

Translation

Minutes of the Annual General Meeting of Shareholders No.69

The meeting was held at 3.00 p.m. on 28 March 2016 in the conference room on 6th floor of Nam Seng Insurance Building, 767 Krungthep-Nonthaburi Road, Bangsue district, Bangkok.

Mr. Kochakorn Nantaphan, the Company secretary, reported that 56 shareholders and proxies, representing 9,651,399 shares, or equal to 69.43% of total 13,900,000 shares, attended the meeting, a quorum was hence constituted.

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 / Chairman of Investment Committee
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, Mrs. Nonglak Pumnoi, external auditor from EY Office Limited, Mr. Thana Vongsangnak, Internal Auditor, Mr. Lertchai Prapasirirat, Deputy Managing Director, Mr. Vichit Jaroenchaipong, Assistant Managing Director, Mr. Voravatch Jaroenchaipongs, Assistant Managing Director, Mr. Teera Trutsat, Manager of Accounting Department, Mr. Permsak Roysirikul Manager of Legal 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.

In order to be transparent, shareholders were required to return the cards with their vote to the Company's staff to be kept at the Company.

There were 8 agendas in the meeting. 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.

Shareholders were required to acknowledge, the Board of Directors' report in agenda 2, while in agenda 5 shareholders could elect director one by one.

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 2015 to 15 February 2016. No shareholder however advised the Company about the mentioned issue.

In order to be in line with the best practices for the General Meeting of Shareholders. The Company invited Khun Thida Tanapaisarnkij, representative of Punyariddhi Law Office Co.,Ltd., to be the inspector to monitor the meeting practice, so that it could comply with the laws and regulations.

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.68

The Company secretary informed that shareholders could consider the minutes of AGM No.68. The Board of Directors recommended that it was correctly recorded and sent to the shareholders, therefore it should be approved by the meeting.

The meeting in which shareholders held 9,651,399 shares, or 100% of those of the shareholders attending the meeting, unanimously approved the minutes of the Annual General Meeting No.68 held on 29 April 2015. There was no shareholder who voted against or omitted voting.

Agenda 2: To acknowledge the Board of Directors' performance report for 2015.

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 2015 that the Company's direct premiums in 2015 was 2,005.64 million Baht, an increase of 289.82 million Baht or 16.89%. Gains from underwriting in the meantime rose by 13.11 million Baht to 115.48 million Baht, because the ratio of claims and losses adjustment expenses over earned premium declined from 56.25% in the previous year to 54.28% in the reported year. Although the underwriting profit improved, the net investment income and the other income were 74.98 million Baht, a decrease of 34.62 million Baht, due to the fluctuation of the prices of stocks listed on the stock exchange of Thailand, profit for the year 2015 therefore declined by 21.12 million Baht to 143.64 million Baht with 11.30% of ROE and 10.33 Baht of EPS.

Selected from 567 listed companies, the Company in the reported year was recognized as an ESG100 Company by Thaipat Institute. While doing business, we emphasize the importance of properly managing environment, social and governance. The recognition could indicate to the Company's sustainable growth. Regarding our strategy and action plans for 2016, we intend to continue our business expansion as Thailand is the geographic center of AEC. This fact provides opportunity, benefiting logistic business in which we have expertise in underwriting and claims management. We also improved services and trained our staff to achieve our mentioned objective.

A representative of Thai Investors Association inquired as follows :

(1) As the annual report page 116 reported that the Company had unit trusts as of 31 December 2015 at the fair price amounting to 485 million Baht, could the Company categorize financial instruments included in the unit trusts.

(2) As interest rates and bonds yields were in decline, will the Company change investment policy.

(3) As the Company's rate of return on investment was approximately 2.19%, what is the expected return in 2016.

Mr. Vithun Patanarat, the Chairman of Investment Committee, replied as follows :

(1) The unit trusts at the cost of 515 million Baht were comprised of debt instruments and stocks amounting to 185 million Baht and 330 million Baht respectively.

(2) The Company will not increase the proportion of stocks, debt instruments with good quality however will be additionally purchased.

(3) Financial market is expected to be better in 2016, the rate of return on investment hence is expected to improve.

The meeting acknowledged the Board of Directors' performance report for 2015.

Agenda 3: To consider and approve the audited financial statements for the year ended 31 December 2015.

The Company secretary proposed the meeting to consider the audited financial statements ended 31 December 2015 including statements of financial position, statements of comprehensive income and statements of cash flows as shown in detail in the Annual Report for 2015. 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 2015.

Financial position

The Company had assets, liabilities and equity as of 31 December 2015 as follows:

Total assets of 3,303 million Baht increased by 322 million Baht, or 11%.

Total liabilities of 2,009 million Baht decreased by 276 million Baht, or 16%.

Equity of 1,294 million Baht increased by 46 million Baht, or 4%.

Operational results

Earned premium and commission income for 2015 amounted to 1,687 million Baht, an increase of 80 million Baht, or 5%, compared to 1,607 million Baht in 2014.

Claims and losses adjustment expenses for 2015 amounted to 866 million Baht, a decrease of 12 million Baht, or 1%, compared to 878 million Baht in 2014.

Brokerage expenses, operating expenses and others for 2015 amounted to 706 million Baht, an increase of 79 million Baht, or 13%, compared to 627 million Baht in 2014.

Gains from underwriting for 2015 amounted to 116 million Baht, an increased of 13 million Baht, or 13%, compared to 102 million Baht in 2014.

Income on investment and other income for 2015 amounted to 75 million Baht, a decrease of 35 million Baht, or 32%, compared to 110 million Baht in 2014.

Contribution to the Office of Insurance Commission and others for 2015 amounted to 13 million Baht, an increase of 2 million Baht, or 21%, compared to 11 million Baht in 2014.

Income tax expenses for 2015 amounted to 34 million Baht, a decreased of 3 million Baht, or 7%, compared to 37 million Baht in 2014.

Profit for the year 2015 amounted to 144 million Baht, a decreased of 21 million Baht, or 13%, compared to 165 million Baht in 2014.

A shareholder inquired why the other underwriting expenses increased from 50.09 million Baht in 2014 to 102.69 million Baht in 2015.

Mr. Teera Trutsat, manager of Accounting Department, replied that the other underwriting expenses rose because the salaries and bonuses of staff responsible for underwriting activities increased. Apart from that, the Company had additional expenses regarding the development of software to record the data of PA insurance into computer system. More than one hundred thousand of PA policies increased in 2015, manual work thus was inefficiency, requiring the support of computer software.

A shareholder inquired whether, in the case of Miscellaneous insurance, the Company will reduce the proportion of premiums ceded to reinsurers, as it last year was more than 50% of total premiums.

Mr. Somboon Fusriboon, Managing Director, replied that the Company intends to reduce the proportion of the premiums ceded because most of the sum insured of Miscellaneous insurance policies are not large, thus the Company' underwriting portfolio has been diversified already.

There was an additional shareholder attend the meeting, so there were 57 shareholders and proxies representing 9,653,899 shares or equal to 69.45% of total 13,900,000 shares, attend the meeting.

The meeting, in which shareholders held 9,653,899 shares, or 100% of those held by shareholders attending the meeting, resolved that the audited financial statements ended 31 December 2015 were unanimously certified. There was no shareholder who voted against or omitted voting.

Agenda 4: To approve the payment of dividend for 2015.

The Company secretary reported that The Company recorded the net profit of 143,640,136 Baht in 2015, 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 2015, 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 2015 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 2015 at the rate of 6.00 Baht per ordinary share, totaling 83,400,000 Baht, or about 58.06 percent of the annual net profit for the year. Apart from that, dividend at the rate of 3.00 Baht per ordinary share should be paid from unappropriated retained earnings, amounting to 41,700,000 Baht. Total dividend payment should be 125,100,000 Baht. The dividend should be paid from the retained earnings because in 2012 the Company paid dividend from the operating results for the year 2011 at the rate of 1.00 Baht per ordinary share, amounting to 13,900,000 Baht, or 11.85 percent of the profit for the year. The Company explained that there had been huge flood in 2011 and we had not received adequate claim reports. Additional claims, if being substantial, could damage our capital, we therefore pay dividend at the mentioned rate. We had informed shareholders in the AGM no. 65 that after knowing the exact amount of claims due to the huge flood, we will consider the suitable amount of the dividend.

We now have realized the exact amount of claims due to the huge flood and recorded the amount of concerned loss reserves and outstanding claims together with the allowance for doubtful reinsurance assets. The dividend therefore should be paid from the retained earnings as mentioned above.

The Company sets the record date for shareholders who have right to receive the dividend on 10 March 2016 and will close the registration book on 11 March 2016 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. The date to pay dividend will be 11 April 2016.

The decision to pay the dividend is in accordance with the Company's policy, depending on the Company's performance, the trend of Thai economy, related laws and our capital position. The Company recorded profit for the year 2015, amounting to 162,910,200 Baht, as reported in statements of comprehensive income for the year end 31 December 2015 and paid out dividend at the rate of 6.00 Baht per share, making the total dividend payment of 83,400,000 Baht which was 51.19% of the mentioned profit.

The meeting resolved that dividend for 2015 should be paid in accordance with the proposal of the Board of Directors. Shareholders holding 9,653,899 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. 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 and could be re-elected are the following :

Mr. Vithun Patanarat, Mr. Somboon Fusriboon and Mr. Napadol Putarungsi who were elected by the AGM No.66, and Mr. Pairach Charoenchaipong who was elected by the AGM No.67. 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. Vithun Patanarat
- 2) Mr. Somboon Fusriboon
- 3) Mr. Napadol Putarungsi (Independent director)
- 4) Mr. Pairach Charoenchaipong

Moreover the selection and remuneration committee recommended that Mr. Muang Aung Htun has experience and ability and could give independent opinion. He therefore should be elected as independent director. This will improve the proportion of independent directors in the board of directors.

We had invited shareholders to propose qualified persons to be nominated as director candidates from 1 November 2015 to 15 February 2016, however no candidate has been proposed.

The Board of Directors advised that the mentioned persons are professional with knowledge, capability, experience, full responsibilities, due care, and loyalty in accordance with the public limited companies act. The meeting of shareholders is therefore recommended to elect them comprising of:

- 1) Mr. Vithun Patanarat
- 2) Mr. Somboon Fusriboon
- 3) Mr. Napadol Putarungsi (Independent director)
- 4) Mr. Pairach Charoenchaipong
- 5) Mr. Muang Aung Htun (Independent director)

Details of the 5 directors had been shown in the invitation letter.

The meeting resolved that the 5 directors were re-elected as follows :

Mr. Vithun Patanarat was elected by shareholders holding 9,653,899 shares, or 100% of those of shareholders attending the meeting. There was no shareholder who voted against or omitted voting.

Mr. Somboon Fusriboon was elected by shareholders holding 9,653,899 shares, or 100% of those of shareholders attending the meeting. There was no shareholder who voted against or omitted voting.

Mr. Napadol Putarungsi (Independent director) was elected by shareholders holding 9,653,799 shares, or 99.999% of those of shareholders attending the meeting. There was shareholders holding 100 shares, or 0.001% of those of shareholders attending the meeting who voted against.

Mr. Pairach Charoenchaipong was elected by shareholders holding 9,653,899 shares, or 100% of those of shareholders attending the meeting. There was no shareholder who voted against or omitted voting.

Mr. Muang Aung Htun (Independent director) was elected by shareholders holding 9,653,799 shares, or 99.999% of those of shareholders attending the meeting. There was shareholders holding 100 shares, or 0.001% of those of shareholders attending the meeting who voted against.

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, remaining at the same as previous year.
- 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.

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 9,653,899 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 2016 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 EY Office Limited. was well-known with experience in auditing insurance companies, so an auditor from EY Office Limited. should be appointed as the 2016 auditor. Auditors from EY 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' subsidiary.

The Board of Directors had considered and advised that auditors from EY Office Limited including Miss Ratana Jala , the certified public accountant No.3734 (It is the first year to be the auditor) and/or Miss Somjai Khunapasut, the certified public account No. 4499, and/or Miss Rachada Yongsawadvanich, the certified public accountant No.4951, and/or Mrs. Nonglak Pumnoi, the certified public accountant No.4172, from EY Office Limited. should be appointed as the Company's external auditor for the year 2016. 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 2016 should be not more than 2,150,000 Baht. The audit fees increased 300,000 Baht, compared with those for 2015 set by the AGM No.68 held on 29 April 2015.

The audit fees increased because the Company will do the accounting report in accordance with the IFRS4. The reinsurance contracts have to be examined by foreign experts whether they are insurance or investment contracts, incurring additional fee of 200,000 Baht, while the auditor requests additional fee of 100,000 Baht because the IFRS4 causes more work to be done.

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

The meeting resolved that Miss Ratana Jala, the certified public accountant No.3734 and/or Miss Somjai Khunapasut, the certified public account No. 4499, and/or Miss Rachada Yongsawadvanich, the certified public accountant No.4951, and/or Mrs. Nonglak Pumnoi, the certified public accountant No.4172, from EY Office Limited. should be appointed as the Company's external auditor for the year 2016. The auditing fee of not more than 2,150,000 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 9,653,899 shares, or 100% of those of shareholders attending the meeting, approved the proposal of the Board of Directors. There was no shareholder who voted against or omitted voting.

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

A representative of Thai Investors Association said that as the Company's anti-corruption policy is expressed through its participation in the Thai private sector's " Collective Anti-Corruption (CAC) project " which the Company gave an oath to join on 26 July 2013. He required about the progress of the implementation of the policy.

Mr. Somboon Fusriboon, Managing Director, replied that in 2015 Thaipat Institute had evaluated the Company practices regarding anti-corruption practice and concluded that we were in a established stage, or the 3 stage, The Company will apply for being certified by the CAC within the fourth quarter of 2016 .

A shareholder asked about the business intention of the Company in the next three years.

Managing Director replied that both Motor and Non-Motor premiums particularly those regarding logistic business could increase. Target customers are those with commercial vehicles in which the Company is skillful in both underwriting and claim management.

A shareholder said that the Company return on investment in 2015 was 2.19%. He inquired what is the investment policy in 2016.

Mr. Vithun Patanarat, the Chairman of Investment Committee, replied that both stocks' and the government bonds' yield in 2015 declined. While the price of the bonds consequently rose, some companies recorded their fair value gains in statements of comprehensive income. The Company's government bonds however were expected to be held to maturity, changes in their fair value consequently were not recorded in the comprehensive income, otherwise the income on investment would increase. He also told that Company this year intends to carefully invest in financial instruments. We will not increase the proportion of stocks, debt instruments with good quality however will be increased.

A shareholder asked about the effect on Nam Seng Insurance building's area to be rent out and the level of its rent rates if sky trains at the front of the building are operated.

Mr. Somboon Fusriboon, Managing Director, replied that the lease contracts generally expired within three years. Now some part of the building area is unoccupied, if the sky trains are operated, the occupancy rate could increase and the level of the rents of the building will be reviewed.

The meeting was adjourned at 4.20 p.m.

Sant Chotipruk

(Mr. Sant Chotipruk)
Chairman of the Meeting