shares, or 100% of those of the shareholders attending the meeting, approved the proposal of the board of directors. There were no shareholder who voted against or omitted voting.

**Agenda 5: To consider and appoint the Directors replacing the outgoing Directors that retire upon completion of the term in office.**

The Company secretary advised that, according to the public limited companies act and the Company's article 18 of articles of association, one-third of the directors will retire in the AGM. The outgoing directors who have retired upon completion of the term in office and could be re-elected are the following:

- 1) Mr. Vithun Patanarat
- 2) Mr. Somboon Fusriboon
- 3) Mr. Napadol Putarungsi
- 4) Mr. Muang Aung Htun

The selection and remuneration committee considered that the 4 directors should be re-elected, as having ability, knowledge and experience.

The Board of Directors advised that the mentioned persons were professional with knowledge, capability and experience. They also had performed their duties with full responsibilities, due care and loyalty in accordance with the public limited companies act.

The meeting of shareholders was therefore recommended to re-elect the directors on individual basis.

The chairman of the meeting asked the meeting to consider and approve the directors replacing the outgoing directors that retired upon completion of the term in office on an individual basis.

The meeting resolved that the 4 directors were re-elected as follows :

Mr. Vithun Patanarat was elected by shareholders holding 8,177,378 shares, or 100% of those of shareholders attending the meeting. There was no shareholder who voted against or omitted voting.

Mr. Somboon Fusriboon was elected by shareholders holding 8,177,378 shares, or 100% of those of shareholders attending the meeting. There was no shareholder who voted against or omitted voting.

Mr. Napadol Putarungsi was elected by shareholders holding 8,177,378 shares, or 100% of those of shareholders attending the meeting. There was no shareholder who voted against or omitted voting.

Mr. Muang Aung Htun was elected by shareholders holding 8,177,378 shares, or 100% of those of shareholders attending the meeting. There was no shareholder who voted against or omitted voting.

**Agenda 6: To consider and set the Directors' remuneration and allowances.**

The Company secretary advised that, according to the Company's articles of the association clause 34, the meeting of shareholders will determine the directors' remuneration and meeting allowances. The selection and remuneration committee, after considering the Company's business performance, the duties and responsibilities of the directors and other insurance companies' remuneration and meeting allowances, advised the board of directors to recommend the AGM to set the directors' remuneration and meeting allowances as follows:

➤ Remuneration for the directors should be 1,200,000 Baht, remaining at the same as 2012 remuneration.

➤ The meeting allowances for a meeting should be as follows:

- ◆ The meeting allowance for the chairman should be 25,000 Baht, increasing by 5,000 Baht.
- ◆ The meeting allowance for the vice-chairman should be 20,000 Baht, increasing by 5,000 Baht.
- ◆ The meeting allowance for the other director should be 15,000 Baht, increasing by 5,000 Baht.

The meeting allowance for the subcommittees was set by the Board of Directors.

The Board of Directors advised the shareholders that remuneration for the directors should be 1,200,000 Baht, and the meeting allowance for chairman, vice chairman, and each director should be 25,000 Baht, 20,000 Baht and 15,000 Baht respectively.

The meeting resolved that remuneration for the directors should be 1,200,000 Baht, while the meeting allowance for chairman, vice chairman, and each director should be 25,000 Baht, 20,000 Baht and 15,000 Baht respectively. Shareholders holding 8,177,378 shares, or 100% of those of shareholders attending the meeting, approved the proposal of the Board of Directors. There was no shareholder who voted against or omitted voting.

**Agenda 7: To consider and appoint the auditor for 2013 and set his or her fees.**

The Company secretary informed that, according to the public limited companies act and the article 43 of the Company's articles of association, the meeting of shareholders shall appoint the auditor and set the auditing fees. As recommended by the audit committee, the Board of Directors had considered and concluded that auditors from Ernst & Young Office Limited including Mrs. Nonglak Pumnoi, the certified public accountant No.4172 (the auditor for 2012), or Miss Somjai Khunapasut, the certified public account No. 4499, or Miss Rachada Yongsawadvanich, the certified public accountant No.4951 should be appointed as the Company's external auditor for the year 2013. Auditors from Ernst & Young Office Limited. have no special benefit or relation with the Company or the management or the main shareholders. Moreover the Company has no subsidiary, the auditors therefore are not the auditors of the Company' subsidiary. In case that mentioned persons can not perform their function, The Board of Directors should be authorized to appoint other person to replace them. The auditing fees for 2013 should be as follows:

(Baht)

	<b>2013</b>	<b>2012</b>
Auditing financial statements.	740,000	740,000
Reviewing 3 quarterly financial statements.	510,000	510,000
Auditing the annual report of risk based capital.	350,000	350,000
Reviewing interim report of risk based capital.	150,000	150,000
Investigating internal control and investment activities.	100,000	100,000
<b>Total</b>	<b>1,850,000</b>	<b>1,850,000</b>

If there is any work other than the mentioned ones, the Board of Directors should be authorized to set service fees case by case.

The chairman of the meeting asked the meeting to consider and appoint the auditor for 2013 and set his or her fees.

The meeting resolved that Mrs. Nonglak Pumnoi, the certified public accountant No.4172, or Miss Somjai Khunapasut, the certified public account No. 4499, or Miss Rachada Yongsawadvanich, the certified public accountant No.4951, from Ernst & Young Office Limited. was elected as the Company's external auditor for 2013. The auditing fee of 1,850,000 Baht was also approved.

In case that mentioned persons cannot perform their function, the Board of Directors was authorized to appoint other person to replace them. If there is any work other than the mentioned ones, the Board of Directors was authorized to set service fees case by case. Shareholders holding 8,177,378 shares, or 100% of those of shareholders attending the meeting, approved the proposal of the Board of Directors. There was no shareholder who voted against or omitted voting.

**Agenda 8: To consider other matters (if any).**

A shareholder asked about the plan to expand business to meet the target of 2,000 - 3,000 million Baht.

Mr. Somboon Fusriboon, managing director, explained that 85% and 15% of the total sales will be motor and non-motor policies respectively. The Company concentrates on motor policies as being skillful in motor business. 30% of our policies are also expected to be sold via financial institutions.

The meeting was adjourned at 4.15 p.m.

***Kumpol Techaruvichit***

(Mr. Kumpol Techaruvichit)

Chairman of the Meeting

## Experience of person to be elected as director replacing one whose term expires in the AGM.

1. Name	Miss Ratana Jaroenchaipong	
2. Age	54 years	
3. Nationality	Thai	
4. Education	- H.N.D. Maths Statistics & Computing, Bristol Polytechnic, England.	
5. Existing Position	- Director, Nam Seng Insurance Plc. - Deputy Managing Director, Nam Seng Insurance Plc.	
6. DAP Program	- The proposed director has already attended the Directors Accreditation Program (DAP) arranged by IOD.	
7. Experience	- Director, Nam Seng Insurance Plc. - Deputy Managing Director, Nam Seng Insurance Plc. - Assistant Managing Director, Nam Seng Insurance Plc. - Manager, Miscellaneous and Marine Department Nam Seng Insurance Plc. - Manager, Fire and Reinsurance Department Nam Seng Insurance Plc.	
8. Position in the other listed company	- None	
9. Position in the non-listed company	- Director, N.S.Alliance Co.,Ltd. - Director, Pokkim Co.,Ltd. - Director, N.S.B. Co.,Ltd.	
10. Position in the competing company or connected company	- Director, N.S.Alliance Co.,Ltd. - Director, Pokkim Co.,Ltd. - Director, N.S.B. Co.,Ltd.	
11. Number of years in which he is Director in the Company	- From 1992 to present, totaling 21 years	
12. Number of attendance in the BOD and committee meetings.	- 11 from 12 of BOD meetings. - 12 from 12 of Executive Committee meetings. - 4 from 4 of Investment Committee meetings. - 4 from 4 of Underwriting Committee meetings. - 4 from 4 of Claim – managing Committee meetings.	
13. Company shareholding	- 77,557 shares equal to 0.56% of total shares	
14. Type of Director to be elected	- Director	
15. Selection method	- Proposed by Selection and Remuneration Committee by considering their knowledge, ability, experiences and reputation.	

## Experience of person to be elected as director replacing one whose term expires in the AGM.

1. Name	Miss Sumalee Jareonchaipong	
2. Age	61 years	
3. Nationality	Thai	
4. Education	- Certificate in Administrative Management, Siripinyo School	
5. Existing Position	- Director, Nam Seng Insurance Plc.	
6. DAP Program	- The proposed director has already attended the Directors Accreditation Program (DAP) arranged by IOD.	
7. Experience	- Director, Nam Seng Insurance Plc. - Senior Manager, Nam Seng Insurance Plc. - Manager, Personnel Department, Nam Seng Insurance Plc. - Manager, Office Administration Department, Nam Seng Insurance Plc.	
8. Position in the other listed company	- None	
9. Position in the non-listed company	- Director, N.S.Alliance Co.,Ltd. - Director, Pokkim Co.,Ltd. - Director, N.S.B. Co.,Ltd.	
10. Position in the competing company or connected company	- Director, N.S.Alliance Co.,Ltd. - Director, Pokkim Co.,Ltd. - Director, N.S.B. Co.,Ltd.	
11. Number of years in which he is Director in the Company	- From 1991 to present, totaling 22 years.	
12. Number of attendance in the BOD and committee meetings.	- 10 from 12 of BOD meetings.	
13. Company shareholding	- 131,258 shares equal to 0.94% of total shares	
14. Type of Director to be elected	- Director	
15. Selection method	- Proposed by Selection and Remuneration Committee by considering their knowledge, ability, experiences and reputation.	

## Experience of person to be elected as director replacing one whose term expires in the AGM.

1. Name	Mr. Pairach Charoenchaipong	
2. Age	56 years	
3. Nationality	Thai	
4. Education	- Master of Management, Mahidol University	
5. Existing Position	- Director, Nam Seng Insurance Plc. - Committee Member of Selection and Remuneration Committee, Nam Seng Insurance Plc.	
6. DAP Program	- The proposed director has already attended the Directors Accreditation Program (DAP) arranged by IOD.	
7. Experience	- Director, Nam Seng Insurance Plc. - Managing Director, Syn Phaibul Group Co.,Ltd.	
8. Position in the other listed company	- None	
9. Position in the non-listed company	- Director, N.S.Alliance Co.,Ltd. - Director, N.S.B. Co.,Ltd.	
10. Position in the competing company or connected company	- Director, N.S.Alliance Co.,Ltd. - Director, N.S.B. Co.,Ltd.	
11. Number of years in which he is Director in the Company	- From 1983 to present, totaling 30 years.	
12. Number of attendance in the BOD and committee meetings.	- 11 from 12 of BOD meetings. - 2 from 2 of Selection and Remuneration Committee.	
13. Company shareholding	- 37,500 shares equal to 0.27% of total shares	
14. Type of Director to be elected	- Director	
15. Selection method	- Proposed by Selection and Remuneration Committee by considering their knowledge, ability, experiences and reputation.	

**Experience of person to be elected as director replacing one whose term expires in the AGM.**

1. Name	Dr. Chotima Puasiri	
2. Age	35 years	
3. Nationality	Thai	
4. Education	- PHD Business Administration, Ramkhamhaeng University, Bangkok Thailand.	
5. Existing Position	- Director, Nam Seng Insurance Plc. - Manager, Non – Motor Insurance Department Nam Seng Insurance Plc.	
6. DAP Program	- The proposed director has already attended the Directors Accreditation Program (DAP) arranged by IOD.	
7. Experience	- Director, Nam Seng Insurance Plc. - Manager, Non – Motor Insurance Department, Nam Seng Insurance Plc. - Manager, Office Administration Department, Nam Seng Insurance Plc.	
8. Position in the other listed company	- Director, Asia Hotel Plc.	
9. Position in the non-listed company	- Director, N.S.Alliance Co.,Ltd. - Director, N.S.B. Co.,Ltd.	
10. Position in the competing company or connected company	- Director, N.S.Alliance Co.,Ltd. - Director, N.S.B. Co.,Ltd.	
11. Number of years in which he is Director in the Company	- From 2009 to present, totaling 4 years.	
12. Number of attendance in the BOD and committee meetings.	- 10 from 12 of BOD meetings. - 4 from 4 of Risk-managing Committee meetings. - 4 from 4 of Underwriting Committee meetings. - 4 from 4 of Claim – managing Committee meetings.	
13. Company shareholding	- 76,520 shares equal to 0.55% of total shares	
14. Type of Director to be elected	- Director	
15. Selection method	- Proposed by Selection and Remuneration Committee by considering their knowledge, ability, experiences and reputation.	

## **Experience of proposed auditors of the Company**

**1. Name** Mrs. Nonglak Pumnoi

**Education**

- Bachelor's degree in Accounting, Chulalongkorn University.
- The certified public accountant No.4172

**Experience**

- Audit Department, Ernst & Young Office Limited.

From 1990 to present, totaling 23 years.



**2. Name** Miss Somjai Khunapasut

**Education**

- Bachelor's degree in Accounting, Chulalongkorn University.
- Master's degree in Accounting, Thammasat University.
- The certified public accountant No.4499

**Experience**

- Ernst & Young Office Limited.

From 1992 to present, totaling 21 years.



**3. Name** Miss Rachada Yongsawadvanich

**Education**

- Bachelor's degree in Business Administration, Assumption University.
- Master's degree in Business Administration, Assumption University.
- Master's degree in Finance, Thammasat University.
- The certified public accountant No.4951

**Experience**

- Ernst & Young Office Limited.

From 1991 to present, totaling 22 years.



**Articles of association of Nam Seng Insurance PLC.  
Regarding the shareholders' meeting**

**Article 5 SHAREHOLDERS' MEETING**

**SECTION 35.** The board of directors shall call a shareholder meeting which is an annual ordinary general meeting of shareholders within four months of the last day of the fiscal year of the Company.

**SECTION 36.** Shareholder meeting other than the mentioned one shall be called extraordinary general meetings.

Shareholders holding shares amounting to not less than one-fifth of the total number of shares sold or shareholders numbering not less than twenty-five persons holding shares amounting to not less than one-tenth of the total number of shares sold may submit their names in a request directing the board of directors to call an extraordinary general meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request. The board of directors shall proceed to call a shareholder meeting to be held within one month of the date of receipt of such request from the said shareholders.

**SECTION 37.** In calling a shareholder meeting, the board of directors shall prepare a written notice calling the meeting that states the place, date, time, agenda of the meeting and the matters to be proposed to the meeting with reasonable detail by indicating clearly whether it is the matter proposed for information, for approval or for consideration, as the case may be, including the opinions of the board of directors in the said matters, and the said notice shall be delivered to the shareholders and the Registrar for their information at least seven days prior to the date of the meeting. The notice calling for the meeting shall also be published in a newspaper at least three days prior to the date of the meeting.

The place of the meeting shall be stipulated by the board of directors.

**SECTION 38.** In order to constitute a quorum, there shall be shareholders and proxies (if any) attending at a shareholder meeting amounting to not less than twenty-five persons or not less than one half of the total number of shareholders, and in either case such shareholders shall hold shares amounting to not less than one-third of the total number of shares sold of the company.

At any shareholder meeting, if one hour has passed since the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum as defined in the first paragraph, and if such shareholder meeting was called as a result of a request by the shareholders under such meeting shall be cancelled. If such meeting was not called as a result of a request by the shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to shareholder not less than seven days prior to the date of the meeting. In the subsequent meeting a quorum is not required.

**SECTION 39.** For a meeting of shareholder, a shareholder may appoint any other person as proxy to attend the meeting and vote on his or her behalf. The appointment shall be made in writing with specified date and signed by the principal, and it shall be submitted to the chairman or person designated by the chairman at the place of the meeting before the proxy attends the meeting.

In voting, it shall be deemed that the proxy has votes equal to the total number of votes of the proxy's principals, unless the proxy has declared to the meeting prior to the vote that he or she will vote on behalf of only certain of those principals, indicating the names of those principals and the number of shares held by each of them.

**SECTION 40.** A resolution of the shareholder meeting shall require:

in an ordinary event, the majority vote of the shareholders who attend the meeting and cast their votes. In case of a tie vote, the chairman of the meeting shall have a casting vote.

in the following events, a vote of not less than three quarters of the total number of votes of shareholders who attend the meeting and have the right to vote:

- (a) the sale or transfer of the whole or important parts of the business of the company to other persons;
- (b) the purchase or acceptance of transfer of the business of other companies or private companies by the company;
- (c) the making, amending or terminating of contracts with respect to the granting of a lease of the whole or important parts of the business of the company.
- (d) the assignment of the management of the business of the company to any other persons.
- (e) the amalgamation of the business with other persons with the purpose of profit and loss sharing.
- (f) the amending of the articles of association or the memorandum.
- (g) the increase or decrease of the company's capital, or the sale of debenture.
- (h) the merger or liquidation of the company.

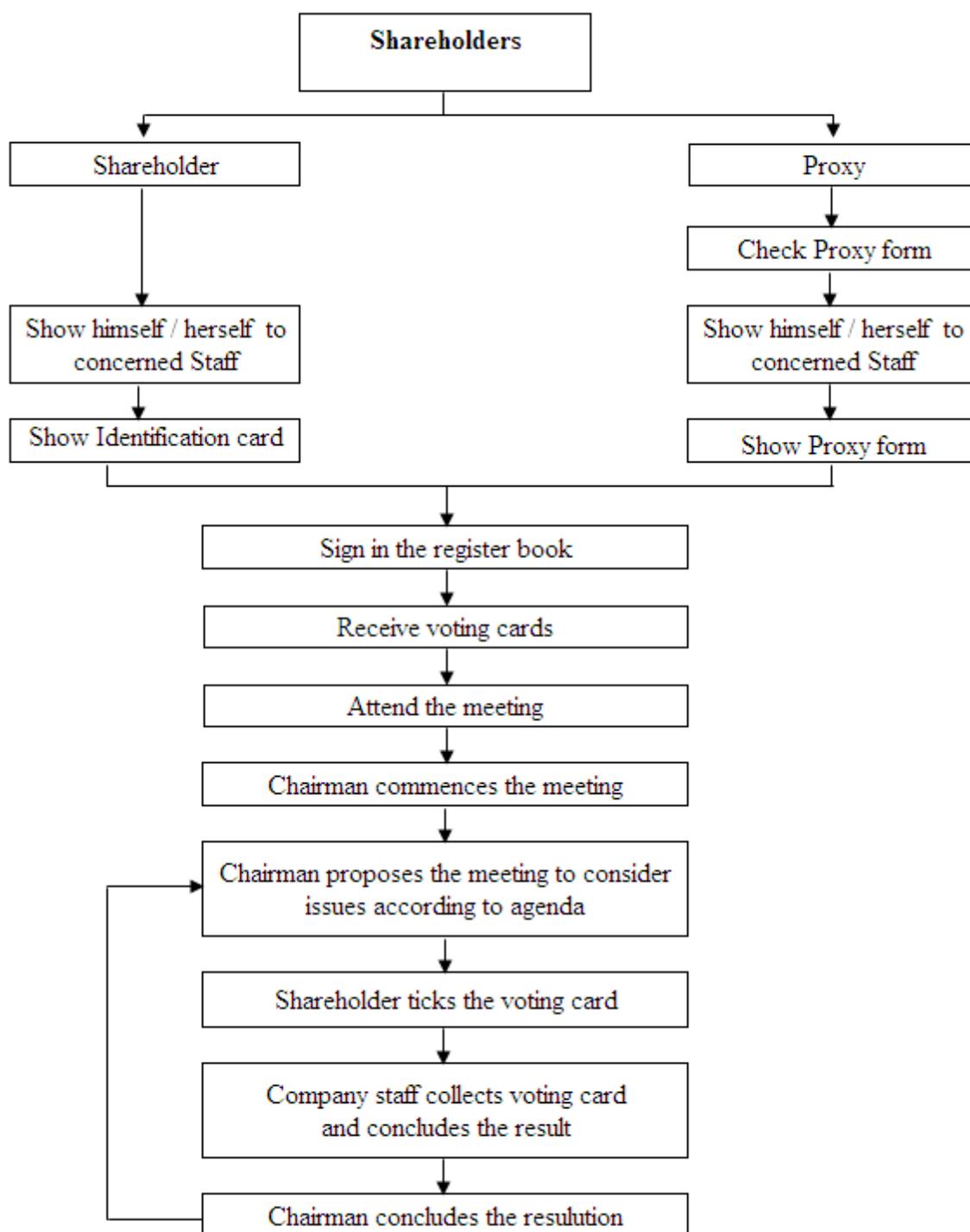
**SECTION 41.** Voting shall be made openly unless at least five subscribers request a secret vote and the meeting resolves accordingly. The method for the secret vote shall be as specified by the chairman of the meeting.

**SECTION 42.** A shareholder with conflict of interest in any agenda has no right to vote in the agenda. The chairman could request the mentioned shareholder to temporarily abstain the meeting.

**SECTION 43.** The general meeting of the shareholders should consider and resolve on the following matters:

- (1) the Directors previous-year performance report.
- (2) the approval of the balance sheet.
- (3) the allocation of profit.
- (4) the selection of the director.
- (5) the selection of auditor and auditing fee.
- (6) Other matter.

**Procedure to attend the General Meeting of Shareholders No.67  
Namseng Insurance PLC.**



**Documents of evidences to identity the rights to attend the Annual General Shareholders' Meeting No. 67 on 31 March 2014 at 3.00 p.m.**

**For an Ordinary Person**

**1. A Thai Nationality**

- 1.1 The identification card of the shareholder (issued by governmental authorities.)
- 1.2 In case of granting of proxy, copy of identification card of the shareholder.

**2. A Non- Thai Nationality**

- 2.1 The passport or personal alien document of the shareholder.
- 2.2 In case of granting of proxy, a copy of the passport or personal alien document of the shareholder.

**For a Juristic Person**

**1. A Juristic Person registered in Thailand**

- 1.1 Affidavit issued by Department of Commercial Registration within 6 months.
- 1.2 Copy of identification card or passport or personal alien document of the authorized director(s) who sign(s) in the proxy form.

**2. A Juristic Person registered outside Thailand**

- 2.1 Affidavit or by-law document proving that the proxy is authorized by the shareholder.
- 2.2 Copy of passport of the authorized director(s) who sign(s) in the proxy form.

Copies of the aforesaid documents are required to be certified as true copies. In case of any documents or evidences executed outside of Thailand, the documents or evidences are required to be verified by a Notary Public, or Thai Consulate.

**Qualifications of Independent Director of Nam Seng Insurance Plc.**

The qualifications of “Independent Director” have been in line with the notification of the Stock Exchange of Thailand and the Securities and Exchange Commission as follows:

(1) An independent director and related persons must hold not more than 1.0 percent of the company’s shares with voting rights, or those of any affiliated or associated company.

(2) An independent director must not take part in the management, or be staff or consultant who receives regular salary from the company, or subsidiary or associated company, unless he or she has stopped doing so for at least 2 years.

(3) An independent director must not be a close relative of any member of the management, the main shareholder, or one who controls the company, or one who will be nominated as management or one who controls the company.

(4) An independent director must have no business relation with the company or any subsidiary or associated company which will prevent him or her from giving independent opinion. An independent director must not be main shareholder, or any director who is not independent director or the management of connected persons who have had business relation with the company or subsidiary or associated company, unless he or she has resigned from the mentioned positions for at least 2 years.

(5) An independent director must not be the auditor of the company, subsidiary, associated company or connected persons. Moreover an independent director must not be the main shareholders, or any director who is not the independent director of the auditing office of the auditors of the company or affiliate or associated company, unless he or she have resigned from the mentioned position at least for 2 years.

(6) An independent director must not be professional adviser, including legal or financial one who receive service fee of more than 2,000,000 baht per year form the company or subsidiary or associated company, unless he or she has resigned from the mentioned positions for at least 2 years.

(7) An independent director must not be a representative of any director or main shareholder of the company or any shareholder who is related to the main shareholder.

(8) An independent director must not do any business which compete with the company or any subsidiary. Independent director must not be any director who the management or staff or consultant receiving regular salary or holding ordinary shares of more than 1% of the company competing with the company.

(9) An independent director can independently function his or her duty.

**Independent Director which would be authorized as proxy in the AGM No.67.**

Nam Seng Insurance Plc. will hold the AGM No.67 on 31 March 2014 at Nam Seng Insurance Building 767 Krungthep-Nonthaburi Road, Bangsue, Bangkok 10800. We advise shareholders who can't attend the meeting to appoint one of independent directors comprising Mr.Yongyuth Phusanti, Mr. Napadol Putarungsi or Mr.Sombat Puthavolvong to attend and vote in the meeting on behalf of the shareholders.

The independent director has no special benefit when voting in the meeting. His qualification is shown in the attachment.

## **Independent Director which would be authorized as proxy in the AGM No. 67.**



- |   |   |
|---|---|
| 1. Name   | Mr. Yongyuth Phusanti   |
| 2. Age  | 60 years  |
| 3. Nationality  | Thai  |
| 4. Education  | - M.S. in Sanitary Engineering Syracuse University, USA.  |
| 5. Existing Position                                      | - Director, Nam Seng Insurance Plc.<br>- Chairman of Audit Committee, Nam Seng Insurance Plc.   |
| 6. Experience   | - Director, Nam Seng Insurance Plc.<br>- Director, N.S.Alliance Co.,Ltd.<br>- Director, N.S.B. Co.,Ltd.<br>- Managing Partner, Thai Heng Seng Limited Partnership |
| 7. Position in the other listed company                   | - None  |
| 8. Position in the competing company                      | - Director, N.S.Alliance Co.,Ltd.<br>- Director, N.S.B. Co.,Ltd.  |
| 9. Number of years in which he is Director in the Company | - From 1991 to present, totaling 22 years.  |
| 10. Company shareholding                                  | - 1,740 shares equal to 0.01% of total shares   |
| 11. Interest in the AGM agenda                            | - None  |

## Independent Director which would be authorized as proxy in the AGM No. 67.

1. Name	Mr. Napadol Putarungsi	
2. Age	55 years	
3. Nationality	Thai	
4. Education	- Master's Degree in Engineering (Electrical), Lamar University, USA.	
5. Existing Position	- Director, Nam Seng Insurance Plc. - Chairman of Selection and Remuneration Committee, Nam Seng Insurance Plc. - Member of Audit Committee, Nam Seng Insurance Plc.	
6. Experience	- Director, Nam Seng Insurance Plc. - Chairman of Selection and Remuneration Committee, Nam Seng Insurance Plc. - Member of Audit Committee, Nam Seng Insurance Plc. - Manager of Electrical & Mechanical Engineering Division, EPSILON CO.,LTD.	
7. Position in the other listed company	- None	
8. Position in the competing company	- None	
9. Number of years in which he is Director in the Company	- From 2001 to present, totaling 12 years.	
10. Company shareholding	- None	
11. Interest in the AGM agenda	- None	

## **Independent Director which would be authorized as proxy in the AGM No. 67.**

- |   |   |
|---|---|
| 1. Name   | Mr. Sombat Puthavolvong   |
| 2. Age  | 56 years  |
| 3. Nationality  | Thai  |
| 4. Education  | - Faculty of Business Administration<br>Ramkhamhaeng University   |
| 5. Existing Position                                      | - Director, Nam Seng Insurance Plc.<br>- Member of Audit Committee, Nam Seng Insurance Plc.<br>- Member of Selection and Remuneration Committee,<br>Nam Seng Insurance Plc. |
| 6. Experience   | - Director, Nam Seng Insurance Plc.<br>- Managing Director, Ruam sombat charoen Co.,Ltd.  |
| 7. Position in the other listed company                   | - None  |
| 8. Position in the competing company                      | - None  |
| 9. Number of years in which he is Director in the Company | - From 2012 to present, totaling 2 years.   |
| 10. Company shareholding                                  | - None  |
| 11. Interest in the AGM agenda                            | - None  |



## แบบหนังสือมอบฉันทะ แบบ ก.

## Proxy Form A.

เขียนที่.....  
Made at

วันที่.....เดือน.....พ.ศ.....  
Date Month Year

(1) ข้าพเจ้า.....สัญชาติ.....  
I/We, Nationality

อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....  
Residing at No. Road Tambon/Khwaeng

อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....  
Amphur Province Postcode

(2) เป็นผู้ถือหุ้นของ บมจ.นำสินประกันภัย โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น  
being a shareholder of Nam Seng Insurance PCL, holding a the total amount of share (s)  
และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้  
and have voting rights equivalent to vote (s), the details of which are as follows:

หุ้นสามัญ	.....หุ้น	ออกเสียงลงคะแนนได้เท่ากับ	.....เสียง
ordinary share	share (s)	having voting rights equivalent to	vote (s)
หุ้นบุริมสิทธิ	.....หุ้น	ออกเสียงลงคะแนนได้เท่ากับ	.....เสียง
preferred share	share (s)	having voting rights equivalent to	vote (s)

(3) ขอมอบฉันทะให้  
hereby authorize

(1) .....อายุ.....ปี อยู่บ้านเลขที่.....  
Age Years Residing at No.  
ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....  
Road Tambon/Khwaeng Amphur/Khet  
จังหวัด.....รหัสไปรษณีย์.....หรือ  
Province Postal Code or

(2) .....อายุ.....ปี อยู่บ้านเลขที่.....  
Age Years Residing at No.  
ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....  
Road Tambon/Khwaeng Amphur/Khet  
จังหวัด.....รหัสไปรษณีย์.....หรือ  
Province Postal Code or

(3) .....อายุ.....ปี อยู่บ้านเลขที่.....  
Age Years Residing at No.  
ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....  
Road Tambon/Khwaeng Amphur/Khet  
จังหวัด.....รหัสไปรษณีย์.....  
Province Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 67 ในวันที่ 31 มีนาคม 2557 เวลา 15.00 น. ณ ห้องประชุมชั้น 6 อาคารนำสินประกันภัย เลขที่ 767 ถนนกรุงเทพ – นนทบุรี แขวงบางซื่อ เขตบางซื่อ กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย  
anyone of the above as my/our proxy holder to attend and vote on my behalf at the General Meeting of Shareholders No.67, which will be held on 31 March 2014 at 3.00 p.m. at the conference room on the 6<sup>th</sup> Nam Seng Insurance Building, 767 Krungthep–Nonthaburi Road, Bangsue, Bangkok or on any date and at any postponement thereof.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried on by the proxy in the said meeting, shall be deemed as having been carried out by myself in all respects.

ลงชื่อ/Signed.....ผู้มอบฉันทะ/Grantor  
(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy  
(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy  
(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy  
(.....)

**หมายเหตุ** ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

**Note :** A shareholder must authorize only one proxy to attend the meeting and cast votes. He/she cannot divide the number of shares to allow several proxies to cast their votes in different ways.

แบบหนังสือมอบฉันทะ แบบ ข.

Proxy Form B.

เขียนที่.....  
 Made at  
 วันที่.....เดือน.....พ.ศ.....  
 Date Month Year  
 (1) ข้าพเจ้า.....สัญชาติ.....  
 I/We, Nationality

อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....  
 Residing at No. Road Tambon/Khwaeng  
 อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....  
 Amphur/Khet Province Postcode

(2) เป็นผู้ถือหุ้นของ บมจ.นำสินประกันภัย โดยถือหุ้นจำนวนรวมทั้งสิ้น.....หุ้น  
 being a shareholder of Nam Seng Insurance PCL., holding a the total amount of share (s)  
 และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้  
 and having voting rights equivalent to vote (s), the details of which are as follows:

หุ้นสามัญ	.....หุ้น	ออกเสียงลงคะแนนได้เท่ากับ	.....เสียง
ordinary share	share (s)	having voting rights equivalent to	vote (s)
หุ้นบุริมสิทธิ	.....หุ้น	ออกเสียงลงคะแนนได้เท่ากับ	.....เสียง
preferred share	share (s)	having voting rights equivalent to	vote (s)

(3) ขอมอบฉันทะให้ (โปรดเลือก ก หรือ ข เพียงข้อเดียว)

hereby authorize ( Please choose either a or b )

(ก) ชื่อ.....อายุ.....ปี  
 (a) Name Age Years

อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....  
 Residing at No. Road Sub district  
 อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....  
 District Province Postal Code

(ข) หรือกรรมการอิสระตามรายชื่อ ดังนี้

(b) or the following Independent Director

1) ชื่อ นายยงยุทธ ฐิตันติ กรรมการอิสระ อายุ 60 ปี

1) Name Mr. Yongyuth Phusanti Independent Director Age 60 Years

อยู่บ้านเลขที่ 1021/2 ซอย - ถนน สมเด็จพระเจ้าตากสิน ตำบล/แขวง บุคคโล  
 Residing at No. 1021/2 Soi - Road Somdejprajaoaksin Sub district Bukkhalo

อำเภอ/เขต หนองปรือ จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10600

District Thonburi Province Bangkok Postal Code 10600

2) ชื่อ นายณกมล ภูตรัมย์ กรรมการอิสระ อายุ 55 ปี

2) Name Mr. Napadol Putarungsi Independent Director Age 55 Years

อยู่บ้านเลขที่ 79/224 ซอย รามคำแหง 150 ถนน - ตำบล/แขวง สะพานสูง  
 Residing at No. 79/224 Soi Ramkhamhaeng 150 Road - Sub district Sapansoong

อำเภอ/เขต สะพานสูง จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10240

District Sapansoong Province Bangkok Postal Code 10240

3) ชื่อ นายสมบัด ภูดาวรวงศ์ กรรมการอิสระ อายุ 56 ปี

3) Name Mr. Sombat Puthavolvong Independent Director Age 56 Years

อยู่บ้านเลขที่ 575 ซอย ประชาราษฎร์ 17 ถนน ประชาราษฎร์ 1 ตำบล/แขวง บางซื่อ  
 Residing at No. 575 Soi Pracharat 17 Road Pracharat 1 Sub district Bangsue

อำเภอ/เขต บางซื่อ จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10800

District Bangsue Province Bangkok Postal Code 10800

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 67 ในวันที่ 31 มีนาคม 2557 เวลา 15.00น. ณ ห้องประชุมชั้น 6 อาคารนำสินประกันภัย เลขที่ 767 ถนนกรุงเทพ – นนทบุรี แขวงบางซื่อ เขตบางซื่อ กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

only one of the above as my/our proxy holder to attend and vote on my behalf at the General Meeting of Shareholders No.67 to be held on 31 March 2014 at 3.00 p.m. at the conference room on the 6<sup>th</sup> floor of Nam Seng Insurance Building, 767 Krungthep–Nonthaburi Road, Bangsue, Bangkok or on any date and at any postponement thereof.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/we hereby authorize the proxy holder to vote on my behalf at this meeting as follows:

- (1)  วาระที่ 1 เรื่อง พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ครั้งที่ 66  
Agenda 1 To approve the minutes of the Annual General Meeting of Shareholders No.66.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy holder shall vote in accordance with my wish as follows:
- เห็นด้วย       ไม่เห็นด้วย       จดออกเสียง  
Approve                  Disapprove                  Abstain
- วาระที่ 2 เรื่อง รับทราบรายงานผลการดำเนินงาน ประจำปี 2556 ของคณะกรรมการ  
Agenda 2 To acknowledge the Board of Directors' Performance Report for 2013.
- วาระที่ 3 เรื่อง พิจารณานุมัติงบการเงินประจำปี สิ้นสุดวันที่ 31 ธันวาคม 2556 ซึ่งผ่านการตรวจสอบจากผู้สอบบัญชีแล้ว  
Agenda 3 To consider and approve the audited financial statements for 2013.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy holder shall vote in accordance with my wish as follows:
- เห็นด้วย       ไม่เห็นด้วย       จดออกเสียง  
Approve                  Disapprove                  Abstain
- วาระที่ 4 เรื่อง พิจารณานุมัติจ่ายเงินปันผลจากผลการดำเนินงาน ประจำปี 2556  
Agenda 4 To approve the payment of dividend for 2013.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy holder shall vote in accordance with my wish as follows:
- เห็นด้วย       ไม่เห็นด้วย       จดออกเสียง  
Approve                  Disapprove                  Abstain
- (2)  วาระที่ 5 เรื่อง พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ครบกำหนดออกตามวาระ  
Agenda 5 To consider and appoint the Directors replacing the outgoing Directors that retire upon completion of the term in office.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy holder shall vote in accordance with my wish as follows:
- การแต่งตั้งกรรมการทั้งหมด  
To elect all nominated persons as a group
- เห็นด้วย       ไม่เห็นด้วย       จดออกเสียง  
Approve                  Disapprove                  Abstain

การแต่งตั้งกรรมการเป็นรายบุคคล

To elect each nominated persons individually

ชื่อกรรมการ	นางสาวรัตนา	เจริญชัยพงศ์
Name of Director	Miss Ratana	Jaroenchaipong
<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

ชื่อกรรมการ	นางสาวสุมาลี	เจริญชัยพงศ์
Name of Director	Miss Sumalee	Jaroenchaipong
<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

ชื่อกรรมการ	นายไพรัช	เจริญชัยพงศ์
Name of Director	Mr. Pairach	Charoenchaipong
<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

ชื่อกรรมการ	ดร.โชติมา	พัทศิริ
Name of Director	Dr. Chotima	Puasiri
<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

วาระที่ 6 เรื่อง พิจารณานุมัติเงินบำเหน็จคณะกรรมการและเบี้ยประชุมกรรมการตามที่คณะกรรมการเสนอ  
Agenda 6 To consider and set the Directors' remuneration and fee.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote in accordance with my wish as follows:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

วาระที่ 7 เรื่อง พิจารณาแต่งตั้งผู้สอบบัญชี ประจำปี 2557 และกำหนดค่าสอบบัญชี  
Agenda 7 To consider and appoint the auditor for 2014 and set his or her remuneration.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote in accordance with my wish as follows:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

วาระที่ 8 เรื่อง พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 8 To consider other matters (if any).

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote in accordance with my wish as follows:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของผู้ถือหุ้น

Voting of the proxy holder in any agenda that is not specified in this proxy shall be considered as invalid and not my/our voting.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we have not declared a voting intention in any agenda, or my/our determination is not clear, or in case the meeting considers or passes resolutions in any matters apart from those agenda specified above, including the case that there is any amendment, modification, or addition of any fact, the proxy holder may cast votes as he/she deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried on by the proxy holder in the said meeting, unless the proxy holder does not vote as I/we specify in the proxy form, shall be deemed as having been carried out by myself/ourselves in all respects.

ลงชื่อ/Signed.....ผู้มอบฉันทะ/Grantor  
(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy  
(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy  
(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy  
(.....)

- หมายเหตุ**
1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
  2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
  3. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

- Note :**
1. A shareholder shall appoint only one proxy holder to attend and vote at the meeting. A shareholder may not split shares, and appoint more than one proxy holder in order to split votes.
  2. With regard to the election of directors, the ballot can be either for all the nominated candidates as a group or for an individual nominee.
  3. In case that there is any further agenda apart from specified above brought into consideration in the meeting, the proxy holder may use the Annex to Proxy Form B.

## ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

### Annex to the Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บมจ. นำสินประกันภัย

The Proxy of the shareholder of Nam Seng Insurance PCL

ในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 67 ในวันที่ 31 มีนาคม 2557 เวลา 15.00 น. ณ ห้องประชุมชั้น 6 อาคารนำสินประกันภัย เลขที่ 767 ถนนกรุงเทพ – นนทบุรี แขวงบางซื่อ เขตบางซื่อ กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวันเวลา และสถานที่อื่นด้วย

At the Annual General Meeting of Shareholders No. 67 to be held on 31 March 2014 at 3.00 p.m., at the conference room on the 6<sup>th</sup> Nam seng Insurace Building, 767 Krungthep – Nonthaburi Road, Bangsue, Bangkok on at any adjournment.

.....  
 วาระที่.....เรื่อง.....

Agenda Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy holder shall vote in accordance with my wish as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งคออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

.....  
 วาระที่.....เรื่อง.....

Agenda Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy holder shall vote in accordance with my wish as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งคออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่.....เรื่อง เลือกตั้งกรรมการ (ต่อ)  
Agenda Election of directors (Continued)

ชื่อกรรมการ.....

Director's name

- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งคออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

ชื่อกรรมการ.....

Director's name

- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งคออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

ชื่อกรรมการ.....

Director's name

- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งคออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

ชื่อกรรมการ.....

Director's name

- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งคออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

## แบบหนังสือมอบฉันทะ แบบ ก.

(สำหรับผู้ถือหุ้นต่างประเทศที่แต่งตั้งคัสโตเดียนในประเทศไทยเท่านั้น)

### Proxy Form C.

(For foreign shareholders who have custodian in Thailand only)

เขียนที่.....

Made at  
วันที่.....เดือน.....พ.ศ.....  
Date Month Year

(1) ข้าพเจ้า.....

I/We

สำนักงานตั้งอยู่เลขที่.....ถนน.....ตำบล/แขวง.....

Residing at No. Road Tambon/Khwaeng

อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....

Amphur/Khet Province Postcode

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (custodian) ให้กับ.....

as acting the custodian for

ซึ่งเป็นผู้ถือหุ้นของ บมจ.นำสินประกันภัย โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น

who is a shareholder of Nam Seng Insurance PCL, holding a the total amount of share (s)

และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้

and having voting rights equivalent to vote (s), the details of which are as follows:

หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

ordinary share share (s) having voting rights equivalent to vote (s)

หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

preference share share (s) having voting rights equivalent to vote (s)

(2) ขอมอบฉันทะให้

hereby authorize

(1) .....อายุ.....ปี อยู่บ้านเลขที่.....

Age Years Residing at No.

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....

Road Tambon/Khwaeng Amphur/Khet

จังหวัด.....รหัสไปรษณีย์.....หรือ

Province Postcode or

(2) .....อายุ.....ปี อยู่บ้านเลขที่.....

Age Years Residing at No.

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....

Road Tambon/Khwaeng Amphur/Khet

จังหวัด.....รหัสไปรษณีย์.....หรือ

Province Postcode or

(3) .....อายุ.....ปี อยู่บ้านเลขที่.....

Age Years Residing at No.

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....

Road Tambon/Khwaeng Amphur/Khet

จังหวัด.....รหัสไปรษณีย์.....

Province Postcode

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 67

ในวันที่ 31 มีนาคม 2557 เวลา 15.00น. ณ ห้องประชุมชั้น 6 อาคารนำสินประกันภัย เลขที่ 767 ถนนกรุงเทพ - นนทบุรี แขวงบางซื่อ เขตบางซื่อ

กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

only one of the above as my/our proxy holder to attend and vote on my behalf at the General Meeting of Shareholders No.67 to be held on 31

March 2014 at 3.00 p.m. at the conference room on the 6<sup>th</sup> floor of Nam Seng Insurance Building, 767 Krungthep-Nonthaburi Road, Bangsue,

Bangkok or on any date and at any postponement thereof.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

I/we authorize the proxy holder to attend the meeting and vote are as follows:

มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

Grant proxy the total amount of shares holding and entitled to vote

มอบฉันทะบางส่วน คือ

Grant partial shares of

หุ้นสามัญ.....หุ้น และมีสิทธิออกเสียงลงคะแนนได้.....เสียง  
ordinary share share (s), having voting rights equivalent to vote (s)

หุ้นบุริมสิทธิ.....หุ้น และมีสิทธิออกเสียงลงคะแนนได้.....เสียง  
preferred share.....share (s), having voting rights equivalent to vote (s)  
รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด.....เสียง

Total voting rights vote (s)

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/we hereby authorize the proxy holder to vote on my behalf at this meeting as follows:

(1)  วาระที่ 1 เรื่อง พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ครั้งที่ 66

Agenda 1 To approve the minutes of the Annual General Meeting of Shareholders No.66.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote in accordance with my wish as follows:

เห็นด้วย  ไม่เห็นด้วย  จดออกเสียง

Approve Disapprove Abstain

วาระที่ 2 เรื่อง รับทราบรายงานผลการดำเนินงาน ประจำปี 2556 ของคณะกรรมการ

Agenda 2 To acknowledge the Board of Directors' Performance Report for 2013.

วาระที่ 3 เรื่อง พิจารณานุมัติงบการเงินประจำปี สิ้นสุดวันที่ 31 ธันวาคม 2556 ซึ่งผ่านการตรวจสอบจากผู้สอบบัญชีแล้ว

Agenda 3 To consider and approve the audited financial statements for 2013.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote in accordance with my wish as follows:

เห็นด้วย  ไม่เห็นด้วย  จดออกเสียง

Approve Disapprove Abstain

วาระที่ 4 เรื่อง พิจารณานุมัติจ่ายเงินปันผลจากผลการดำเนินงาน ประจำปี 2556

Agenda 4 To approve the payment of dividend for 2013.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote in accordance with my wish as follows:

เห็นด้วย  ไม่เห็นด้วย  จดออกเสียง

Approve Disapprove Abstain

(2)  วาระที่ 5 เรื่อง พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ครบกำหนดออกตามวาระ

Agenda 5 To consider and appoint the Directors replacing the outgoing Directors that retire upon completion of the term in office.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote in accordance with my wish as follows:

- การแต่งตั้งกรรมการทั้งหมด  
To elect all nominated persons as a group
- เห็นด้วย       ไม่เห็นด้วย       งดออกเสียง  
Approve                      Disapprove                      Abstain

- การแต่งตั้งกรรมการเป็นรายบุคคล  
To elect each nominated persons individually
- ชื่อกรรมการ                      นางสาวรัตนา                      เจริญชัยพงศ์  
Name of Director                      Miss Ratana                      Jaroenchaipong
- เห็นด้วย       ไม่เห็นด้วย       งดออกเสียง  
Approve                      Disapprove                      Abstain

- ชื่อกรรมการ                      นางสาวสุมาลี                      เจริญชัยพงศ์  
Name of Director                      Miss Sumalee                      Jaroenchaipong
- เห็นด้วย       ไม่เห็นด้วย       งดออกเสียง  
Approve                      Disapprove                      Abstain

- ชื่อกรรมการ                      นายไพรัช                      เจริญชัยพงศ์  
Name of Director                      Mr. Pairach                      Charoenchaipong
- เห็นด้วย       ไม่เห็นด้วย       งดออกเสียง  
Approve                      Disapprove                      Abstain

- ชื่อกรรมการ                      ดร. โชติมา                      พัวศิริ  
Name of Director                      Dr. Chotima                      Puasiri
- เห็นด้วย       ไม่เห็นด้วย       งดออกเสียง  
Approve                      Disapprove                      Abstain

- วาระที่ 6 เรื่อง พิจารณานุมัติเงินบำเหน็จคณะกรรมการและเบี้ยประชุมกรรมการตามที่คณะกรรมการเสนอ  
Agenda 6 To consider and set the Directors' remuneration and fee.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy holder shall vote in accordance with my wish as follows:  
 เห็นด้วย       ไม่เห็นด้วย       งดออกเสียง  
Approve                      Disapprove                      Abstain

- วาระที่ 7 เรื่อง พิจารณาแต่งตั้งผู้สอบบัญชี ประจำปี 2557 และกำหนดค่าสอบบัญชี  
Agenda 7 To consider and appoint the auditor for 2014 and set his or her remuneration.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy holder shall vote in accordance with my wish as follows:  
 เห็นด้วย       ไม่เห็นด้วย       งดออกเสียง  
Approve                      Disapprove                      Abstain

- วาระที่ 8 เรื่อง พิจารณาเรื่องอื่น ๆ (ถ้ามี)  
Agenda 8 To consider other matters (if any).

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy holder shall vote in accordance with my wish as follows:  
 เห็นด้วย       ไม่เห็นด้วย       งดออกเสียง  
Approve                      Disapprove                      Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่า การลงคะแนนเสียงนั้น ไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของผู้ถือหุ้น

Voting of the proxy holder in any agenda that is not specified in this proxy shall be considered as invalid and not my/our voting.

(6) ในกรณีที่ข้าพเจ้าไม่ได้รับความสะดวกในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we have not declared a voting intention in any agenda, or my/our determination is not clear, or in case the meeting considers or passes resolutions in any matters apart from those agenda specified above, including the case that there is any amendment, modification, or addition of any fact, the proxy holder may cast votes as he/she deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried on by the proxy holder in the said meeting, unless the proxy holder does not vote as I/we specify in the proxy form, shall be deemed as having been carried out by myself/ourselves in all respects.

ลงชื่อ/Signed.....ผู้มอบฉันทะ/Grantor  
(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy  
(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy  
(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy  
(.....)

#### หมายเหตุ

หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น

หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ

- (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
- (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ

#### Note :

- ◆ This Proxy Form shall be applicable only for the shareholders listed in the shares registration book as foreign investors who have appointed custodians in Thailand.
- ◆ The following documents shall be attached to this Proxy Form:
  - (1) Power of Attorney from the shareholder authorizing the custodian to sign the Proxy Form on behalf of the shareholder.
  - (2) Letter certifying that the person signing the Proxy Form is licensed to engage in custodian business.
- ◆ The shareholder shall appoint only one proxy holder to attend and vote at the meeting and shall not allocate the number of shares to several proxy holders to vote separately.
- ◆ With regard to the election of director(s), approval may be given in respect of all nominated persons as a group or for each nominated person individually.
- ◆ Where there occurs any agenda for the meeting's consideration other than those specified above, such additional agenda and additional instructions may be specified in the Annex to the Proxy Form attached hereto.

## ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.

### Annex attached to the Proxy Form C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บมจ.นำสินประกันภัย

The Proxy of the shareholder of Nam Seng Insurance PCL

ในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 67 ในวันที่ 31 มีนาคม 2557 เวลา 15.00 น. ณ ห้องประชุมชั้น 6 อาคารนำสินประกันภัย เลขที่ 767 ถนนกรุงเทพ – นนทบุรี แขวงบางซื่อ เขตบางซื่อ กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวันเวลา และสถานที่อื่นด้วย

At the Annual General Meeting of Shareholders No. 67 to be held on 31 March 2014 time 3.00 p.m., at the conference room on the 6<sup>th</sup> Nam seng Insurace Building, 767 Krungthep – Nonthaburi Road, Bangsue, Bangkok or on any date and at any postponement thereof.

.....

วาระที่.....เรื่อง.....

Agenda Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote in accordance with my wish as follows:

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง

Approve vote(s) Disapprove vote(s) Abstain vote(s)

วาระที่.....เรื่อง.....

Agenda Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote in accordance with my wish as follows:

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง

Approve vote(s) Disapprove vote(s) Abstain vote(s)

วาระที่.....เรื่อง เลือกตั้งกรรมการ (ต่อ)

Agenda Election of directors (Continued)

ชื่อกรรมการ.....

Director's name

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง

Approve vote(s) Disapprove vote(s) Abstain vote(s)

ชื่อกรรมการ.....

Director's name

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง

Approve vote(s) Disapprove vote(s) Abstain vote(s)

ชื่อกรรมการ.....

Director's name

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง

Approve vote(s) Disapprove vote(s) Abstain vote(s)

ชื่อกรรมการ.....

Director's name

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง

Approve vote(s) Disapprove vote(s) Abstain vote(s)

