

(Translation)

Ref: OP.S.001/2017

17 March 2017

Re: Invitation to the Annual General Meeting of Shareholders for the year 2017 (No.85)

To: All Shareholders

- Enclosures:
1. Copy of the minutes of the 2016 annual general meeting of shareholders (No.84)
 2. The 2016 Annual Report and financial statement 2016 (CD-ROM)
 3. A registration form (should be presented at the meeting date)
 4. Operating results and financial status as at 31 December 2016
 5. Credentials and backgrounds of nominated persons to be directors
 6. Details of auditors and his/her determined fees
 7. Documents required to present at the registration desk to attend the meeting
 8. Details of the director to act as shareholders' proxies
 9. A proxy form B
 10. Company's Articles of Association relation to the shareholders' meeting
 11. Map of the location of the shareholders' meeting
 12. Annual Report Requisition Form
 13. Reply paid envelope

Notice is hereby given that the Annual General Meeting of Shareholders for the year 2017 (No.85) of the Navakij Insurance Public Company Limited ("the Company") will be held on 27 April 2017 at 14.00 hours at the Grand Hall on 28th Floor, the Bangkok Club, No.175 Sathorn City Tower, South Sathorn Road, Tungmahamek, Bangkok 10120. To consider the following agenda:

Agenda 1 To consider and adopt the minutes of the annual general meeting of shareholders for the year 2016 (No.84)

Rationale: The Company held the annual general meeting of shareholders for the year 2016 (No.84) on 21 April 2016, and the minutes of the meeting has been recorded and submitted to the Stock Exchange of Thailand, the Office of Insurance Commission and the Ministry of Commerce within the timeframe prescribed by laws. It was also disclosed in the Company's website, details of which are shown in Enclosure 1.

Board's opinion: The minutes of the annual general meeting of shareholders for the year 2016 (No.84) held on 21 April 2016 had been recorded accurately. Therefore, they should be proposed the shareholders' meeting for certification.

Agenda 2 To consider and acknowledge the Company's performance for the year 2016

Rationale: The Articles of Association No.38 stipulates that the annual general meeting of shareholders should acknowledge the Company's business performance during the previous year as per Enclosure 4.

Board's opinion: The Company's performance for the year 2016 should be proposed to the shareholders' meeting for acknowledgement.

Agenda 3 To consider and approve the statements of financial position and the statements of comprehensive income for the year ended 31 December 2016

Rationale: Section 112 of the Public Limited Companies Act B.E.2535 and the Articles of Association No. 43 stipulate that the board of directors shall have the balance sheet and the profit and loss statement prepared at the end of the accounting year of the Company and audited by the Company's auditor prior to submission to the meeting of shareholders for approval. The said financial statements are shown in the 2016 annual report as per Enclosure 2.

Board's opinion: The Company's financial statements for the year ended 31 December 2016, which were reviewed by the audit committee and audited by the certified auditor, should be proposed to the shareholders' meeting for approval.

Agenda 4 To consider and approve the appropriation of annual profit and dividend payment

Rationale: According to the Public Limited Companies Act B.E. 2535, the Company is required to allocate at least 5% of net profit for statutory reserve, which must be equal to 10% of the registered capital of the Company. In term of dividend payment, the Company has a policy to pay dividend at the rate of not less than 40% of the net profit and the Company must not have accumulated loss. Currently, the Company has fully reserved.

Board's opinion: It is recommended to propose to Shareholders' Meeting to consider and approve the annual cash dividend payment in the amount of 33,000,000 Baht, at the rate of 1.00 Baht per share for 33,000,000 existing shares. The payout ratio is 49.04 % of the net profit. The dividend payment shall be derived from retained earnings.

The record date for identifying entitled shareholders to receive dividend was on Thursday 9 March 2017 and the share register book closing date to summarize shareholders name list for identifying entitled shareholders in accordance with Section 225 of Securities and Exchange Act B.E 2551 was on Friday 10 March 2017. The payment will be made on Friday 19 May 2017, however the right to receive annual dividend is undecided until approval by the shareholders' meeting.

Details of Dividend Payment⁽¹⁾	2016	2015	2014
Net profit (Baht)	67,286,223	108,942,140	217,506,124
Earnings per share (Baht) ⁽²⁾	2.04	3.30	6.59
Unappropriated retained earnings (Baht)	929,847,677	939,162,424	935,890,557
Number of share (Shares)	33,000,000	32,000,000	31,000,000
Details of dividend payment per share (Baht)	1.00	2.31	3.32
• Cash dividend payment (Baht)	1.00	2.00	3.00
• Stock dividend payment (Baht)	-	0.31	0.32
Total dividend payment (Baht)	33,000,000	74,000,000	103,000,000
Dividend payout ratio (%)	49.04	67.93	47.35

Note: (1) In 2016 the Company changed the financial statement that used to calculating the dividend payout ratio from the financial statements in which the equity method is applied to the separate financial statement. Since the Company did not allow by the regulator to exercise its right to subscribe the Falcon Insurance Plc. newly issued additional shares for allocation to existing shareholders in proportion to their shareholding, resulting its shareholding was decreased from 20% to 12% of the paid-up share capital of the Falcon Insurance. Following the dilution of its holding, the Company did not have significant influence over the Falcon Insurance and it therefore had to reclassify this investment from investment in associate to other investment, and has not prepared a statement of financial position in which in equity method is applied since 30 March 2016 onwards.

(2) The Company adjusted number of shares used to calculate earnings per share as if the stock dividend has been issued since the first day of the year of the offer.

Agenda 5 To consider and approve the remuneration of directors and other committees for the year 2017

Rationale: The Company has a policy to compensate directors at the level closely applicable in the industry and sufficiently to retain directors of required qualifications and with consideration to the operation result. Details of the Company's compensations consist of (1) directors' bonus, which is based on 5% of dividend payment and (2) meeting allowance for attendance. The remuneration, nomination and governance committee recommended the Board to propose the shareholders' meeting to consider and approve the compensations as follows:

Details of Compensation	2017	2016	2015
1. Directors' bonus (Baht/board)⁽¹⁾	1,650,000	3,700,000	5,150,000
Number of directors (person)	13	13	12
2. Meeting fee for attendance (Baht/meeting/person)			
2.1 The board of directors			
- Chairman	30,000	30,000	30,000
- Other directors	20,000	20,000	20,000
2.2 Committees			
• The audit committee			
- Chairman	30,000	30,000	30,000
- Other directors	20,000	20,000	20,000
• Other committee:			
1) The remuneration, nomination and governance committee			
2) The risk management committee			
3) The investment committee			
- Chairman	20,000	20,000	20,000
- Other directors	10,000	10,000	10,000
3. Other benefit	None	None	None

Note: (1) Pay to the board of directors, payable to the Chairman of the board of directors and CEO at the rate of 2.0 times of the Board members rate.

Board's opinion: The Board has considered the matter and agreed that the remuneration of directors as presented by the remuneration, nomination and governance committee should be proposed to the shareholder's meeting for approval.

The resolution passed by shareholders' meeting must get not less than two-third of the total number of votes of the shareholders attending the meeting in accordance with the Section 90 of the Public Limited Company Act.

Agenda 6 To consider the election of directors in place of those retiring by rotation

Rationale: Section 71 of the Public Limited Companies Act B.E. 2535 and clause 17 of the Articles of Association stipulate that at every annual general meeting of shareholders, one-third of the total number of the directors shall vacate their office upon the expiration of their term. There are 5 directors who are due to retire by rotation in the annual general meeting of shareholders for the year 2017 (No.85), namely:-

- | | | |
|------------------|-------------|----------------------|
| 1. Mr. Suchin | Wanglee | Director |
| 2. Mr. Pitiphong | Bisalputra | Director |
| 3. Mr. Kaet | Wanglee | Director |
| 4. Mr. Kiet | Srichomkwan | Independent Director |
| 5. Mr. Phornpong | Phornprapha | Independent Director |

The principles and procedures of recruiting directors and curriculum vitae of 5 directors, who retire by rotation, are as per Enclosure 5. In addition, during 19 September 2016 to 31 December 2016, the Company gave the minority shareholder an opportunity to propose the agenda and to propose the qualified candidates to be nominated as directors through the Company's website. However, none of the shareholders proposed any qualified candidate to be nominated as the director of the Company.

Board's opinion: The board of directors, excluding the directors who have conflict of interest, has considered as the remuneration, nomination and governance committee's opinion that the 5 retired directors, namely; Mr. Suchin Wanglee, Mr. Pitiphong Bisalputra, Mr. Kaet Wanglee, Mr. Kiet Srichomkwan and Mr. Phornpong Phornprapha, have knowledge, abilities, proper qualifications and performances that meet criteria prescribed by the Company and are not disqualified pursuant to any relevant law and regulations. The Board, therefore, propose to re-elect all the 5 directors to serve another term in the board of directors.

Agenda 7 To consider appointing the auditor and to determine his/her fee

Rationale: Section 120 of the Public Limited Companies Act B.E.2535 and clause 38 of the Articles of Association stipulate that the annual general meeting of shareholders shall appoint an auditor and determine the his/her fee. The audit committee considered and evaluated the quality of the work, the qualifications according to the criteria established and independence of the auditors, and had the opinion that EY Office Limited is suitable to be re-appointed as the auditor of the Company. The information of auditors and comparison of the auditor's fee are as per Enclosure 6.

Board's opinion: The board of directors' meeting considered as the audit committee's opinion that the appointment of auditors: Miss Somjai Khunapasut, certified auditor no. 4499 or Mrs. Nonglak Pumnoi, certified auditor no. 4172 or Miss Rachada Yongsawadvanich, certified auditor no. 4951 from EY Office Limited as the Company's auditors for the fiscal year 2017 and the fee at 2,095,000 Baht should be proposed to the shareholders' meeting for approval.

In the event where those auditors are unable to perform their duties, EY Office Limited is authorized to assign another of its auditors to perform the audit and to express an opinion on the Company's financial statements in their place.

Agenda 8 Other business, if any

Shareholders are hereby invited to attend the meeting at the time, date and place aforementioned. A map of the Meeting venue is also attached as Enclosure 11 and the Company will open for shareholders registration from 12.00 hours onwards.

If shareholders wish to appoint someone else or the Company's directors in the list below to attend the Meeting and act as a proxy in voting, please fill in details and sign the proxy form B (Enclosure 9). Details of said person appears in the annual report's "Board of Directors and Management" section sent to shareholders along with this notice to call for meeting (Enclosure 2) and "Details of the director to act as shareholders' proxies" section (Enclosure 8). Please submit the proxy form with affix a duty stamp of Baht 20 and other documents to the Company within 26 April 2017 or submit it to the registration personnel on the date of meeting before the commencement of the meeting. The Company shall provide the duty stamp at the registration desk.

List of the Director to Act as Shareholders' Proxies

- | | | |
|--------------------|-------------|----------------------|
| 1. Professor Hiran | Radeesri | Independent Director |
| 2. Mr. Pramon | Sutivong | Independent Director |
| 3. Mr. Nipol | T.Jeerawong | Director |

Yours faithfully,

-Signature-

(Mr. Suchin Wanglee)

Chairman of the Board of Directors

Shareholder Relations

Office of President

Tel. 66 2664 7777 ext. 1905

(Translation)

**The Navakij Insurance Public Company Limited (the “Company”)
Minutes
Annual General Meeting of Shareholders for the year 2016 (No.84)
21 April 2016**

Location: The Bangkok Club, the Grand Hall on 28th Floor, No.175 Sathorn City Tower, South Sathorn Road, Tungmahamek, Bangkok

The meeting commenced at 15.00 hours

Mr. Suchin Wanglee, Chairman of the Board of Directors, was the Chairman of the meeting.

The Chairman welcomed shareholders and informed the meeting that the Company fixed the record date on 8 March 2016 and the closing date of the share register book on 9 March 2016 for determining the rights of shareholders to attend the shareholders’ meeting in accordance with the section 225 of the Securities and Exchange Act. At the closing date, the Company had 32,000,000 fully paid-up shares amounted to 320,000,000 Baht.

In this meeting, there were 30 shareholders represented in person and 69 proxies, totaling to 99 shareholders, holding 21,638,780 shares or 67.62% of the Company’s total distributed shares which legally constitutes a quorum and complies with Section 35 of the Articles of Association of the Company which states that to constitute a quorum, not less than 25 shareholders or proxies, or not less than half of the total shareholders are required to attend the meeting, and the total shares in attendance must be not less than one third of the total distributed shares.

Remark: At the time the meeting commenced, there were 95 shareholders attending the meeting by themselves and by proxies with 21,294,067 shares, 66.54% of the total shares distributed.

The Chairman introduced directors, executive officers, and external auditor of the Company attending the meeting to offer explanation and answer questions or concerns. The Company also appointed Mr. Yutthana Penvijit, legal advisor from Yutthana Penvijit Law Office, to serve as the meeting inspector for transparency of the shareholders meeting and to comply with the law and the Articles of Association of the Company. Details are as follows:

Directors Present

- | | | |
|----|--------------------------|---|
| 1. | Mr. Suchin Wanglee | Chairman of the board of directors |
| 2. | Mr. Pitiphong Bisalputra | Director, Chief Executive Officer & President |
| 3. | Mr. Pramon Sutivong | Independent director, member of the audit committee & Chairman of the remuneration, nomination and governance committee |
| 4. | Mr. Kiet Srichomkwan | Independent director & member of the audit committee |
| 5. | Mr. Nipol T.Jeerawong | Director & Chairman of the risk management Committee |
| 6. | Mr. Thamnu Wanglee | Director |
| 7. | Mr. Vuttichai Wanglee | Director |
| 8. | Ms. Jittinan Wanglee | Director |
| 9. | Mr. Kaet Wanglee | Director |

10. Ms. Charuwan Chabchamrun Director & company secretary

Directors Absent

1. Prof. Hiran Radeesri Independent director & Chairman of the audit committee
2. Mr. Phornpong Phornprapha Independent director & member of the remuneration, nomination and governance committee
3. Mr. Chan Soo Lee Independent director

The Company's executive who attended the meeting

Ms. Anukul Thitikulrat Executive vice president - finance (CFO)

The external auditor who attended the meeting:

Ms. Somjai Khunapasut EY Office Limited

The meeting inspector

Mr. Yutthana Penvijit Yutthana Penvijit Law Office

The Chairman assigned a company secretary to inform the meeting of the voting procedure with details as follows:

- The shareholders did not need to vote on the agendum that was presented for acknowledgement.
- The shareholders could vote agree, disagree or abstain on each agendum. Voting right equaled to his/her holding share, and each share represented one vote.
- The resolutions of the meeting should be passed by the majority of votes. However, the resolution of the meeting should be passed with not less than three-fourth of the total number of votes of the shareholders attending the meeting i.e. (1) agenda 5, considering the increase of the Company's registered capital to be allocated to stock dividend (2) agenda 6, considering the amendment to Clause 4 of the Company's Memorandum of Association so as to reflect the increase of registered capital and (3) agenda 7, considering the allocation of the Company's newly issued ordinary shares. For agenda 8, considering the remuneration of directors and other committees for the year 2016, must get not less than two-third of the total number of votes of the shareholders attending the meeting.
- If there was no objection or no one expressed any different opinion from The Chairman or the board's proposal, it was assumed that the meeting agreed or approved the proposal.
- In case that the shareholders would like to vote disagree or abstain from voting on a concerning agenda, they had to fill in the ballot given during the registration, signed it, raised a hand and handed it to the Company's staff.
- The Company would collect only the ballot with voting disagree and abstain to deducting from the total number of shareholding votes attended, with the remainder deemed as a "vote in agree" for the concerning agenda. The Company kept the ballot as evidence. After closing the meeting, please left the remaining ballot on the desk or handed it to our staff for records keeping.
- The proxy appointed by foreign investors to a custodian in Thailand and had been given specific direction to vote, did not need to cast a vote as the Company had already counted the votes specified in the proxy form.

The company secretary informed the meeting that during 1 September 2015 to 31 December 2015, the Company gave the minority shareholder an opportunity to propose in advance the appropriate agenda and/or any qualified candidates to be nominated as a director before the date of the annual general meeting of shareholders, according to the regulations and procedures determined by the Company which shareholders had been informed

through the Stock Exchange of Thailand (SET) broadcast system and the Company's website. However, none of shareholders proposed any agenda or candidate to be nominated as the director of the Company.

After the explanation, The Chairman proceeded according to the agenda as follows:

1. To consider and adopt the minutes of the annual general meeting of shareholders for the year 2015 (No.83)

The Chairman requested the meeting to consider and adopt the minutes of the annual general meeting of shareholders for the year 2015 held on 23 April 2015. A copy of which had been sent to the shareholders together with the notice of this meeting.

The Chairman offered shareholders the opportunity to alter the meeting minutes. There were no changes made.

Resolution of the meeting

The Meeting, by majority votes of shareholders attending the meeting and casting votes, adopted the minutes of the annual general meeting of shareholders for the year 2015 (No.83) with the following votes:

Approved	21,423,977	votes	Represented	100	%
Disapproved	-	votes	Represented	-	
Abstained	-	votes	Represented	-	

2. To acknowledge the Company's performance for the year 2015

The Chairman assigned Mr. Pitiphong Bisalputra, CEO and President to report the shareholders the Company's performance during the year 2015.

Mr. Pitiphong Bisalputra reported that at the end of 2015, the size of the non-life insurance industry had an average increased by 1.9%, slightly increased comparing with the same period last year, due to economic slowdown from agricultural and manufacturing sectors. Overall premium was approximately Baht 2 hundred billion which represented the growth of motor, marine and transportation and miscellaneous insurance whilst fire insurance premium decreased.

Nonetheless, we ended the year 2015 with a gross written premium growth of 25.43%, higher than that of 2014 and the industry. The Company's Capital Adequacy Ratio (CAR) was at 566%, higher than the 140% Office of Insurance Commission (OIC) minimum requirement.

The comparison of the operating performance for the year 2015 and 2014 was reported with full details appearing in the Company's 2015 annual report, which were submitted to the shareholders together with the notice of this meeting. A brief summary was as below:

Unit: million Baht

	Financial statements (in which the equity method is applied)	
	2015	2014
1. Gross written premium	3,368.93	2,685.88
2. Earned premium	2,428.50	2,017.56
3. Claim and loss adjustment expenses	1,528.09	1,166.35
4. Underwriting income	(117.72)	90.09
5. Investment income	192.60	183.18
6. Net profit after tax	49.68	246.11
7. Total assets	5,697.12	5,130.25

	Financial statements (in which the equity method is applied)	
	2015	2014
8. Total liabilities	3,558.22	2,880.89
9. The shareholders' equity	2,138.90	2,249.36
10. Underwriting profit margin (%)	(4.85)	4.47
11. Net profit margin (%)	1.75	10.19
12. Return on equity (%)	2.26	11.16

The Company developed a strategic roadmap for 2015-2019 and the newly implemented organization structure in 2015 was one of the key success factors that facilitated growth relative to the previous year.

The Chairman offered shareholders the opportunity to ask questions and express opinion, summary as follows:

Mr. Suphot Euchailertkul, a minority shareholder, inquired the Board as following questions and answered by the Chairman and CEO and President:

1. Q: The unit of “profit sharing from investment in associate company” presented in the Company’s 2015 annual report.
 A: It was presented in the unit of “million Baht”.
2. Q: The cause of significantly increased in claims expenses of marine and transportation insurance, were represented 5 million Baht in 2014 and 9 million Baht in 2015.
 A: It was not quite high comparing with the gross written premium of 72 million Baht.
3. Q: Class of insurance that generated highest profitable for the business.
 A: Fire and marine insurance could generate higher profit than motor insurance but it was an insurance risk that may have a big loss as if the megaflood in 2011. Nonetheless, the Company managed composition of the portfolio by writing all classes of business and monitored for the portfolio mix according to the market situation to increase profitability.
4. Q: The impact of micro insurance supported by the government sector.
 A: It was a profitable policy due to it was inexpensive insurance policy for those having low income that the personal accident insurance policy totaling only 200 Baht. Nonetheless, the insurance coverage is subject to the insurance premium rate and operating expenses of the Company.
5. Q: The impact of business expansion into ASEAN Economic Community and the major competitor of Thailand.
 A: Nowadays the visitors from neighboring countries started their connection and travelling to Thailand by driving that benefited transportation insurance of the Company and it may take time for a while to expand the business and earn more premium. However, the insurance sectors in Burma, Laos and Cambodia have been active for quite sometimes, the Company had more opportunity and high capability to expand its insurance business than these countries.

Mr. Woraphatra Chiphongphaiboon, a minority shareholder, inquired the Board as following questions and answered by the Chairman and CEO and President:

1. Q: The loss ratio of motor insurance.
 A: In 2015, the Company had revised our operational flow to enable our marketing and front team to work more effectively as seen from the gross written premiums increased by 25% where the industry grew at 2%, due to the Company’s multiple channels of distribution. Nonetheless, this

was affected by the change of accounting policies e.g. motor written premium increased by 25%, earned premium was recognized as income gradually whilst commission and brokerage expenses were recognized immediately, resulted in expenses and combined ratios higher than as there were. These were recorded in accordance with Thai Financial Reporting Standards which vary from International Financial Reporting Standards that allow the entity to recognize such gain and loss gradually.

Loss ratio was at 69.13% and 65.67% in 2015 and 2014 respectively.

2. Q: Channels of distribution for motor insurance in 2015 and the outlook for 2016.
A: In 2015 the motor insurance business came from dealers and financial institutions and the growth was forecasted to rise by about 5% in 2016 and may be change to fit in an economic condition. The non-life insurance industry was expected to grow at a rate of 3% in 2016.
3. Q: A reduction in average combined ratio in 2016.
A: It would reduced in line with the industry.
4. Q: The tax benefit given by the government to insurance companies that could not fully collection reinsurance claims from 2011 megaflood.
A: Such measure defined to cutoff outstanding claims or bad debt to be the expenses to calculate the tax, of which the Company's bad debt was approximately 2-3 million Baht.
5. Q: The effect of lower interest rates.
A: The Company earned a higher rate of return on investment than normal, one as a result of distribution its shareholding in the FALCON that the FALCON increased its capital to 10 million Baht whilst the OIC informally notified that the Company did not get approval to subscribe newly issued ordinary shares of the FALCON, resulted in shareholding proportion decreased. Nonetheless, return on investment is expected to grow whilst the lower interest rates.
6. Q: A tendency of merger.
A: The merging was consideration but no chance at this time.
7. Q: Development of the new service for motor insurance.
A: The Company aimed to bring in technology and electronics system that would allow seamless online to offline experience for our policy holders that Thai General Insurance Association promoted and supported Thai insurance companies to issue electronics policy, to increase more their insurance system efficiency and ability as well as to reduce operating expenses. Nonetheless, the Company must get approval from OIC and took time to create a system.

The Chairman informed the meeting that this agenda was for acknowledgement. There was no need to vote.

The meeting acknowledged the Company's business performance for the year 2015.

3. **To consider and approve the statements of financial position and the statements of comprehensive income for the year ended 31 December 2015**

Mr. Pitiphong Bisalputra, CEO and President requested the meeting to consider the statements of financial position and the statements of comprehensive income for the year ended 31 December 2015 which had been audited and signed by the Company's external auditor and had been approved by the audit committee and the board of directors. The said statements were submitted to the shareholders together with the notice of this meeting.

The Chairman offered shareholders the opportunity to ask questions and express opinion. There were neither questions asked nor opinion expressed.

Resolution of the meeting

The Meeting, by majority votes of shareholders attending the meeting and casting votes, approved the statements of financial position and the statements of comprehensive income for the year ended 31 December 2015 with the following votes:

Approved	21,638,780	votes	Represented	100	%
Disapproved	-	votes	Represented	-	
Abstained	-	votes	Represented	-	

4. To consider and approve the appropriation of annual profit and dividend payment

The Chairman assigned Mr. Pitiphong Bisalputra, CEO and President to present details to the meeting.

The CEO and President informed the meeting that as of 31 December 2015, the financial statements, in which the equity method is applied and the separate financial statements represented the net profit of 49.68 million Baht and 108.94 million Baht respectively and earnings per share was 1.55 Baht and 3.40 Baht respectively. According to the Public Limited Company Act B.E.2535, the Company was required to allocate at least 5% of the net profits of the year, minus the cumulative losses of the Company (if any) to a statutory reserve until the reserve is not less than 10% of the registered capital of the Company. As of 31 March 2015, the Company had already reserved a statutory reserve to 32 million Baht or 10% of the registered capital of the Company.

The Company had a policy to pay dividend at the rate of not less than 40% of the Company's net profit and must have no accumulated loss. The board of directors proposed the meeting to allocate the annual profit as below:

- 1) Stock dividend would be paid at the ratio of 32 existing shares per 1 stock dividend for 32 million shares, totaling of the stock dividend payment at 1 million shares, at the par value of 10 Baht, totaling of 10 million Baht or equivalent to 0.31 Baht per the stock dividend.
- 2) Cash dividend would be paid at the rate of 2.00 Baht per share for the 32 million existing shares, totaling of 64 million Baht.

Total annual dividend approximately 74 million Baht or 2.31 Baht per share which represented 148.95% and 67.93% of the net profit of financial statements in which the equity method is applied and the separate financial statements for the year 2015 respectively. The record date was fixed on 8 March 2016 and the closing date of the share register book was fixed on 9 March 2016 for determining the rights of shareholders to receive dividend in accordance with the Section 225 of the Securities and Exchange Act B.E. 2551. The payment would be made on 16 May 2016.

The details of dividend payment over the past two years comparing to this year

Details of Dividend Payment	2015	2014	2013
Net profit (Baht)			
Separate financial statements	108,942,140	217,506,124	203,954,392
Financial statements in which the equity method is applied	49,680,510	246,113,269	247,807,576
Earnings per share (Baht)			
Separate financial statements	3.40	7.02	6.80
Financial statements in which the equity method is applied	1.55	7.69	7.99
Number of share (Shares)	32,000,000	31,000,000	30,000,000
Details of dividend payment per share (Baht)	2.31	3.32	3.33
• Cash dividend payment (Baht)	2.00	3.00	3.00
• Stock dividend payment per share (Baht)	0.31	0.32	0.33
Total dividend payment	74,000,000	103,000,000	100,000,000
Dividend payout ratio (%)			
Separate financial statements	67.93	47.35	49.03
Financial statements in which the equity method is applied	148.95	41.85	40.35

The Chairman offered shareholders the opportunity to ask questions and express opinion. There were neither questions asked nor opinion expressed. The Chairman then concluded the resolution.

Resolution of the meeting

The Meeting, by majority votes of shareholders attending the meeting and casting votes, approved the appropriation of annual profit for the year 2015 as proposed by the Board with the following votes:

Approved	21,638,780	votes	Represented	100	%
Disapproved	-	votes	Represented	-	
Abstained	-	votes	Represented	-	

5. To consider and approve the increase of the Company's registered capital to be allocated to stock dividend

The Chairman assigned Mr. Pitiphong Bisalputra, CEO and President to present details to the meeting.

The CEO and President informed the meeting that referring to the shareholders' meeting resolution to pay dividends in the form of new common stock to shareholders as detailed in agenda 4, the Company needed to increase the Company's registered capital from 320 million Baht to be 330 million Baht, by newly-issued the ordinary shares in amount of 1,000,000 shares with the par value of 10 Baht to support the stock dividend payment.

The Chairman offered shareholders the opportunity to ask questions and express opinion. There were neither questions asked nor opinion expressed.

Resolution of the meeting

The Meeting, by majority votes and more than three-fourth of shareholders attending the meeting and casting votes, approved the increase of the Company's registered capital as proposed by the Board with the following votes:

Approved	21,638,780	votes	Represented	100 %
Disapproved	-	votes	Represented	-
Abstained	-	votes	Represented	-

6. To consider and approve the amendment of Clause 4 of the Company's Memorandum of Association so as to reflect the increase of registered capital

The Chairman assigned Mr. Pitiphong Bisalputra, CEO and President to present details to the meeting.

The CEO and President informed the meeting that referring to the shareholders' meeting resolution to increase of the Company's registered capital to support the stock dividend payment as detailed in agenda 5, the Memorandum of Association Clause 4 must be amended to conform to such increase of the registered capital as stipulated by law details as follows:

Clause 4	Registered capital	330,000,000	Baht	(Three hundred and thirty million Baht)
	Divided into	33,000,000	Shares	(Thirty three million shares)
	Par value at	10	Baht	(Ten Baht)
Classified into:				
	Ordinary shares	33,000,000	Shares	(Thirty three million shares)
	Preference shares	-	Shares	(Zero share)

The Chairman offered shareholders the opportunity to ask questions and express opinion. There were neither questions asked nor opinion expressed.

Resolution of the meeting

The Meeting, by majority votes and more than three-fourth of shareholders attending the meeting and casting votes, approved the amendment of Clause 4 of the Company's Memorandum of Association according to increasing in the registered capital as proposed by the Board with the following votes:

Approved	21,638,780	votes	Represented	100 %
Disapproved	-	votes	Represented	-
Abstained	-	votes	Represented	-

7. To consider and approve the allocation of the Company's newly issued ordinary shares

The Chairman assigned Mr. Pitiphong Bisalputra, CEO and President to present details to the meeting.

The CEO and President informed the meeting that referring to the shareholders' meeting resolution to increase the registered capital detailed in the agenda 5 to support the stock dividend payment to the Company's existing shareholders with the ratio of 32 existing ordinary shares to 1 new ordinary share, in the event where any existing shareholders hold shares in the number which would leave a remainder, the Company shall allocate such remainder to the Navakij Insurance Provident Fund at the rate of not lower than the market price that would be calculated from the average price of the Company's stock for 7-15 days before the date of offering.

The Chairman offered shareholders the opportunity to ask questions and express opinion. There were neither questions asked nor opinion expressed.

Resolution of the meeting

The Meeting, by majority votes and more than three-fourth of shareholders attending the meeting and casting votes, approved the Company's new ordinary shares as proposed by the Board with the following votes:

Approved	21,638,780	votes	Represented	100 %
Disapproved	-	votes	Represented	-
Abstained	-	votes	Represented	- %

8. To consider and approve the remuneration of directors and other committees for the year 2016

The Chairman assigned Mr. Pitiphong Bisalputra, CEO and President to present details to the meeting.

The CEO and President informed the meeting that the Company has a policy to compensate directors at the level closely applicable in the industry and with consideration to the operation result. At present, the Company's compensations consisted of (1) directors' bonus, would based on approximately 5% of dividend payment and (2) meeting allowance for attendance. The Board has considered the matter and agreed with the remuneration, nomination and governance committee to propose the shareholders' meeting to approve the remuneration of directors as detailed:

- 1) Director's bonus would be paid from the Company's operating performance of the year 2015, at 5% of dividend payment, totaling of 3.7 million Baht.
- 2) Meeting allowance for attendance in the year 2016
 - 2.1) The board of directors

- Chairman	30,000	Baht/meeting
- All other directors	20,000	Baht/meeting/person
 - 2.2) The audit committee

- Chairman	30,000	Baht/meeting
- Other members	20,000	Baht/meeting/person
 - 2.3) Other committees e.g. the remuneration, nomination and governance committee, the risk management committee and the investment committee

- Chairman	20,000	Baht/meeting
- Other members	10,000	Baht/meeting/person

The Chairman offered shareholders the opportunity to ask questions and express opinion. There were neither questions asked nor opinion expressed.

Resolution of the meeting

The Meeting, by majority votes and more than two-third of shareholders attending the meeting and casting votes, approved the remuneration of directors and subcommittees as proposed by the Board with the following votes:

Approved	21,638,780	votes	Represented	100 %
Disapproved	-	votes	Represented	-
Abstained	-	votes	Represented	-

9. To consider the election of directors in place of those retiring by rotation

The Chairman assigned Mr. Pitiphong Bisalputra, CEO and President to present details to the meeting.

The CEO and President informed the meeting that, the Public Limited Company Act and the Articles of Association, stipulate that at every annual general meeting of shareholders, one-third of the total number of the directors shall vacate their office. There were 4 directors who were due to retire by rotation in the annual general meeting of shareholders for the year 2016, namely:-

- | | | |
|----|--------------------------|----------------------|
| 1) | Professor Hiran Radeesri | Independent Director |
| 2) | Mr. Nipol T.Jeerawong | Director |
| 3) | Mr. Thamnu Wanglee | Director |
| 4) | Ms. Charuwan Chabchamrun | Director |

The Company gave the minority shareholder an opportunity to propose the qualified candidates to be nominated as directors through the Company's website. However, none of the shareholders proposed any qualified candidate to be nominated as the director of the Company. The Board, excluding the directors on the proposed list, had an opinion based on the recommendation of the remuneration, nomination and governance committee that the directors mentioned above have the knowledge, abilities, and full serving as a director with efficiently and accounting for the best interest of the Company and all shareholders. The meeting should re-elect all the 4 directors to serve as the Company's director for another term. A brief personal data and the performance of these 4 directors were attached to the notice of the meeting.

The Chairman invited the directors who retired by rotation and have been nominated for re-election left the meeting room before voting, to comply with the principles of good corporate governance.

Resolution of the meeting

The Meeting, by majority votes of shareholders attending the meeting and casting votes, approved to re-elect all the 4 retired directors to serve another term in the board of directors, with the following votes by individual:

1) Prof. Hiran Radeesri (Independent Director)

Approved	21,638,780	votes	Represented	100 %
Disapproved	-	votes	Represented	-
Abstained	-	votes	Represented	-

2) Mr. Nipol T.Jeerawong (Director)

Approved	21,585,864	votes	Represented	99.76 %
Disapproved	-	votes	Represented	-
Abstained	52,916	votes	Represented	0.24 %

3) Mr. Thamnu Wanglee (Director)

Approved	21,245,920	votes	Represented	98.18 %
Disapproved	-	votes	Represented	-
Abstained	392,860	votes	Represented	1.82 %

4) Ms. Charuwan Chabchamrun (Director)

Approved	21,638,780	votes	Represented	100 %
Disapproved	-	votes	Represented	-
Abstained	-	votes	Represented	-

10. To consider the appointment of auditors and fix the auditing fee for the year 2016

The Chairman assigned Mr. Pitiphong Bisalputra, CEO and President to present details to the meeting.

The CEO and President informed the meeting that the Board had an opinion based on the recommendation of the audit committee to present the auditors from EY Office Limited to the shareholders' meeting in order to appoint them as the Company's auditors and agreed that one of them was authorized to audit and express an opinion in the Company's financial statement for the year 2016 namely:

- 1) Ms. Somjai Khunapasut Certified Auditor No.4499
Served as the Company's auditor for 2 years during the fiscal year 2014-2015
- 2) Ms. Rachada Yongsawadvanich Certified Auditor No.4951
Never served as the Company's auditor
- 3) Ms. Rattana Jala Certified Auditor No.3734
Never served as the Company's auditor

The 3 proposed auditors mentioned above had no relationship or any conflict of interest in the Company, associate company, executive officers, major shareholders or others who was related to those mentioned and they were not the Company's shareholders.

EY Office Limited had quoted the auditing fee for the year 2016 in an amount of 1.974 million Baht, as per following details:

Descriptions	2016 (Baht)	2015 (Baht)	2014 (Baht)
1. Financial statement audit fees			
- For the year ending on 31 December	740,000	700,000	655,000
- By quarterly (3 quarters) @200,000 Baht each	600,000	540,000	531,000
Sub Total	1,340,000	1,240,000	1,186,000
2. Other fees			
• Review/ audit of Risk-Based Capital report as specified by OIC			
- Ending on 30 June	144,000	144,000	144,000
- For the year ending on 31 December	390,000	390,000	390,000
• Review of insurance contract in line with TFRS4*	100,000	-	-
Sub Total	634,000	534,000	534,000
Total	1,974,000	1,774,000	1,720,000

Note: * Effective on 1 January 2016

The Chairman offered shareholders the opportunity to ask questions and express opinion. There were neither questions asked nor opinion expressed.

Resolution of the meeting

The Meeting, by majority votes of shareholders attending the meeting and casting votes resolved to appoint Ms. Somjai Khunapasut, certified auditor no.4499 or Ms. Rachada Yongsawadvanich, certified auditor no.4951 or Ms. Rattana Jala, certified auditor no.3734, all from EY Office Limited as the Company's external auditor for the year 2016 and determine the remuneration totaling of 1.974 million Baht. The results of votes counting were as follows:

Approved	21,638,780	votes	Represented	100 %
Disapproved	-	votes	Represented	-
Abstained	-	votes	Represented	-

11. Other businesses

The Chairman informed the meeting that due to the Company continued to operate under strict vigil of corporate governance and transparent management to build up the best interest of all stakeholders, the Company was assessed and awarded for its corporate governance during the year 2015 as follows:

- 1) IOD awarded the Company with corporate governance rating of “excellent” in its survey of SET Listed Companies.
- 2) The assessment by Thai Investor Association for conducting the annual general meeting of shareholders for the year 2015 was ranked in “excellent” scoring, consecutively for 9 years.

We instill a corporate culture that was free from all forms of corruption that the Company had joined the Thailand’s Private Sector Collective Action Coalition Against Corruption in 2013 and received a certification as a member of Thailand’s Private Sector Collective Action Coalition Against Corruption on 16 October 2015.

The Company, therefore, operated in compliance with all regulatory bodies and legal frameworks. As we operated in the financial industry, we strictly overseen and examined the Company’s business operation in compliance with policies and guidelines set by the Company and complied with Anti-Money Laundering Act and Counter Terrorism Financing Act.

The Chairman, then, gave the opportunity to shareholders to raise further questions.

Mr. Woraphatra Chinphonphaiboon, minority shareholder, inquired about the reason of shareholding in Thaire Life Insurance Public Company Limited (THREL).

The Chairman clarified that THREL is an appreciated stock, having a high return on equity that the Company subscribed its shares since the date of first trade.

There were no further questions raised for consideration, The Chairman then declared the meeting close and thanked to all shareholders for attending the meeting.

The meeting was adjourned at 16.00 hours.

-Signature-

(Mr. Suchin Wanglee)
Chairman of the Meeting

Operating Results and Financial Status as at 31 December 2016

Operation and Financial Results	Unit	Separate Financial Statements		
		2016	2015	2014
<u>Financial Position</u>				
Total assets	Million Baht	5,532.20	5,623.14	4,986.30
Total liabilities	Million Baht	3,436.21	3,558.23	2,880.89
Company shareholders' equity	Million Baht	2,095.99	2,064.91	2,105.41
Investment in securities	Million Baht	3,111.99	3,314.90	2,650.93
Dividend per share	Baht	1.00	2.31	3.32
Paid-up capital	Share	33,000,000	32,000,000	31,000,000
Authorized capital	Share	33,000,000	32,000,000	31,000,000
<u>Operating Performance</u>				
Gross written premium	Million Baht	2,839.04	3,368.93	2,685.88
Net written premium	Million Baht	2,199.55	2,816.43	2,175.30
Earned premium	Million Baht	2,547.95	2,428.50	2,017.56
Commission and brokerages income	Million Baht	147.83	136.71	164.93
Net loss incurred	Million Baht	1,786.69	1,528.09	1,166.35
Underwriting expenses and operating expenses	Million Baht	2,835.37	2,701.12	2,106.97
Income (loss) on underwriting after deducting operating expenses	Million Baht	(139.59)	(135.91)	90.09
Income (loss) on investment and other income	Million Baht	210.93	263.05	197.81
Net profit before tax	Million Baht	71.34	127.14	273.33
Corporate income tax	Million Baht	4.05	18.20	55.82
Net profit	Million Baht	67.29	108.94	217.51
<u>Liquidity Ratio</u>				
Liquidity ratio	Times	1.32	1.34	1.48
Collection period for premium due and uncollected	Days	57	46	43
<u>Profitability Ratios</u>				
Retention rate	%	77.47	83.60	80.99
Loss ratio	%	70.12	62.92	57.81
Underwriting profit margin	%	8.54	9.84	18.00
Underwriting expenses ratio	%	41.16	48.30	48.98

Operation and Financial Results	Unit	Separate Financial Statements		
		2016	2015	2014
Return on investment	%	6.48	7.76	7.15
Net written premium to shareholders' fund	Times	1.06	1.35	1.05
Net profit margin	%	2.31	3.85	9.14
Return on equity	Baht	3.23	5.22	10.48
Earnings per share *	%	2.04	3.30	6.59
<u>Efficiency ratio</u>				
Return on assets	%	1.21	2.05	3.82
Assets turnovers	Times	0.52	0.53	0.42
<u>Financial position ratio</u>				
Debt to equity ratio	Times	1.64	1.72	1.37
Policy Liability to Capital Fund	Times	1.16	1.26	0.97
Unearned premium reserve to equity	Times	0.74	0.87	0.65
Unearned reserve to total assets	%	27.99	32.05	27.45
Dividend payout ratio	%	49.04	67.93	47.35

Note: * The Company adjusted number of shares used to calculate earnings per share as if the stock dividend has been issued since the first day of the year of the offer.

Director and Independent Director Selection Procedure

The remuneration, nomination and governance committee will nominate new directors who shall replace those retiring on rotation or otherwise based on the following procedures:

Policy and Criterion

- 1) The board of directors should consist of directors with diverse qualifications in terms of skills, experience and professional expertise that benefit the Company, including the willingness to devote sufficient time to the board and the ability to perform his/her duty to strengthen the Board.
- 2) Having nominees who are independent and qualified to serve as members of the Board, at least for those who serve as independent directors.
- 3) In determining whether to recommend a director for re-election, there should be an evaluation process of the director's performance. Such process promotes the accountability among Board members and ascertains that only well qualified directors will be re-appointed.

Quality of the Director

- 1) Directors must possess the qualifications as specified by the Public Limited Company Act, the Securities and Exchange Act and the Non-life Insurance Act, etc.
- 2) Directors should be competent with skills and extensive experience to benefit the Company's operations. Director must have willingness and good ethical business practices.
- 3) Directors should have the ability to exercise sound and independent judgments, free from any conflict of interest from the management and other interest groups.
- 4) Directors could dedicate appropriate time to the Company that he/she serves as director and perform his/her duty with due care.

Shareholders can also propose the qualified candidates to be nominated as directors from the Company's Website.

Credentials and Backgrounds of Nominated Persons to be Directors

1. Credentials and Backgrounds of Nominated Persons to be Directors

1.1 Mr. Suchin Wanglee



Nominated Director Type	Director
Years of Directorship	24 years - Appointed on 29 April 1993 - Latest re election on 24 April 2014
Age	81
Nationality	Thai
Highest Education Degree	Bachelor Degree in Electronic Engineering, Northrop Institute of Technology, USA
Director Training Program Thai Institute of Directors Association	- Director Accreditation Program - Role of the Chairman Program
Current Positions in NKI	- Chairman - Director - Advisor to the Executive Committee - Advisor to the Investment Committee
Current Positions in Other Organizations	
<ul style="list-style-type: none"> • Listed Company (5) 	<ul style="list-style-type: none"> - Director/Chairman/Member of the Investment Committee, Thaire Life Assurance Plc. - Independent Director/Vice Chairman/Chairman of Compensation Committee/Member of Audit Committee, Sermasuk Plc. - Director/Vice Chairman/ Chairman of Remuneration and Nomination Committee, Thai Metal Drums MFG. Plc. - Independent Director/Member of Audit Committee/ Member of Remuneration and Nomination Committee, BTS Group Holding Plc. - Independent Director, Varopakorn Plc.
<ul style="list-style-type: none"> • Non Listed Companies and Other Organizations (10) 	<ul style="list-style-type: none"> - Chairman, Sathorn Thani Co., Ltd. - Chairman, Rangsit Plaza Co., Ltd. - Chairman, TII Co.,Ltd. - Director, Aqua Infinite Co., Ltd. - Director, Wanglee Pattana Co., Ltd. - Director, Rajadamri Hotel Plc. - Director, Nuchapon Co., Ltd. - Director, The Pet Co., Ltd.

- Director, Wanglee Co., Ltd.
- Advisor, The Falcon Insurance Plc.

Previous Experience

- Director/Chairman, Thai General Insurance Association
- Independent Director/Chairman, Thai Reinsurance Plc.
- Director/Chairman, The Falcon Insurance Plc.
- Director, Thai-German Ceramics Industry Plc.
- Director, Thai-Petchaboon Co.,Ltd.
- Director/Lake Rajada Co.,Ltd.

NKI Shareholding

(As of 30 December 2016)

4,476,202 shares or 13.56% of the total shares
(Inclusive of relative's stock under Section 258)

Meeting Attendance

- The Board of Directors meeting: 6/6 times
- The Non-Executive Directors meeting: 1/1 times
- The Executive Board meeting: 43/46 times

1.2 Mr. Pitiphong Bisalputra

Nominated Director Type

Director

Year of Directorship

15 years
 Appointed on 25 April 2002
 Latest re election on 24 April 2014

Age

53

Nationality

Thai

Highest Education Degree

Master Degree in Business Administration,
 University of Hartford, USA

Director Training Program Thai Institute of Directors Association

- Successful Formulation & Execution of Strategy
 - Director Certification Program

Current Position in NKI

- Director
 - CEO/President
 - Chairman of the Investment Committee
 - Chairman of the Executive Board
 - Member of Risk Management Committee

Current Positions in Other Organizations

- **Listed Company** - None -
- **Non Listed Companies and Other Organizations (11)**
 - Director, Thai General Insurance Association
 - Director, Thanapisal Co.,Ltd.
 - Director, Praphai and Sons Co.,Ltd.
 - Director, Rangsit Ruampatana Co.,Ltd.
 - Director, Thanasarn Sombat (Thai) Co.,Ltd.
 - Director, Thamrongsup Co.,Ltd.
 - Director, Thananonsi Co.,Ltd.
 - Director, Danarat Co.,Ltd.
 - Director, Baan Ayothaya Co.,Ltd.
 - Director, Aqua Flow Co.,Ltd.
 - Director, Aqua Master Solution Co.,Ltd.

NKI Shareholding (As of 30 December 2016)

135,665 shares or 0.41% of the total shares
 (Inclusive of relative's stock under Section 258)

Meeting Attendance

- The Board of Directors meeting: 6/6 times
 - The Risk Management Committee meeting: 4/5 times
 - The Investment Committee meeting: 4/4 times
 - The Executive Board meeting: 45/46 times



1.3 Mr.Kaet Wanglee

Nominated Director Type

Director

Year of Directorship

5 years
 Appointed on 10 May 2012
 Latest re election on 24 April 2014

Age

38

Nationality

Thai

Highest Education Degree

Master Degree in Hospitality Management,
 New York University, USA

**Director Training Program
 Thai Institute of Directors Association**

- Director Accreditation Program

Current Positions in NKI

- Director

Current Positions in Other Organizations

• **Listed Companies**

- None -

• **Non Listed Company and
 Other Organizations (9)**

- Director, Pathaweevathana Co.,Ltd.
 - Director, Poon Pipat Co.,Ltd.
 - Director, Poonvanich Co.,Ltd.
 - Director, Pojanakij Co.,Ltd.
 - Director, Rangsit Ruampattana Co.,Ltd.
 - Director/Vice President-Assets Management,
 Pipatanasin Co.,Ltd.
 - Director, Rangsit Plaza Co.,Ltd.
 - Director, Shopping Center Services Co.,Ltd.
 - Director, Baan Suan Maak Co.,Ltd.

Previous Experience

Asset Manager, The Erawan Group Plc.

**NKI Shareholding
 (As of 30 December 2016)**

70,673 shares or 0.21% of the total shares
 (Inclusive of relative's stock under Section 258)

Meeting Attendance

- The Board of Directors meeting: 5/6 times
 - The Non-Executive Directors meeting: 1/1 times



1.3 Mr. Kiet Srichomkwan

Nominated Director Type

Independent Director

Year of Directorship

18 years
 Appointed on 23 November 1999
 Latest re election on 24 April 2014



Age

80

Nationality

Thai

Highest Education Degree

Bachelor Degree in Business Administration,
 Western New Mexico University, USA

**Director Training Program
 Thai Institute of Directors Association**

- Role of the Chairman Program
- Role of the Nomination and Governance Committee
- Monitoring the System of Internal Control and Risk Management
- Monitoring Fraud Risk Management
- Monitoring the Internal Audit Function
- Monitoring the Quality of Financial Reporting
- Improving the Quality of Financial Reporting
- Audit Committee Program
- Finance for Non-Finance Director
- Director Accreditation Program
- Director Certification Program

Current Positions in NKI

- Independent Director
- Member of Audit Committee
- Member of Remuneration, Nomination and Governance Committee

Current Positions in Other Organizations

- **Listed Company (1)**
 - Director/Member of Audit Committee, VGI Global Media Plc.
- **Non Listed Companies and Other Organizations (8)**
 - Chairman, Alinkij Siam Co., Ltd.
 - Chairman, Toyota Petchaboon Toyota's Dealer Co.,Ltd.
 - Chairman, Benja Rungrueng Co.,Ltd.
 - Director, Pen Sook Co.,Ltd.
 - Director, Suan Petchaboon Co.,Ltd.
 - Director, Din Prasit Co.,Ltd.
 - Director, Thai Petchaboon Co.,Ltd.
 - Director, Silver Beach Resort Co.,Ltd.

**NKI Shareholding
 (As of 30 December 2016)**

39,405 shares or 0.12% of the total shares
 (Inclusive of relative's stock under Section 258)

Meeting Attendance

- The Board of Directors meeting: 6/6 times
- The Non-Executive Directors meeting: 1/1 times
- The Audit Committee meeting: 10/10 times
- The Remuneration, Nomination and Governance Committee meeting: 2/2 times

The reason to propose an independent director who has been the Company's director over 9 years to serve another term in the Board

He is competent with skills, qualifications and extensive experience to benefit the Company's operations, could **independent** dedicate appropriate time to the Company that he serves as director and perform his duty with due care.

1.4 Mr.Phornpong Phornprapha

Nominated Director Type

Independent Director

Year of Directorship

10 years
 Appointed on 26 April 2007
 Latest re election on 24 April 2014



Age

67

Nationality

Thai

Highest Education Degree

Bachelor Degree in Business Administration,
 California State University, USA

**Director Training Program
 Thai Institute of Directors Association**

- None -

Current Positions in NKI

- Independent Director
 - Member of Remuneration, Nomination and Governance
 Committee

Current Positions in Other Organizations

• **Listed Company**

- None -

• **Non Listed Companies
 and Other Business (24)**

- Director/Honorary Chairman, Siam Calsonic Co.,Ltd.
 - Director/Honorary Chairman, EXEDY (Thailand) Co.,Ltd.
 - Director/Honorary Chairman, KYB (Thailand) Co.,Ltd.
 - Director/Vice Honorary Chairman,
 Siam NGK Spark Plug Co.,Ltd.
 - Director/President, Siam Chita Co.,Ltd.
 - Director/President,
 Hitachi Automotive Systems Chonburi Co.,Ltd.
 - Director/President, Siam Autopart Co.,Ltd.
 - Director/President, Siam Riken Industrial Co.,Ltd.
 - Director/President, Siam International Corp.,Ltd.
 - Director/Senior Executive Vice President,
 Siam Motors Co., Ltd.
 - Director, Bhupirom Co.,Ltd.
 - Director, Thaworn Estate Co.,Ltd.
 - Director, Thaworn Holdings Co.,Ltd.
 - Director, Thongthavorn Patthana Co.,Ltd.
 - Director, Siampile Co.,Ltd.
 - Director, Universal Mining Co.,Ltd.
 - Director, Nissan Motor (Thailand) Co.,Ltd.
 - Director, Bangkok Motor Works Co.,Ltd.
 - Director, Siam Auto Parts Sales Co.,Ltd.
 - Director, Siam Union Container Co.,Ltd.

- Director, Siam Country Club Co.,Ltd.
- Director, International Properties Co.,Ltd.
- Director, Laem Chabang International Terminal Co.,Ltd.
- Director, Exedy Friction Material Co.,Ltd.

NKI Shareholding
(As of 30 December 2016)

266 shares or 0.0008% of the total shares
(Inclusive of relative's stock under Section 258)

Meeting Attendance

- The Board of Directors meeting: 4/6 times
- The Non-Executive Directors meeting: 1/1 times
- The Remuneration, Nomination and Governance Committee meeting: 2/2 times

The reason to propose an independent director who has been the Company's director over 9 years to serve another term in the Board

He is competent with skills, qualifications and extensive experience to benefit the Company's operations, could **independent** dedicate appropriate time to the Company and perform his duty with due care.

2. Information of holding a directorship in listed companies or other rival incorporation/ any related business with the Company

Nominated Persons	Listed Company		Other Businesses	Other rival incorporations/ any related business with the Company
	Number	Type of Director		
1. Mr. Suchin Wanglee	5	<ul style="list-style-type: none"> • Director/ Chairman, Member of the Investment Committee, Thaire Life Assurance Plc. • Independent Director/ Vice Chairman/ Chairman of Compensation Committee/ Member of Audit Committee, Sermsuk Plc. • Director/ Vice Chairman/ Chairman of Remuneration and Nomination Committee, Thai Metal Durms MFG. Ltd. • Independent Director/ Member of Audit Committee/ Member of Remuneration and Nomination Committee, BTS Group Holding Plc. • Independent Director, Varopakorn Plc. 	10	<p>Advisor, The Falcon Insurance Plc.</p> <p>Since Mr.Suchin Wanglee is competent with extensive experience in insurance business, the Falcon Insurance Plc. has invited him to be advisor. He does not participate in the Falcon's management.</p>
2. Mr. Pitiphong Bisalputra	-	-	11	None
3. Mr. Kaet Wanglee	-	-	9	None
4. Mr. Kiet Srichomkwan	1	<ul style="list-style-type: none"> • Director/Member of Audit Committee, VGI Global Media Plc. 	8	None
5. Mr. Phornpong Phornrapha	-	-	24	None

3. Relationship characteristics of nominated person qualified as independent directors

Relationship Characteristics	Name of nominated person qualified as independent directors	
	Mr. Kiet Sirchomkwan	Mr. Phornpong Phornprapha
Holding of NKI share		
- Amount	39,405	266
- Ratio of issued shares having voting rights	0.12	0.0008
Being close relatives to executive/major shareholders of NKI/controlling person/or person to be nominated as executive/controlling person of company and its subsidiaries	- None -	- None -
Having relationship in any of these characteristics to NKI/parent company/subsidiary company/associate company/major shareholder/or controlling person either at present or during the past 2 years		
- Being an executive director, staff, employee or advisor who receives salary	- None -	- None -
- Being a professional service provider such as auditor or legal consultant	- None -	- None -
- Having business relationship (such as buy/sell raw materials/ products/ services/ lending/ borrowing) - specify transaction size	Have*	- None -

Note: * The value of business between the company and the entity of which the independent director is a major shareholders and executive is approximately 31.07 million Baht. Those business transactions divided into 3 categories;

- 1) Insurance policies purchased by Mr. Kiet Srichomkwan, the value of 631,592 Baht
- 2) Premiums arise from sales promotions that Toyota Motor (Thailand) Company Limited gives in addition to its customers and the insurance company has been identified by the customers, the value of 2.34 million Baht and
- 3) The Company paid the auto repair fees to his Toyota Service Center for the Toyota Care Project's members and for the customers who got their vehicles repaired at his service center that beyond control, the value of 28.10 million Baht.

Such transactions are normal business and supporting according to the general trade agreement. These business relations do not interfere with the act of expressing independent opinion as of independent directors. The company uses the directors' knowledge and experience in the vehicle business to offer suggestions and advices beneficial to automobile insurance business.

Definition of Independent Director

A director shall be considered independent, if:

- 1) Shall not hold shares exceeding 1% of the total number of voting share of the Company, its parent company, subsidiary, associate, major shareholders or controlling person, including shares held by related persons of such independent director.
- 2) Shall neither be nor have ever been a director with management authority, employee, staff member, advisor who receives a salary or is a controlling person of the Company, its parent company, subsidiary, associate, same-tier subsidiary company, major shareholder or controlling person unless the foregoing status has ended not less than 2 years prior to the date of becoming a director.
- 3) Shall not be a person related by blood relation or legal registration as father, mother, spouse, sibling, or child, including spouse of child, of an executive, major shareholder, controlling person, or person to be nominated as executive or controlling person of the Company or its subsidiary.
- 4) Shall neither have nor have ever had a business relationship with the Company, its parent company, subsidiary, associate, major shareholder or controlling person. The term of business relationship being subject to indebtedness payable to the other party in amount of 3% or more of the net tangible assets of the Company or 20 million Baht or more, whichever is lower, unless the foregoing relationship has ended not less than 2 years prior to the date of becoming an independent director.
- 5) Shall not be nor have ever been an auditor of the Company, its parent company, subsidiary, associate, major shareholder or controlling person, and not be a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary, associate, major shareholder or controlling person, unless the foregoing relationship has ended not less than 2 years prior to the date of becoming an independent director.
- 6) Shall not be nor have ever been a provider of any professional services including legal advisor or financial advisor who receives service fees exceeding 2 million Baht per year from the Company, its parent company, subsidiary, associate, major shareholder or controlling person, and not be a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than 2 years prior to the date of becoming an independent director.
- 7) Shall not be a director appointed as representative of the Board of directors, major shareholder or shareholder who is related to a major shareholders of the Company.
- 8) Shall not undertake any business in the same nature and in competition with the business of the Company or its subsidiary, nor be a significant partner in a partnership or director with management authority, employee, staff member or advisor who receives salary or hold shares exceeding 1% of the total number of shares with voting rights of another company which undertakes business in the same nature and in competition with the business of the Company or its subsidiary.
- 9) Shall not have any other characteristic that limits his/her ability to express independent opinions regarding the Company's operations.

Note: The definition of independent directors as well prescribed by the Office of Securities and Exchange Commission

Details of auditors and his/her determined fees

The board of directors proposes to the annual general meeting of shareholders for approval the appointing of the below persons of EY Office Limited as auditors of the Company with the audit fee for the year 2017 as detailed.

List of the auditors

- | | | | |
|-----------------|-----------------|----------------------------|----|
| 1. Miss Somjai | Khunapasut | Certified Auditor No. 4499 | or |
| 2. Mrs. Nonglak | Pumnoi | Certified Auditor No. 4172 | or |
| 3. Miss Rachada | Yongsawadvanich | Certified Auditor No. 4951 | |

Miss Somjai Khunapasut, Mrs. Nonglak Pumnoi and Miss Rachada Yongsawadvanich, such 3 auditors of EY Office Limited have no contradictory qualification against the criteria of the Stock Exchange of Thailand, which required each auditor to work not more than 5 years. The above mentioned auditors have no relationship and/or conflict of interest in the company/ associated company/ its management/ major shareholders or related persons and are not shareholder of the company.

Proposed audit fees

Descriptions	2017 (Baht)	2016 (Baht)	2015 (Baht)	% Increased (Decreased) from	
				2016	2015
1. The audit fees					
- The annual financial statements	800,000	740,000	700,000	8	6
- Quarterly financial statements (3 quarters)	630,000	600,000	540,000	5	11
Sub Total	1,430,000	1,340,000	1,240,000	7	8
2. Other fees					
• Review/ audit of Risk-Based Capital Report as specified by OIC					
- Ending on 30 June	155,000	144,000	144,000	8	0
- Ending on 31 December	430,000	390,000	390,000	10	0
• Review of insurance agreement according to TFRS4*	-	100,000	-	(100)	100
• Review of the Annual Report	80,000	-	-	100	0
Sub Total	665,000	634,000	534,000	5	18
Total	2,095,000	1,974,000	1,774,000	6	11

Note: * Only in the year 2016

Documents Required Presenting at the Registration Desk to Attend the Meeting

Pursuant to the policy of the Board of The Stock Exchange of Thailand, dated February 19, 1999 relating to good corporate practices for conducting a shareholders' meeting, the aim is to establish guidelines for listed companies to follow. This will evoke assurance of shareholders, investors and all relevant parties. It is the company policy to conduct a transparent and fair shareholders meeting which benefits the shareholders. The company has laid out a process to inspect identification papers of those who attend the shareholders meeting. However, the company reserves the right to waive any of these requirements for shareholders or proxies as it deems appropriate.

1. Natural person(s) (Individual Shareholders)

1.1 Thai nationality

- a) Identification card of the shareholder (ID card or any identification cards issued by government authorities or state enterprises); or
- b) In case of proxy, a copy of the shareholder's identification card and the proxy's identification card or passport (in case of a foreigner).

1.2 Non-Thai nationality Individual Shareholders

- a) Passport of the shareholder; or
- b) In case of proxy, a copy of the shareholder's passport and the proxy's identification card or passport (in case of a foreigner).

2. Juristic person (Corporate shareholders)

2.1 Juristic person registered in Thailand

- a) Corporate affidavit, issued by Department of Business Development, Ministry of Commerce; and
- b) Identification card or passport (in case of a foreigner) of the authorized director(s) who sign(s) the letter of proxy including identification card or passport (in case of a foreigner) of the proxy.

2.2 Juristic person registered outside Thailand or a custodian

- a) Corporate affidavit; and
- b) Identification card or passport (in case of a foreigner) of the authorized director(s) who sign(s) the letter of proxy including identification card or passport (in case of a foreigner) of the proxy.
- c) If the custodian is assigned as a proxy, please enclose evidence of the person assigning and of the custodian in accordance with article 2.2 a) and b), including a confirmation letter or a copy of business license of the custodian.

All copies of the document mentioned above must be certified documents.

The shareholder or the proxy may register and submit the required documents or evidence for inspection at least 3 days before the date of the meeting to the Company's head office at 100/47-55, 90/3-6 Sathorn Nakorn Building, 27th Floor North Sathorn Road, Silom, Bangrak, Bangkok 10500.

Details of the Company's Directors to Act as Shareholders' Proxies

Name of Directors	Position	Age (Year)	Address	Interest in the agenda considered
1. Professor Hiran Radeesri	Independent Director	88	Residing at No. 257 Soi Sukhumvit 49, Sukhumvit Road, Kwaeng Klongtonnua, Khet Kongtoey, Bangkok 10110	5
2. Mr. Pramon Sutivong	Independent Director	78	Residing at 12 Soi Prasartsuk, Kwaeng Chong Nonsi, Khet Yannawa, Bangkok 10120	5
3. Mr. Nipol T.Jeerawong	Director	66	Residing at 245/15 Sammakorn Village, Sukhapibal 3, Kwaeng Saphan Sung, Khet Bueng Kum, Bangkok 10240	5

**The Articles of Association
of
The Navakij Insurance Public Company Limited**
(only those Articles relating to the Shareholders' Meeting)

The procedure of elect directors and the directors who vacate the office at the end of the term

Clause 15: There shall be a board of directors of the company with not less than 9 directors. Not less than half of the total number of directors shall have residence in the Kingdom.

Clause 16: The shareholders' meeting shall elect directors in accordance with the following rules and procedures:

- (1) each shareholder shall have one vote per one share held by him ;
- (2) each shareholder shall employ all the votes he has under (1) in the election of one or more directors but cooperative voting is not allowed;
- (3) the person who receives the highest number of votes shall be elected as directors. The number of the elected should be equal to the number of directors to be elected. In case the number of persons who receives the same highest number of votes exceeds the number of directors to be elected, the chairman of the meeting shall decide by a casting vote.

Clause 17: At every annual general meeting, one-third of the directors shall vacate their office. If unable to divide the number of directors into three equal parts, the number nearest to one-third shall vacate the office.

The directors who shall vacate the offices in the first and the second year after the registration of the company shall be selected by drawing lots. After that, the directors who have been in office the longest shall vacate the office.

The directors who vacate the office at the end of the term may be re-elected.

Clause 18: Apart from vacating office at the end of the term, the director shall vacate office upon;

- (1) death ;
- (2) resignation ;
- (3) being disqualified or under prohibition in accordance with the law ;
- (4) being removed from office by the resolution of the shareholders' meeting ;
- (5) being removed from office by the order of the court

Clause 19: Any directors who wish to resign from his office shall submit a letter of resignation to the company. The resignation shall be effective from the day the letter of resignation reaches the company.

The director who resigns from his office under paragraph one may notify the registrar of his resignation.

Clause 20: In the case where the office of director becomes vacant from any causes other than the end of term, the board of directors shall select any legally qualified person to be a director in the next meeting of the board of directors, except the remaining term of office of the director is less than 2 months. This director shall remain in office only for the remaining term of office the director he replaces.

The resolution of the board of directors under paragraph one shall receive not less three-fourth of votes of the remaining directors.

Clause 21: The shareholders' meeting may pass a resolution removing any directors from office before the end of term with not less than three-fourth of votes of the shareholders who attended the meeting and are entitled to vote. The amount of shares altogether should not be less than one-half of the amounts held by shareholders who attended the meeting and are entitled to vote.

Directors Remuneration

Clause 31: The board of directors of the company shall meet at least once every three months.

The company shall pay the directors remuneration of the duties' performance as necessary and appropriate such as salaries, the meeting's allowances, allowances, bonuses.

Shareholders' Meeting

Clause 33: The board of directors shall call a shareholders' meeting as an annual general meeting within 4 months from the end of the accounting year of the company.

Any other shareholders' meeting apart from the annual general meeting shall be called extraordinary meeting. The board of directors may call the extraordinary meeting of shareholders at any time it deems appropriate. The shareholders holding not less than one-fifth of the total number of shares issued or not less than 25 shareholders holding not less than one-tenth of the total number of shares issued may submit a written request together for the board of directors to call the extraordinary meeting of shareholders. However, the reason for requesting extraordinary meeting shall be clearly specified.

Clause 34: In calling a shareholders' meeting, the board of directors shall give notice of the meeting in writing, specifying the place, date, time, agenda of the meeting, and matters to be submitted to the meeting together with appropriate details. It must also state precisely that the matters were submitted for acknowledgement, for approval or for consideration together with the relevant comments of the board of directors. The notice shall be sent to shareholders not less than 7 days before the day fixed of the meeting and shall be published in the newspaper for 3 consecutive days and not less than 3 days before the day of the meeting.

The place of the meeting needs not be in the area where the head office of the company is situated. The meeting may be held at any place that the board of directors may deem appropriate.

Clause 35: At the shareholders' meeting, there shall be not less than 25 shareholders and proxies (if any) or not less than one-half of the total number of shareholders, and the shares have to be not less than one-third of the total number of shares issued to constitute a quorum.

At any shareholders' meeting, in case the number of shareholders attending the meeting is not sufficient to constitute a quorum after one hour has passed from the time fixed for the meeting, if the meeting is called at the request of the shareholders, the meeting shall be suspended; if the meeting is not called at the request of the shareholders, a new meeting shall be called, and a written notice of the meeting shall be sent to shareholders not less than 7 days before the day of the meeting. It is not necessary that this new meeting be quorate.

Clause 36: The chairman of the board of directors shall preside over the shareholders' meeting. In the case the chairman is not at the meeting or is unable to perform his duty, if there is a vice-chairman, the vice-chairman shall preside over the meeting, if there is no vice-chairman or there is but he is unable to perform his duty, shareholders attending the meeting shall elect one shareholder to preside over the meeting.

Each shareholder shall have the number of votes equal to the number of shares he owns; one share shall have one vote.

The voting shall be open unless not less than 5 shareholders demand otherwise and the meeting resolves that a poll be taken. The procedure of the poll shall be executed as determined by the chairman of the meeting.

Clause 37: The resolutions of the meeting shall be passed by the following votes:

- (1) In normal case, the majority of votes of the shareholders attending the meeting and having the right to vote; in the case of equal amount of votes, the chairman of the meeting shall have an additional vote as a casting vote;
- (2) In the following cases, three-fourth of the total number of votes of the shareholders attending the meeting and having the right to vote:
 - a. The sale or the transfer of the whole or important part of the business of the company to other persons ;
 - b. The purchase or the acceptance of the transfer of other public or private companies' business;
 - c. The making, the changes, or the termination of the contract concerning the lease of the whole or important part of the company's business, the grant of authority to other persons to manage the company's business, or the amalgamation of the business of the Company with that of other persons with the purpose of sharing profits and losses from the business;
 - d. The amendment of the Company's memorandum and articles of association;
 - e. The increase or the reduction of capital, the issue of debentures, the amalgamation or the dissolution of the Company.

Clause 38: The business to be transacted at the annual general meeting is as follows:

- (1) To consider the board of directors' report on the business activities of the company in the previous year submitted to the meeting for consideration;
- (2) To consider and approve the balance sheet;
- (3) To consider and appropriate the profits;
- (4) To elect directors to replace the directors who vacate their office at the end of their terms;
- (5) To appoint an auditor and determine the remuneration of the auditor;
- (6) Other business.

Dividend

Clause 39: Dividends shall be paid out of profits only. In case the Company still has cumulative losses, no dividends shall be paid.

The dividends shall be paid in accordance with the number of shares; each share shall equate the amount of dividends.

The board of directors may, from time to time, pay the shareholders interim dividends if it deems justified and that there is enough profits of the company. This should also be reported to the next shareholders' meeting for acknowledgement.

The payment of dividends shall be made within 1 month from the date of the resolution of the shareholders' meeting or of the board of directors, depending on the case. The resolution shall be notified to the shareholders in writing and the notice of the payment of dividends shall be published in the newspaper.

Clause 40: The Company shall appropriate part of the annual net profit as a reserved fund of not less than 5 per cent of the company's net profits, minus the cumulative losses of the company (if any) until the reserved fund amounts to not less than 10 per cent of the registered capital of the company.

Accountancy, Finance, and Audit

Clause 43: The board of directors shall have the balance-sheet and the profits and losses account made at the end of the company's accounting year, to submit to the annual general meeting of shareholders for approval. The board of directors shall have the balance-sheet and the profits and losses account of the company audited by the auditor before submitting them to the shareholders' meeting.

Clause 44: The board of directors shall send the following documents to the shareholders with a written notice calling the annual general meeting:

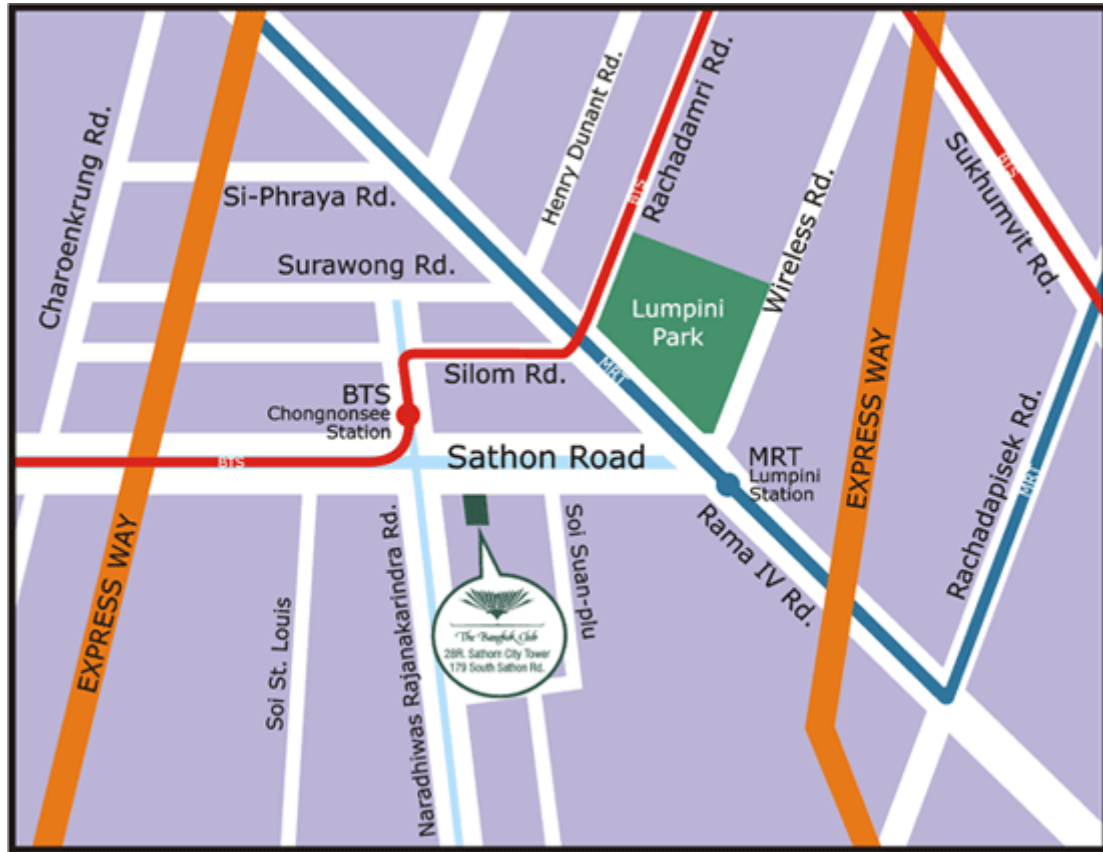
- (1) Copies of the audited balance-sheet and profits and losses account with the auditor's report on the audit ;
- (2) The annual report of the board of directors.

Clause 45: The auditor shall not be directors, staff members, employees or any office-holders of the company.

Map of the Location of the Shareholders' Meeting

The Grand Hall on 28th Floor, the Bangkok Club, No.175 Sathorn City Tower, South Sathorn Road, Tungmahamek, Bangkok 10120

Tel: (66) 2679 5550, 285 1661 Fax: (66) 2285 1998



Annual Report Requisition Form

Please thoroughly complete the following form (write legibly) and submit to the Office of the President by mail (Reply Paid envelope) or via facsimile (fax) at number (66) 2636 7999

Name Last Name

Company

Address

Postal code Tel.

Wish to make a request for the annual report for the year 2016 to be sent to the address above.

