

**(Translation)**

Ref: OP.S.027/2014

24 April 2014

Subject: Resolutions of the Annual General Meeting of Shareholders for the year 2014

To: President of the Stock Exchange of Thailand

At the 2014 Annual General Meeting of Shareholders (No.82) of the Navakij Insurance Public Company Limited (the "Company") held on 24 April 2014, there were 127 shareholders presented in person and represented by proxy, representing a total of 22,113,135 shares. The aggregate shares presented were greater than one-third of the total paid up shares of the Company and it constituted a quorum. Details of the resolutions are as follows:

1. Adopted the Minutes of 2013 Annual General Meeting of Shareholders (No.81). The results of votes counting are as follows:

Approved	22,109,971	votes	Represented	100
Disapproved	-	votes	Represented	-
Abstained	-	votes	Represented	-

Of the total votes of shareholders attending the meeting and having the rights to vote.

2. Acknowledged the Company's business performance for the year 2013.
3. Approved the statements of financial position and the statements of income for the year ended 31 December 2013. The results of votes counting are as follows:

Approved	22,111,000	votes	Represented	100
Disapproved	-	votes	Represented	-
Abstained	-	votes	Represented	-

Of the total votes of shareholders attending the meeting and having the rights to vote.

4. Approved the appropriation of annual profit for the year 2013 to the Company's shareholders that the record date was fixed on 6 March 2014 and the closing date of the share register book was fixed on 7 March 2014 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 2014, details as follows:

- 1) Cash dividend will be paid at the rate of 3.00 Baht per share for the 30,000,000 existing shares, totaling of 90,000,000 Baht.
- 2) Stock dividend will be paid at the ratio of 30 existing shares per 1 stock dividend for 30,000,000 shares, totaling of stock dividend payment at 1,000,000 shares, at the par value of 10 Baht, totaling of 10,000,000 Baht or equivalent to 0.33 Baht per the stock dividend.

The results of votes counting are as follows:

Approved	22,111,000	votes	Represented	100
Disapproved	-	votes	Represented	-
Abstained	-	votes	Represented	-

Of the total votes of shareholders attending the meeting and having the rights to vote.

5. Approved the increase of the Company's registered capital of 10,000,000 Baht to support the stock dividend payment, by newly-issued 1,000,000 ordinary shares at the par value of 10 Baht per share, from the existing amount of 300,000,000 Baht to be the new registered capital of 310,000,000 Baht, divided into 31,000,000 shares at the par value of 10 Baht. The results of votes counting are as follows:

Approved	22,111,000	votes	Represented	100
Disapproved	-	votes	Represented	-
Abstained	-	votes	Represented	-

Of the total votes of shareholders attending the meeting and having the rights to vote.

6. Approved the amendment of Clause 4 of the Company's Memorandum of Association so as to reflect the increase of registered capital. The amendment details and results of votes counting are as follows:

Clause 4 Registered capital	310,000,000	Baht	(Three hundred and ten million Baht)
Divided into	31,000,000	shares	(Thirty one million shares)
Par value at	10	Baht	(Ten Baht)

Classified into:

Ordinary shares	31,000,000	shares	(Thirty one million shares)
Preference shares	-	shares	(Zero share)

Approved	22,111,000	votes	Represented	100
Disapproved	-	votes	Represented	-
Abstained	-	votes	Represented	-

Of the total votes of shareholders attending the meeting and having the rights to vote.

7. Approved the allocation of the Company's new ordinary shares of 1,000,000 shares at the par value of 10 Baht to support the stock dividend payment. 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 61 Baht per share by the calculation from average price of the Company's stock as 7 consecutive business days before the date that the Board of Directors resolved to proposed the shareholders' meeting for approval. The results of votes counting are as follows:

Approved	22,112,815	votes	Represented	100
Disapproved	-	votes	Represented	-
Abstained	-	votes	Represented	-

Of the total votes of shareholders attending the meeting and having the rights to vote.

8. Approved the remuneration of directors for the year 2014 as follows:

1) Director's bonus for the Company's operating results of the year 2013, an amount of 5,000,000 Baht and Chairman of the Board will allocate the bonus to all directors.

2) The meeting fee for attendance:

2.1) Board of Directors' Meeting

- Chairman	30,000	Baht/meeting
- Other directors	20,000	Baht/meeting/person

2.2) Audit Committee's Meeting

- Chairman	30,000	Baht/meeting
- Other members	20,000	Baht/meeting/person

2.3) The Meeting of other 2 subcommittees; the Remuneration, Nomination and Corporate Governance Committee and the Risk Management Committee

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

The results of votes counting are as follows:

Approved	22,112,815	votes	Represented	100
Disapproved	-	votes	Represented	-
Abstained	-	votes	Represented	-

Of the total votes of shareholders attending the meeting and having the rights to vote.

9. Approved and re-elected the 5 retiring directors to be the directors for another term and the directors hold the Company's shares had abstain their votes.

The votes counting for 5 directors individually are as follows:

1) Mr. Suchin Wanglee (Director)

Approved	18,085,344	votes	Represented	81.79
Disapproved	-	votes	Represented	-
Abstained	4,027,471	votes	Represented	18.21

Of the total votes of shareholders attending the meeting and having the rights to vote.

2) Mr. Pitiphong Bisalputra (Director)

Approved	21,997,918	votes	Represented	99.48
Disapproved	-	votes	Represented	-
Abstained	114,897	votes	Represented	0.52

Of the total votes of shareholders attending the meeting and having the rights to vote.

3) Mr. Kiet Srichomkwan (Independent Director)

Approved	22,076,992	votes	Represented	99.84
Disapproved	-	votes	Represented	-
Abstained	35,823	votes	Represented	0.16

Of the total votes of shareholders attending the meeting and having the rights to vote.

4) Mr. Phornpong Phornprapha (Independent Director)

Approved	22,112,893	votes	Represented	100
Disapproved	-	votes	Represented	-
Abstained	242	votes	Represented	0.00

Of the total votes of shareholders attending the meeting and having the rights to vote.

5) Mr. Kaet Wanglee (Director)

Approved	22,052,635	votes	Represented	99.73
Disapproved	-	votes	Represented	-
Abstained	60,500	votes	Represented	0.27

Of the total votes of shareholders attending the meeting and having the rights to vote.

10. Approved the appointment of the auditors below from EY Office Ltd. as the Company's auditors for the year 2014 and agreed that one of them was authorized to audit and express an opinion on the financial statement of the Company and determined the fees at Baht 1,720,000 for auditing, reviewing of financial statements, reviewing and auditing of Risk Base Capital report and reviewing of internal control in relation with investment application for the Office of Insurance Commission.

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|-----------------|-----------------|---------------------------|
| 1) Miss Somjai  | Khunapasut      | CPA Registration No. 4499 |
| 2) Miss Rachada | Yongsawadvanich | CPA Registration No. 4951 |
| 3) Miss Ratana  | Jala            | CPA Registration No. 3734 |

The results of votes counting are as follows:

Approved	22,113,135	votes	Represented	100
Disapproved	-	votes	Represented	-
Abstained	-	votes	Represented	-

Of the total votes of shareholders attending the meeting and having the rights to vote.

Please be informed accordingly.

Sincerely Yours,

(Signed) *Nipol T. Jeerawong*

Mr. Nipol T. Jeerawong  
Chairman of the Executive Board