

## **Invitation letter and documents for AGM No.68**

Please be informed of documents to be used in AGM No.68 to be held on 29 April 2015 are the following:

1. Invitation to the Annual General Meeting No. 68.
2. The translation of the AGM minutes No. 67.
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:

**24 March 2015**

**ATTN.** : Shareholder

**SUBJECT** : Invitation to the Annual General Meeting No. 68

**Enclosures** : 1. The translation of the AGM minutes No. 67.  
2. The Board of Directors' Annual Report for 2014.  
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 20 March 2015 resolved that the Annual General Meeting of Shareholders No. 68 will be held on 29 April 2015 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.67**  
**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.67 (Annex 1).
- 2. To acknowledge the Board of Directors' performance report for 2014.**  
**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 2014 performance to the meeting of shareholders for its acknowledgement.
- 3. To consider and approve the audited financial statements for the year ended 31 December 2014.**  
**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 2014, 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 2014 as shown in the annual report for 2014 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 2014 (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 2014.
- 4. To approve the payment of dividend for 2014.**  
**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 2014 amounting to 162,910,200 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 2014, 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 2014 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 2014 at the rate of 6.00 Baht per ordinary share, totaling 83,400,000 Baht, or about 51.19 percent of the annual profit for the year. The Company sets the record date for shareholders who have right to receive the dividend on 7 April 2015 and will close the registration book on 8 April 2015 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 22 May 2015.

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 2013 of 183,010,056 Baht, as reported in statements of comprehensive income for the year end 31 December 2013. The Company paid out dividend at the rate of 6.50 Baht per share, making the total dividend payment of 90,350,000 Baht which was 49.37% of the mentioned profit.

**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. Directors who have served in the position with the longest period shall be vacated from the office. The outgoing directors who will retire upon completion of the term in office who could be re-elected are the following :

- a) Mr. Sant Chotipruk, Mr. Yongyuth Phusanti and Mr. Sombat Puthavolvong who were elected in the AGM No.65 in 2012.
- b) Mrs. Pornpun Tanariyakul who was appointed by the Board of Directors No.11/2556-2557 held on 24 February 2014 in accordance with the article 21 of articles of association to replace of Mr. Kumpol Techaruvichit who had been elected as director in the AGM No.65 but passing away in 2014. Mrs. Pornpun Tanariyakul thus held the office for the remaining period of Mr. Kumpol Techaruvichit.

The selection and remuneration committee advised that the following 4 directors should be re-elected because they are professional with knowledge, capability and experience :

- 1) Mr. Sant Chotipruk
- 2) Mr. Yongyuth Phusanti
- 3) Mr. Sombat Puthavolvong
- 4) Mrs. Pornpun Tanariyakul

We had invited shareholders to propose qualified persons to be nominated as director candidates from 1 November 2014 to 15 February 2015, 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) Mr. Sant Chotipruk      | 2) Mr. Yongyuth Phusanti    |
| 3) Mr. Sombat Puthavolvong | 4) Mrs. Pornpun Tanariyakul |

**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, remaining at the same as 2014 remuneration.
- 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 2015 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 EY Office Limited. is well known with experience in auditing insurance companies, so an auditor from EY Office Limited. should be appointed as the 2015 auditor. Auditors from EY 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.

**Board of Directors' opinion:** Mrs. Nonglak Pumnoi, the certified public accountant No.4172 (the auditor for 2014), or Miss Somjai Khunapasut, the certified public account No. 4499, or Miss Rachada Yongsawadvanich, the certified public accountant No.4951, from EY Office Limited. should be appointed as the Company's external auditor for the year 2015. 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 2015 should be not more than 1,850,000 Baht, compared with audit fees for 2014 set by the AGM No.67 held on 31 March 2014 as follows:

(Baht)

	<b>2015</b>	<b>2014</b>	<b>Increase</b>
Auditing annual financial statements.	800,000	800,000	0
Reviewing quarterly financial statements.	510,000	510,000	0
Reviewing interim report of the Company's capital for second quarter.	170,000	170,000	0
Auditing the annual report of the Company's capital.	370,000	370,000	0
<b>Total</b>	<b>1,850,000</b>	<b>1,850,000</b>	<b>0</b>

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

**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. Napadol Putarungsi could be authorized to attend and vote in the meeting on the behalf of shareholders. He is 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.67

The meeting was held at 3.15 p.m. on 31 March 2014 in the conference room on 6<sup>th</sup> floor of Nam Seng Insurance Building, 767 Krungthep-Nonthaburi Road, Bangsue district, Bangkok.

Mr. Kochakorn Nantaphan, the Company secretary, reported that 54 shareholders and proxies, representing 8,245,218 shares, or equal to 59.32% of total 13,900,000 shares, attended the meeting, a quorum was hence constituted.

The Chairman informed the shareholders that Mr. Kampol Techaruvichit, the former Chairman had passed away on 16 December 2013, the Board of Directors' meeting No. 10/2556-2557 held on 24 January 2014 appointed Mr. Sant Chotipruk the Chairman. The Chairman also invited the shareholders to express condolences for his death.

Mr. Kochakorn Nantaphan, the Company secretary, subsequently reported as follows:

11 Directors attended the meeting as follows:

1. Mr. Sant	Chotipruk	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. Yongyuth	Phusanti	Independent Director / Chairman of Audit Committee
6. Mr. Napadol	Putarungsi	Independent Director / Chairman of Selection and Remuneration Committee
7. Mr. Sombat	Puthavolvong	Independent Director
8. Miss Sumalee	Jaroenchaipong	Director
9. Mr. Pairach	Charoenchaipong	Director
10. Dr. Chotima	Puasiri	Director
11. Mrs. Pornpun	Tanariyakul	Independent Director

Apart from that, Mr. Thana Vongsangnak, consultant to the Board of Directors (regarding accounting and tax), Mrs. Nonglak Pumnoi, external auditor from Ernst & Young Office Limited, Mr. Teera Trutsat, manager of accounting department, and Mr. Kochakorn Nantaphan, the Company secretary, 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 November 2013 to 15 February 2014. No shareholder however advised the Company about the mentioned issue.

The best practices for the General Meeting of Shareholders of listed companies state that there must be neutral person 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.66**

The Company secretary informed that shareholders could consider the minutes of AGM No.66. The Board of Directors recommended that it was correctly recorded and sent to the shareholders, therefore it should be approved by the meeting.

Mr. Basant Kumar Dukar asked whether two reinsurers had paid the sizeable compensation due to the devastating floods in accordance with their obligation as reported in the minutes of AGM No.66 agenda 4.

The Company secretary replied that they had paid almost all of compensation they had to pay.

The meeting in which shareholders held 8,245,218 shares, or 100% of those of the shareholders attending the meeting, unanimously approved the minutes of the Annual General Meeting No.66 held on 29 April 2013. There was no shareholder who voted against or omitted voting.

**Agenda 2: To acknowledge the Board of Directors' performance report for 2013.**

The Company secretary informed that in order to comply with the 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.

The Chairman reported on the Board of Director's performance for 2013 that the Company progressed in 2013. The earned premium and commission income were 1,501.3 million Baht, increasing by 26.5%, loss ratio however dropped from 55.8% in the previous year to 48.1% in 2013 due to the adjustment of our premium rates to be commensurate with risks. Profit from underwriting in 2013 thus rose by 305.8% to 117 million Baht. Investment income and other income besides rose to 115.1 million Baht. Profit for the year consequently rose by 119.8 million Baht, or 189.5%, to 183 million Baht. The Company's profitability was improved in 2013 as Return on Equity (ROE) and Return on Assets (ROA) increased from 6.3% and 2.2% in 2012 to 16.5% and 6.2% in the reported year respectively.

The Company has set its objective to expand with sustainable growth and pay attention to reap benefits from the upcoming AEC. The Company's networks hence will be build for servicing insured operating cross-border transportations

The Company has participated in the Collective Anti-Corruption Project by giving an oath to acknowledge the agreement to resist all forms of corruption on 26 July 2013.

Mr. Hung-Chai Akawaskul, a proxy, congratulated for the progress of the Company as it paid substantial amount of dividends. He also appreciated the participation of the Company in the Collective Anti-Corruption Project.

He also inquired how much the Company's premium rates had been adjusted.

Managing director replied that premium rates for commercial trucks were adjusted approximately by 10% - 15%.

Mr. Basant Kumar Dugar, a shareholder, inquired why the Company's average loss ratio dropped. He also asked about the level of the loss ratio of the insurance industry.

Managing director replied that the loss ratio of the motor business of insurance industry was approximately 57% - 58% on average, whereas the loss ratio of the Company was around 48% - 49% . The Company had raised premium rates for commercial trucks by 10% - 15% on average, whereas the premium rates for trailers with higher risks would be adjusted by 40%. The Company besides had changed some working procedure regarding the claims adjustment and the appraisal of costs of spare parts. Consequently the Company's officers could speedily do their jobs and negotiate with garages, the loss ratio as a result was at acceptable level.

Mr. Basant Kumar Dugar, a shareholder, asked why the Company's net profit margin in 2013 was larger than gross profit margin.

The Company secretary replied that gross profit margin was calculated from the underwriting profit, the profit margin however comprised of both underwriting profit and income from investment. The Company had substantial investment income in 2013, the profit margin hence was larger than the gross profit margin.

Mr. Basant Kumar Dugar, a shareholder, asked what was the name of software used by the Company to help control manpower.

The Company secretary replied that the Company used software such as one developed by Arunsawat dot com Co.,Ltd. to provide claims services.

Mr. Boonma Surachoenchaikul said that, according to the annual report, the Company had been sued for damage amounting to 414.6 million Baht, whereas insurance liability covered by insurance policies was 59.4 million Baht. He asked what was the meaning of the total sum insured as mentioned above.

Managing director replied that the Company had been sued for damage amounting to 414.6 million Baht however the insurance liability was only 59.4 million Baht. The Company had set aside reserve for its losses totaling 55.5 million Baht, as believing that the Company will not be responsible for the remaining amount.

Mr. Boonma Surachoenchaikul asked why the plaintiff sued the Company for 414.6 million Baht of compensation.

Managing director replied that the plaintiff had a right to sue driver, insured and the Company, the Company however could set aside loss reserve at amount for which the Company was responsible.

Mr. Boonma Surachoenchaikul, a shareholder, inquired about premium receivables with over one year overdue reported in notes to financial statements.

Managing director replied that most of the premium receivables with over one year overdue amounting to 11.33 million Baht included an amount of 8 – 9 million Baht due to an agent who still gradually paid money to the Company. The Company has already set aside allowance for doubtful accounts for them.



Mr. Boonma Suracharoenchaikul, a shareholder, asked whether insurance reserve refundable from reinsurers reported in notes to financial statements, amounting to 454.59 and 204.04 million Baht in 2012 and 2013 respectively, was the amount to which reinsurers had to refund the Company.

Mrs. Nonglak Pumnoi, the Company's auditor, replied that in case the Company had done reinsurance contracts with reinsurers, the insurance reserve refundable from reinsurers was recorded when any insured requested for compensation. When the Company subsequently paid the compensation, the Company would request the reinsurers to be responsible for the compensation in accordance with the contracts. As a result, the insurance reserve refundable would be changed into the amount due from reinsurers. The reserve refundable amounting to 204.04 million Baht comprised of insurance reserve due to the severe flood amounting to 93 million Baht, the remaining amount however was due to the Company's normal business operation.

The meeting acknowledged the Board of Directors' performance report for 2013.

**Agenda 3: To consider and approve the audited financial statements for the year ended 31 December 2013.**

The Company secretary proposed the meeting to consider the audited financial statements ended 31 December 2013 including statements of financial position, statements of comprehensive income and statements of cash flows as shown in detail in the Annual Report for 2013. They had been delivered to shareholders together with the invitation letters which could be summarized as follows:

Independent Auditor's report, statements of financial position, statements of comprehensive income, statements of cash flows and notes to financial statements were shown in detail in the Annual Report for 2013 page 125, 126, 128, 131 and 133 – 160 respectively.

**Financial position**

The Company had assets, liabilities and equity as of 31 December 2013 as follows:

Total assets of 2,965.4 million Baht increased by 14.7 million Baht, or 0.5%.

Total liabilities of 1,792.5 million Baht decreased by 116.3 million Baht, or 6.1%.

Equity of 1,172.9 million Baht increased by 131.0 million Baht, or 12.6%.

**Operational results**

Net written premium for 2013 amounted to 1,578.2 million Baht, an increase of 276.6 million Baht, or 21.2%, compared to 1,301.6 million Baht in 2012.

Earned premium and commission income for 2013 amounted to 1,501.3 million Baht, an increase of 314.2 million Baht, or 26.5%, compared to 1,187.1 million Baht in 2012.

Claims and losses adjustment expenses for 2013 amounted to 789.4 million Baht, an increase of 62.9 million Baht, or 8.7%, compared to 726.4 million Baht in 2012.

Brokerage expenses, operating expenses and others for 2013 amounted to 595.0 million Baht, an increase of 77.5 million Baht, or 15.0%, compared to 517.5 million Baht in 2012.

Gains from underwriting for 2013 amounted to 117.0 million Baht, an increase of 173.8 million Baht, or 305.8%, compared to losses 56.8 million Baht in 2012.

Income on investment for 2013 amounted to 106.5 million Baht, a decrease of 19.4 million Baht, or 15.4%, compared to 125.9 million Baht in 2012.

Other income for 2013 amounted to 8.6 million Baht a decrease of 2.9 million Baht, or 25.4%, compared to 11.5 million Baht in 2012.

Contribution to the Office of Insurance Commission and others for 2013 amounted to 10.4 million Baht an increase of 1.7 million Baht, or 19.3%, compared to 8.7 million Baht in 2012.

Income tax expenses for 2013 amounted to 38.6 million Baht a increase of 30.0 million Baht, or 348.6%, compared to 8.6 million Baht in 2012.

Profit for the year for 2013 amounted to 183.0 million Baht a increase of 119.8 million Baht, or 189.5%, compared to 63.2 million Baht in 2012.

Mr. Sophon Wiraserani asked why the Company's net profit for the fourth quarter of 2013 of 98.8 million Baht was larger than the total amount of those recorded from the first quarter to the third quarter.

Managing director replied that the actuary had recommended the Company to record loss reserve (IBNR) in the third quarter amounting to 27 million Baht. He however subsequently advised the Company to make a reversing entry to cancel out the mentioned IBNR, as considering that it was unnecessarily recorded. Moreover until the fourth quarter, the Company had set aside allowance for doubtful account relating to a reinsurer amounting to 27 million Baht, the Company however received compensation from the reinsurer in the fourth quarter. The Company thus cancelled out the allowance for doubtful account. The net profit for the fourth quarter, as a result, was larger than those recorded in the previous quarters.

Mr. Boonma Surachoenchaikul, a shareholder, asked why other assets (apart from cash and investment assets) declined by 305.1 million Baht in 2013.

Mr. Thana Vongsangnak, Consultant to the Board of Directors (regarding accounting and tax), replied that reinsurance assets decreased in 2013 by 304.5 million Baht because the Company received refunds from reinsurers. The other assets including the reinsurance assets, as a result, dropped.

Mr. Boonma Surachoenchaikul, a shareholder, inquired about details of unit trusts reported in notes to financial statements.

Mr. Thana Vongsangnak, Consultant to the board of directors (regarding accounting and tax), replied that unit trusts could be composed of stocks, debt instruments and so on.

Mr. Boonma Surachoenchaikul, a shareholder, advised that the Company should report the details of the unit trusts in notes to financial statements for the next year.

Mr. Thana Vongsangnak, Consultant to the board of directors (regarding accounting and tax), replied that the Company will consult with the auditors about this issue.

Mr. Boonma Surachoenchaikul, a shareholder, inquired what was financial institution from which the Company bought government savings bank lottery.

Managing director replied that most of them was issued by the Bank for Agriculture and Agricultural Co-operatives.

Mr. Basant Kumar Dukar, a shareholder, inquired that as the Company' capital fund was 505.83% of the capital required by the OIC, what was the requirement of the OIC.

The Company secretary replied that the registrar stipulated that any insurance company must have capital fund at least 140% of total capital required.

Mr. Basant Kumar Dukar, a shareholder, advised that the capital adequacy ratio should be reported in "financial highlights" shown in the annual report as it reveals the Company's strength. He also advised how to efficiently manage the Company's liquidity, while being able to be benefited from the net cash flow from operating activities, so that the Company will have the lowest costs of fund.

The Company secretary replied that although the Company opened overdraft accounts with a commercial bank, the Company never withdraw money from them as having adequate liquidity. The Company will however follow his advices.

Mr. Boonma Suracharoenchaikul, a shareholder, asked what was the rate of interest for the amount of 985 million Baht the Company deposited in banks.

Managing director replied that the Company tended to deposit money in the government banks with stability. An amount of approximate 200 million baht was deposited in Islamic Bank of Thailand. The bank paid returns at a rate of around 3.6% annually.

The meeting, in which shareholders held 8,245,218 shares, or 100% of those held by shareholders attending the meeting, resolved that the audited financial statements ended 31 December 2013 were unanimously certified. There was no shareholder who voted against or omitted voting.

**Agenda 4: To approve the payment of dividend for 2013.**

The Company secretary reported that The Company recorded the net profit of 183,010,056 Baht in 2013, 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 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 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 2013 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 2013 at the rate of 6.50 Baht per ordinary share, totaling 90,350,000 Baht, or about 49.37 percent of the annual net profit. 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 the 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.

Mr. Basant Kumar Dukar, a shareholder, advised that dividend yield was acceptable. The Company will be benefited if disclosing this information.

The meeting resolved that dividend for 2013 should be paid in accordance with the proposal of the Board of Directors. Shareholders holding 8,245,218 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, or number which is close to one-third of them, will retire in the AGM. The outgoing directors, who had retired upon completion of the term in office and could be re-elected, were the following:

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

The Selection and Remuneration Committee was responsible for nominating suitable ones to be elected as new directors, and advised that the 4 directors should be re-elected because they were professional with knowledge, capability and experience.

The Board of Directors advised that the mentioned persons were professional with knowledge, capability and experience. Apart from that, they 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 elect the persons comprising of:

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

Details of the 4 directors had been shown in the invitation letter.

Mr. Basant Kumar Dukar, a shareholder, advised that the Company's directors should be trained by the Thai Institute of Directors (IOD).

The Company secretary replied that all directors had experience in insurance industry for a long time and passed Directors Accreditation Program (DAP) held by the Thai Institute of Directors (IOD).

The Company secretary advised the meeting to consider and elect 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 :

Miss Ratana Jaroenchaipong was elected by shareholders holding 8,245,218 shares, or 100% of those of shareholders attending the meeting. There was no shareholder who voted against or omitted voting.

Miss Sumalee Jaroenchaipong was elected by shareholders holding 8,245,218 shares, or 100% of those of shareholders attending the meeting. There was no shareholder who voted against or omitted voting.

Mr. Pairach Jaroenchaipong was elected by shareholders holding 8,245,218 shares, or 100% of those of shareholders attending the meeting. There was no shareholder who voted against or omitted voting.

Dr. Chotima Puasiri was elected by shareholders holding 8,245,218 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 would 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.

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

The Board of Directors advised the shareholders that remuneration for the directors should be 1,800,000 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.

Mr. Basant Kumar Dugar, a shareholder, advised that the bonus should be linked with the Company's performance. Moreover the addresses of independent directors to be assigned as proxies in the AGM should be included in the invitation letter for AGM.

The Company secretary replied that the Company will take the shareholder's recommendation into consideration.

The meeting resolved that remuneration for the directors should be 1,800,000 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 8,245,218 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 2014 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 concluded that Ernst & Young Office Limited. was 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. had no special benefit or relation with the Company or the management or the main shareholders. Moreover the Company had no subsidiary, the auditors therefore were not the auditors of the Company's subsidiary.

The Board of Directors had considered and advised that auditors from Ernst & Young Office Limited including 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 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.

Moreover the audit fees for 2014 should not be more than 1,850,000 Baht

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

Mr. Surayut Panchavinin, a shareholder, asked why there was no fee for investigating internal control on investment in 2014, whereas it was approved by the AGM in 2013 amounting to 100,000 Baht.

The Company secretary clarified that the Company did not pay fee for the investigation of internal control on investment, because the OIC notified that the auditor unnecessarily did the mentioned report.

Mr. Surayut Panchavinin, a shareholder, asked whether the Company still has internal control.

Mrs. Nonglak Pumnoi, the auditor, clarified that the auditor did not do the report concerning the investigation of internal control on investment. The OIC however has policy that the Company must do risk management. The auditor besides still has to evaluate the efficiency of the Company's internal control to have information for doing the auditor's overall report.

Mr. Basant Kumar Dugar, a shareholder, said that the Company did not pay fee for investigating internal control on investment, however other auditing fees increased. He recommended that the fees should be linked with the business expansion or the increase of work volume.

The Company secretary clarified that the Company had discussed with the auditor and concluded that the auditor will provide special services in 2014. The auditor will provide training courses for the Company's directors or managers to understand the effect of the notification of the OIC regarding Risk Based Capital (RBC) phase 2 and issue about the investment and so on.

Mr. Basant Kumar Dugar, a shareholder, advised that the Company should clarified in the invitation letter for the AGM how many years the auditors has serviced the Company, as the SEC stipulates that the same auditor cannot audit any listed company for more than 5 consecutive fiscal years.

Apart from that, in case the recommended auditors cannot perform their function, he advised that the Company should choose auditor from only well-known offices to replace them.

The Company secretary replied that the Company will take the shareholder's advice into consideration.

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 2014. The auditing fee of not more than 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 8,245,218 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).**

Miss Koithip Sriwirawanich, the representative of Thai Investors Association, appreciated the Company for having participating in the collective Anti-Corruption project.

Mr. Boonma Surachoenchaikul, a shareholder, recommended that the Company should request reinsurers to increase the Company's reinsurance capacity, otherwise the Company should do reinsurance contracts with more reinsurers.

Dr. Chotima Puasiri, a Director, clarified that the Company had negotiated with reinsurers, however there had been severe flood and recently frequent incidents of fire. The Company hence is not sure how much we can increase our reinsurance capacity. We however will try to persuade reinsurers to increase the Company's reinsurance capacity.

Miss Ratana Jaroenchaipong, Deputy managing director, additionally clarified that generally reinsurers determined the reinsurance capacity of the Company from the volume of non-motor premium we sold, which was not high. The Company hence will also negotiate with new reinsurers to raise the reinsurance capacity.

Mr. Basant Kumar Dukar, a shareholder, advised that the minutes of the AGM should be disclosed in advance. For example, they could be put on the Company's website, so that shareholders could see and inform the Company if there is any problem.

Managing director replied that the Company will take the advice into consideration.


The meeting was adjourned at 17.30 p.m.

*Sant Chotipruk*

(Mr. Sant Chotipruk)

Chairman of the Meeting

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

1. Name	Mr. Sant Chotpruk	
2. Age	80 years	
3. Nationality	Thai	
4. Education	- Bachelor's Degree in Commerce, Thammasat University	
5. Existing Position	- Chairman, Nam Seng Insurance Plc.	
6. DAP Program	- The proposed director has already attended the Directors Accreditation Program (DAP) arranged by IOD.	
7. Experience	<ul style="list-style-type: none"> <li>- Chairman, Nam Seng Insurance Plc.</li> <li>- Chairman of Audit Committee, Nam Seng Insurance Plc.</li> <li>- Committee Member of Selection and remuneration Committee, Nam Seng Insurance Plc.</li> <li>- Director, Nam Seng Insurance Plc.</li> <li>- Director, IFCT Finance and Securities Public Company Limited.</li> <li>- Director, Capital Market development Fund Foundation (CDF)</li> <li>- Executive Vice President, Industrial Finance Corporation Of Thailand.</li> <li>- Managing Director, IFCT Finance and Securities Company Limited.</li> </ul>	
8. Position in the other listed company	- None	
9. Position in the non-listed company	- None	
10. Position in the competing company or connected company	- None	
11. Number of years in which he is Director in the Company	<ul style="list-style-type: none"> <li>- Chairman from 2013 to present, totaling 1 year</li> <li>- Director from 1996 to 2013, totaling 18 years</li> </ul>	
12. Number of attendance in the BOD and committee meetings.	- 12 from 12 of BOD meetings.	
13. Company shareholding	- None	
14. Type of Director to be elected	<ul style="list-style-type: none"> <li>- Chairman</li> <li>- Independent Director with qualification in accordance with the notification of the SEC.</li> </ul> <p>He does not hold more than 1% of total ordinary shares of the Company and the holding company, without business relation which will prevent him from giving independent opinion.</p>	
15. Selection method	- Proposed by Selection and Remuneration Committee.	




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




- |   |   |
|---|---|
| 1. Name   | Mr. Yongyuth Phusanti   |
| 2. Age  | 61 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. DAP Program  | - The proposed director has already attended the Directors Accreditation Program (DAP) arranged by IOD.   |
| 7. Experience   | - Chairman of Audit Committee, Nam Seng Insurance Plc.<br>- Committee Member of Audit Committee, Nam Seng Insurance Plc.<br>- 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 |
| 8. Position in the other listed company                     | - None  |
| 9. Position in the non-listed company                       | - Director of N.S.Alliance Co.,Ltd.<br>- Director, N.S.B. Co.,Ltd.<br>- Managing Partner, Thai Heng Seng Limited Partnership  |
| 10. Position in the competing company or connected company  | - Director of N.S.Alliance Co.,Ltd. and N.S.B. Co.,Ltd.<br>Which had done connected transaction with the Company.   |
| 11. Number of years in which he is Director in the Company  | - From 1991 to present, totaling 24 years.  |
| 12. Number of attendance in the BOD and committee meetings. | - 12 from 12 of BOD meetings.<br>- 5 from 5 of The Audit Committee meetings.  |
| 13. Company shareholding                                    | - 1,740 shares equal to 0.01% of total shares   |
| 14. Type of Director to be elected                          | - Independent Director with qualification in accordance with the notification of the SEC.<br>He does not hold more than 1% of total ordinary shares of the Company and the holding company, without business relation which will prevent him from giving independent opinion.                 |
| 15. Selection method  | - Proposed by Selection and Remuneration Committee.   |

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

1. Name	Mr. Sombat Puthavolvong	
2. Age	57 years	
3. Nationality	Thai	
4. Education	- Faculty of Business Administration Ramkhamhaeng University	
5. Existing Position	- Director, Nam Seng Insurance Plc. - Committee Member of Audit Committee, 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, Ruam sombat charoen Co.,Ltd. - President of Sawmills Association. - Director of the Confederation of Thai Timber Development. - Director of the Federation of Thai Industries. - Member of the Metropolitan Police Administration Monitoring Committee. - Director of Metropolitan Police Savings and Credit Co-operatives, Ltd. - Vice chairman of Phoo Tee Touw-se Foundation. - Director, Hainan Association of Thailand.	
8. Position in the other listed company	- None	
9. Position in the non-listed company	- Managing Director, Ruam sombat charoen Co.,Ltd.	
10. Position in the competing company or connected company	- None	
11. Number of years in which he is Director in the Company	- From 2012 to present, totaling 3 years.	
12. Number of attendance in the BOD and committee meetings.	- 12 from 12 of BOD meetings. - 5 from 5 of The Audit Committee meetings. - 3 from 3 of The Selection and remuneration Committee meetings.	
13. Company shareholding	- None	
14. Type of Director to be elected	- Independent Director with qualification in accordance with the notification of the SEC. He does not hold more than 1% of total ordinary shares of the Company and the holding company, without business relation which will prevent him from giving independent opinion.	
15. Selection method	- Proposed by Selection and Remuneration Committee.	

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

1. Name	Mrs. Pornpun Tanariyakul	
2. Age	54 years	
3. Nationality	Thai	
4. Education	- Master of Business Administration M.B.A. Chulalongkorn University	
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. - Managing Director, Pamatoy Co.,Ltd. - Managing Director, Tai Huat (1962) Co.,Ltd. - Executive Director, Asia Hotel Co.,Ltd. - Director, Asia Airport Hotel Co.,Ltd. - Director, Pattaya Hotel Trading Co., Ltd. - Director, A.B.K. Enterprise Co.,Ltd. - Director, Asia Pattaya Hotel Co.,Ltd.	
8. Position in the other listed company	- Executive Director, Asia Hotel Co.,Ltd.	
9. Position in the non-listed company	- Managing Director, Pamatoy Co.,Ltd. - Managing Director, Tai Huat (1962) Co.,Ltd. - Director, Asia Airport Hotel Co.,Ltd. - Director, Pattaya Hotel Trading Co., Ltd. - Director, A.B.K. Enterprise Co.,Ltd. - Director, Asia Pattaya Hotel Co.,Ltd.	
10. Position in the competing company or connected company	- Executive Director of Asia Hotel Co.,Ltd. Which had done connected transaction with the Company.	
11. Number of years in which he is Director in the Company	- From 2014 to present, totaling 1 year.	
12. Number of attendance in the BOD and committee meetings.	- 10 from 12 of BOD meetings.	
13. Company shareholding	- 10,000 shares equal to 0.07% of total shares	
14. Type of Director to be elected	- Independent Director with qualification in accordance with the notification of the SEC. She does not hold more than 1% of total ordinary shares of the Company and the holding company, without business relation which will prevent her from giving independent opinion.	
15. Selection method	- Proposed by Selection and Remuneration Committee.	

**History and experience of those who have been named as the company's auditor**

- 1. Name** Mr. Nonglak Pumnoi
- Education**
- Bachelor's degree in Accounting, Chulalongkorn University.
  - The certified public account No.4172
- Experience**
- Audit Department, EY Office Limited.
- From 1990 to present, totaling 25 years.



- 2. Name** Miss Somjai Khunapasut
- Education**
- Bachelor's degree in Accounting, Chulalongkorn University.
  - Master's degree in Accounting, Thammasat University.
  - The certified public account No.4499
- Experience**
- EY Office Limited.
- From 1992 to present, totaling 23 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 account No.4951
- Experience**
- EY Office Limited.
- From 1991 to present, totaling 24 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:

- (1) 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.
- (2) 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.

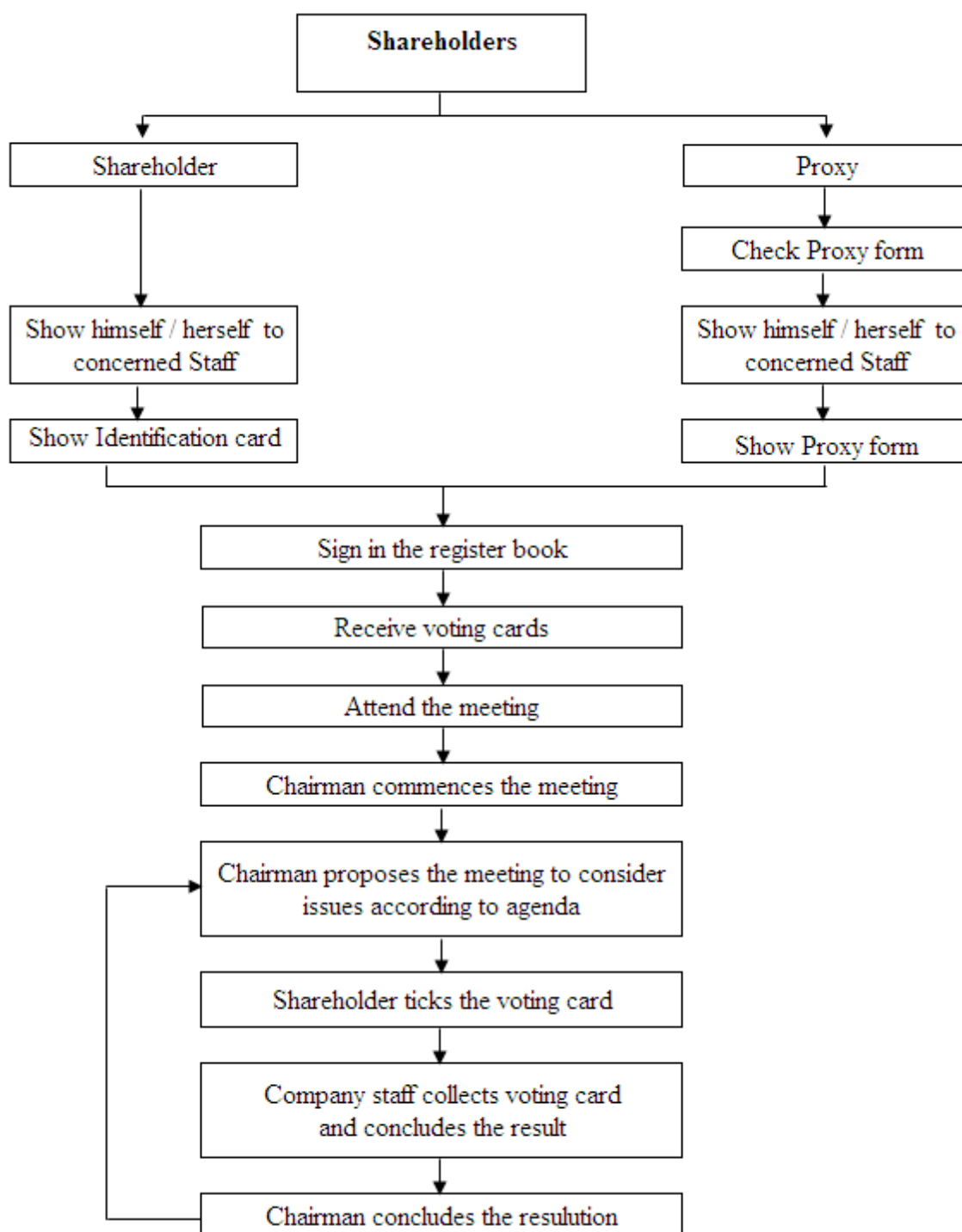
**SECTION 41.** Voting shall be made openly unless at least five subscribers request a secret vote and the meeting resolves accordingly. The method for the secret vote shall be as specified by the chairman of the meeting.

**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.68  
Namseng Insurance PLC.**



**Documents of evidences to identity the rights to attend the Annual General Shareholders' Meeting No. 68 on 29 April 2015 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.68.**

Nam Seng Insurance Plc. will hold the AGM No.68 on 29 April 2015 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, Mr.Napadol Putarungsi, 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. 68.**

- |  |   |   |
|--|---|---|
| 1. Name  | Mr. Napadol Putarungsi  |  |
| 2. Age   | 56 years  |   |
| 3. Nationality   | Thai  |   |
| 4. Education   | - Master's Degree in Engineering (Electrical),<br>Lamar University, USA.  |   |
| 5. Existing Position   | - Director, Nam Seng Insurance Plc.<br>- Chairman of Selection and Remuneration Committee,<br>Nam Seng Insurance Plc.<br>- Member of Audit Committee, Nam Seng Insurance Plc.   |   |
| 6. Experience  | - Director, Nam Seng Insurance Plc.<br>- Chairman of Selection and Remuneration Committee,<br>Nam Seng Insurance Plc.<br>- Member of Audit Committee, Nam Seng Insurance Plc.<br>- Manager of Electrical & Mechanical Engineering<br>Division, EPSILON CO.,LTD. |   |
| 7. Position in the other listed<br>company                   | - None  |   |
| 8. Position in the competing<br>company                      | - None  |   |
| 9. Number of years in which he is<br>Director in the Company | - From 2001 to present, totaling 14 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

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 68 ในวันที่ 29 เมษายน 2558 เวลา 15.00 น. ณ ห้องประชุมชั้น 6 อาคารนำสินประกันภัย เลขที่ 767 ถนนกรุงเทพ – นนทบุรี แขวงบางซื่อ เขตบางซื่อ กรุงเทพมหานคร หรือที่แจ้งเลื่อนไปในวัน 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.68, which will be held on 29 April 2015 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 ไม่สามารถแบ่งแยก  
จำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

**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

ชื่อ นายณกมล ฟูตรัมย์ กรรมการอิสระ อายุ 56 ปี  
Name Mr. Napadol Putarungsi Independent Director Age 56 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

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 68  
ในวันที่ 29 เมษายน 2558 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.68 to be held on  
29 April 2015 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 67  
 Agenda 1 To approve the minutes of the Annual General Meeting of Shareholders No.67.
- (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 2557 ของคณะกรรมการ  
 Agenda 2 To acknowledge the Board of Directors' Performance Report for 2014.
- วาระที่ 3 เรื่อง พิจารณานุมัติงบการเงินประจำปี สิ้นสุดวันที่ 31 ธันวาคม 2557 ซึ่งผ่านการตรวจสอบจากผู้สอบบัญชีแล้ว  
 Agenda 3 To consider and approve the audited financial statements for 2014.
- (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 2557  
 Agenda 4 To approve the payment of dividend for 2014.
- (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:
- การแต่งตั้งกรรมการทั้งชุด  
 To elect all nominated persons as a group
- เห็นด้วย       ไม่เห็นด้วย       จดออกเสียง  
 Approve                  Disapprove                  Abstain
- การแต่งตั้งกรรมการเป็นรายบุคคล  
 To elect each nominated persons individually
- |                  |          |           |
|------------------|----------|-----------|
| ชื่อกรรมการ      | นายสันต์ | โชติพฤกษ์ |
| Name of Director | Mr. Sant | Chotipruk |
- เห็นด้วย       ไม่เห็นด้วย       จดออกเสียง  
 Approve                  Disapprove                  Abstain

ชื่อกรรมการ	นายยงยุทธ	ผู้สันติ
Name of Director	Mr. Yongyuth	Phusanti
<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

ชื่อกรรมการ	นายสมบัติ	พุดาวรวงศ์
Name of Director	Mr. Sombat	Puthavolvong
<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

ชื่อกรรมการ	นางพรพรรณ	ตันอริยกุล
Name of Director	Mrs. Pornpun	Tanariyakul
<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 2558 และกำหนดค่าสอบบัญชี  
Agenda 7 To consider and appoint the auditor for 2015 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.

## Annex to the Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บมจ. นำสินประกันภัย

The Proxy of the shareholder of Nam Seng Insurance PCL

ในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 68 ในวันที่ 29 เมษายน 2558 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. 68 to be held on 29 April 2015 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:

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง

Approve Disapprove Abstain

.....  
 วาระที่.....เรื่อง.....

Agenda Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง

Approve Disapprove Abstain

วาระที่.....เรื่อง เลือกตั้งกรรมการ (ต่อ)

Agenda Election of directors (Continued)

ชื่อกรรมการ.....

Director's name

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง

Approve Disapprove Abstain

ชื่อกรรมการ.....

Director's name

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง

Approve Disapprove Abstain

ชื่อกรรมการ.....

Director's name

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง

Approve Disapprove Abstain

ชื่อกรรมการ.....

Director's name

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง

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. นาสิงประกันภัย 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

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 68

ในวันที่ 29 เมษายน 2558 เวลา 15.00น. ณ ห้องประชุมชั้น 6 อาคารนำสินประกันภัย เลขที่ 767 ถนนกรุงเทพ - ถนนพหลโยธิน 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.68 to be held on 29 April 2015 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 67

Agenda 1 To approve the minutes of the Annual General Meeting of Shareholders No.67.

(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 2 เรื่อง รับทราบรายงานผลการดำเนินงาน ประจำปี 2557 ของคณะกรรมการ

Agenda 2 To acknowledge the Board of Directors' Performance Report for 2014.

วาระที่ 3 เรื่อง พิจารณานุมัติงบการเงินประจำปี สิ้นสุดวันที่ 31 ธันวาคม 2557 ซึ่งผ่านการตรวจสอบจากผู้สอบบัญชีแล้ว

Agenda 3 To consider and approve the audited financial statements for 2014.

(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 4 เรื่อง พิจารณานุมัติจ่ายเงินปันผลจากผลการดำเนินงาน ประจำปี 2557

Agenda 4 To approve the payment of dividend for 2014.

(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

(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      | นายสันต์ | โชติพิฤกษ์ |
| Name of Director | Mr. Sant | Chotipruk  |
- เห็นด้วย       ไม่เห็นด้วย       งดออกเสียง  
Approve                  Disapprove                  Abstain

- |                  |              |          |
|------------------|--------------|----------|
| ชื่อกรรมการ      | นายยงยุทธ    | ผู้สันติ |
| Name of Director | Mr. Yongyuth | Phusanti |
- เห็นด้วย       ไม่เห็นด้วย       งดออกเสียง  
Approve                  Disapprove                  Abstain

- |                  |            |              |
|------------------|------------|--------------|
| ชื่อกรรมการ      | นายสมบัติ  | พุดาวรวงศ์   |
| Name of Director | Mr. Sombat | Puthavolvong |
- เห็นด้วย       ไม่เห็นด้วย       งดออกเสียง  
Approve                  Disapprove                  Abstain

- |                  |              |             |
|------------------|--------------|-------------|
| ชื่อกรรมการ      | นางพรพรรณ    | ตันอริยกุล  |
| Name of Director | Mrs. Pornpun | Tanariyakul |
- เห็นด้วย       ไม่เห็นด้วย       งดออกเสียง  
Approve                  Disapprove                  Abstain

- วาระที่ 6 เรื่อง พิจารณานอมนัดเงินบำเหน็จคณะกรรมการและเบี้ยประชุมกรรมการตามที่คณะกรรมการเสนอ  
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 2558 และกำหนดค่าสอบบัญชี  
Agenda 7 To consider and appoint the auditor for 2015 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 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) ในกรณีที่ข้าพเจ้าไม่ได้รับความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากที่ระบุไว้ข้างต้น 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. หนังสือมอบฉันทะแบบ ก. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ
  - (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
  - (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)
3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
5. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ก. ตามแนบ

**Note :**

1. 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.
2. 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.
3. 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.
4. 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.
5. 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.

## Annex attached to the Proxy Form C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บมจ.นำสินประกันภัย

The Proxy of the shareholder of Nam Seng Insurance PCL

ในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 68 ในวันที่ 29 เมษายน 2558 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. 68 to be held on 29 April 2015 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)



