

(TRANSLATION)

9 March 2018

Subject : Notice of the Annual General Meeting No. 25

To : Shareholders of Thai Reinsurance Public Company Limited

- Attachments:
1. Copy of Minutes of Annual General Meeting of Shareholders No. 24
 2. Annual Report for the year 2017
 3. Financial Highlights for the year 2017
 4. Profiles of nominated directors
 5. Profiles of nominated auditors
 6. Company's Articles of Association relating to the AGM
 7. Documents or evidences required prior to attend the meeting
 8. Map of meeting venue
 9. Proxy form
 10. Profile of independent director who serves as proxy for shareholders
 11. Advance questions relating to agenda items of AGM
 12. Request form for the hard copy of Annual Report

The 25th Annual General Meeting of Shareholders of Thai Reinsurance Public Company Limited shall be held on Tuesday, 24 April 2018, at 10.00 hours (Registration begins at 08.30 hrs.), at Victor Club @ FYI Center, 2nd Floor, FYI Center Tower 1, No. 2525, Rama IV Road, Klong Toei, Bangkok 10110 to consider the following agendas:-

Agenda 1: To adopt the Minutes of Annual General Meeting of Shareholders No. 24

Rationale: The Annual General Meeting of Shareholders No. 24 was held on 21 April 2017, a copy of the Minutes is attached herewith.

Opinion of the Board: The Board agrees that the Minutes of the Annual General Meeting of Shareholders No. 24 held on 21 April 2017 have correctly been stated and recommends the approval of the said Minutes.

Voting: Resolution in this agenda item shall be adopted by the majority votes of the shareholders and proxies attending the meeting and casting their votes.

Agenda 2: To acknowledge the Board of Directors' report of the year 2017 operation

Rationale: The report of the Company's operating result in the fiscal year 2017 is shown in the attached annual report which has been distributed to shareholders together with this notice of the meeting.

Opinion of the Board: The Board agrees and recommends the meeting to acknowledge the directors' report stating the Company's performance and major changes during the fiscal year 2017.

Voting: Since this agenda item is for acknowledgement, no vote is required.

Agenda 3: To approve the financial statements for the year ended 31 December 2017

Rationale: In compliance with the Public Limited Company Act, the Company shall prepare the financial statements at the end of the fiscal year of the Company which were audited and certified by auditor of the Company to be ready for shareholders' approval.

Opinion of the Board: The Board agrees and recommends adopting the financial statements for the year ended 31 December 2017 which have already been audited by the auditors, EY Office Limited, granted the consent by Audit Committee and endorsed by the Board. Details are shown in the attached Annual Report which has been distributed to shareholders together with this notice of the meeting.

Voting: Resolution in this agenda item shall be adopted by the majority votes of the shareholders and proxies attending the meeting and casting their votes.

Agenda 4: To approve the profit allocation and dividend payment for the year 2017

Rationale: The Company has adopted a dividend payment policy, where a dividend will be paid out from profit at the rate of not less than 40% of the Company's net profit after deducting all necessary reserves. For 2016 performance, the dividend payment of Baht 0.15 per share was paid dividing into Baht 0.10 per share from normal operation and Baht 0.05 per share special dividend or 71.4% payout ratio of separate financial statements. The Company's separate financial statements for 2017 recorded net profit of Baht 631.4 million or Baht 0.15 per share.

Opinion of the Board: The Board agrees to allocate the profit and dividend payment for 2017 performance to the shareholders at Baht 0.10 per share or equal to 66.7% payout ratio of separate financial statements. Interim dividend Baht 0.05 per share was already paid on 29 September 2017 so final dividend Baht 0.05 per share shall be paid (not eligible for tax credit for the final dividend). Details are:

Retained earnings brought forward	437,166,329	Baht
Profit for the year 2017	631,385,951	Baht
Employee benefit obligation	(2,110,978)	Baht
Reversal of expiry dividend payable	<u>137,749</u>	Baht
Total profit for allocation	<u>1,066,579,051</u>	Baht
Proposed profit allocation:		
Final dividend Baht 0.05/share		
including interim dividend Baht 0.05/share		
making total 2017 dividend Baht 0.10 /share	421,499,384	Baht
Statutory Reserve	<u>31,700,000</u>	Baht
Unappropriated retained earnings carried forward	<u>613,379,668</u>	Baht

The record date for rights to receive dividend will be on Wednesday, 2 May 2018 and dividend payable date will be on Friday, 18 May 2018.

Voting: Resolution in this agenda item shall be adopted by the majority votes of the shareholders and proxies attending the meeting and casting their votes.

Agenda 5: To elect new directors to succeed those completing their terms

Rationale: Pursuant to the Company's Articles of Association, the member of the Board should be between 9 and 15 directors and one-third of them should be retired on every Annual General Meeting. 4 out of totaling 11 directors to be retired by rotation this year are:

1. Mr. Chanin Roonsamram Independent Director, member of Audit Committee
2. Mr. Sara Lamsam Independent Director
3. Mr. Gobinath Arvind Athappan Director
4. Mr. Chuanchai Cheausamut Director

In this regard, the Nomination and Remuneration Committee has set a selection process as follows.

- Directors to be retired by rotation are allowed to express their willingness to be re-elected or to continue their offices for another term.
- The Board and shareholders can propose and recommend any qualified person for such replacement.
- The Nomination and Remuneration Committee shall consider those nominated or proposed person(s) and then present to the Board and shareholders for approval.

Four directors, namely Mr. Chanin Roonsamrarn, Mr.Sara Lamsam, Mr.Gobinath Arvind Athappan and Mr.Chuanchai Cheausamut expressed their willingness to hold the director position for another term if they are re-elected. The Company announced on its website to invite the shareholders to nominate the qualified candidates as the Company's director but there was no nominated candidate proposed.

The Nomination and Remuneration Committee had considered the composition of the Board and all required qualifications of each person who may become the Company's director pursuant to the applicable laws, the Company's Articles of Association and the nomination principles, including the evaluation result of each individual's performance, and was of the view that all 4 directors should be proposed to the Board in order for the Board to propose to the shareholders for re-election to continue their offices., namely:

1. Mr. Chanin Roonsamrarn
2. Mr. Sara Lamsam
3. Mr. Gobinath Arvind Athappan
4. Mr. Chuanchai Cheausamut

Mr. Chanin Roonsamrarn was nominated for re-election as an independent director for another term, even though he had reached the 9-year tenure limit because the Nomination and Remuneration Committee was of the view that his qualification, knowledge and experience in insurance, finance and investment which can greatly contribute to the Company's future success including his past performance as Independent Director always for the benefit of the Company and shareholders.

Opinion of the Board: The Board, without participation of any director having interest therein, concurs with the Nomination and Remuneration Committee's recommendation to propose all 4 directors retired by rotation be re-elected for another term. The profiles of 4 nominated directors are enclosed for your consideration.

Voting: Resolution in this agenda item shall be adopted by the majority votes of the shareholders and proxies attending the meeting and casting their votes.

Agenda 6: To approve the directors' remuneration

Rationale: Since the Board has played an important role for setting and implementing the Company's policy and directing its operation. Remuneration of the Board and members of the sub-committees should be at appropriate level and align with their duties and responsibilities and comparable to industry practices.

Opinion of the Board: The Board concurs with the recommendation proposed by the Nomination and Remuneration Committee that the directors' remuneration for the year 2018 would be proposed for consideration and approval as follows: monthly retainer fee and meeting allowance for directors / sub-committee remain unchanged from the year 2017. Since the Company had profit from the operation in 2017 and dividend could be paid to shareholders. The Board then proposes to allocate the amount of Baht 4.2 million for director's bonus. Details are:

	<u>2018</u>	<u>2017</u>
<u>1. Board of Directors</u>		
Monthly Retainer Fee	<u>Same as 2017</u>	
	Chairman – Baht 20,000 per month, other directors – Baht 15,000 per month per person.	Chairman – Baht 20,000 per month, other directors – Baht 15,000 per month per person.
Attendance fee	<u>Same as 2017</u>	
	Chairman – Baht 35,000 per session, other directors - Baht 25,000 per person per session. Payable only to those attending a meeting.	Chairman – Baht 35,000 per session, other directors - Baht 25,000 per person per session. Payable only to those attending a meeting.
Bonus	Not exceeding Baht 4.2 million. Allocated to Chairman 2 parts, Vice Chairman 1.5 parts, Directors and Chief Executive Officer 1 part each	Baht 6.3 million. Allocated to Chairman 2 parts, Vice Chairman 1.5 parts, Directors and Chief Executive Officer 1 part each
Other benefits	-Nil-	-Nil-

2. Audit Committee

Attendance fee	<u>Same as 2017</u>	
	Chairman – Baht 50,000 per session, other members – Baht 35,000 per person per session. Payable only to those attending a meeting.	Chairman – Baht 50,000 per session, other members – Baht 35,000 per person per session. Payable only to those attending a meeting.

3. Nomination and Remuneration Committee

Attendance fee	<u>Same as 2017</u>	
	Baht 25,000 per person per session. Payable only to those attending a meeting	Baht 25,000 per person per session. Payable only to those attending a meeting

4. Investment Committee

Attendance fee	<u>Same as 2017</u>	
	Baht 25,000 per person per session. Payable only to those attending a meeting	Baht 25,000 per person per session. Payable only to those attending a meeting

5. Enterprise Risk Management Committee

None Due to Committee members are Company's management.

Voting: Resolution in this agenda item shall be approved by not less than two-thirds of the total number of votes of the shareholders and proxies attending the meeting and having the rights to vote.

Agenda 7: To appoint the auditors and fix the audit fee

Rationale: The Audit Committee had selected the Company's auditors for the fiscal year 2018 and would recommend the Board to propose to the shareholders to re-appoint EY Office Limited (EY) by Ms. Ratchada Yongsawadvanich, CPA Registration no. 4951, Ms. Ratana Jala, CPA Registration no. 3734 and/or Mrs. Nongluck Phumnoi, CPA Registration no. 4172 and/or Ms. Somjai Kunapasut, CPA Registration no. 4499 as the Company and its subsidiary companies' auditors for the fiscal year 2018.

In this regard, the Audit Committee viewed that EY has extensive experience in auditing a number of insurance companies and has large international networks and recognition which would, therefore, facilitate the Company to adopt international audit standard. Furthermore, such 4 proposed auditors as well as EY have no relationship or any connected transaction which may lead to conflict of interest with the Company.

The Audit Committee also recommends that the total audit fee for the Company be fixed at Baht 2,600,000, an increase of 4.8% from previous year. Details are:

	<u>2018</u>	<u>2017</u>	<u>% Inc.</u>
Annual audit fee	1,00,000 Baht	950,000 Baht	5.3%
Quarterly review audit fee	660,000 Baht	600,000 Baht	10.0%
Fee on review and audit the Capital Adequacy Report	540,000 Baht	530,000 Baht	1.9%
Fee on review reinsurance contracts under new TFRS 4 requirements	300,000 Baht	300,000 Baht	0.0%
Fee on review the annual report	100,000 Baht	100,000 Baht	0.0%
Total	2,600,000 Baht	2,480,000 Baht	4.8%

Moreover, the Audit Committee proposed the Meeting to acknowledge the audit fee for the subsidiary companies for the year 2018 as follows:

	<u>2018</u>	<u>% Inc.</u>
Number of subsidiaries	3 companies	
Total amount of audit fees	1,656,000 Baht	25.2%
Totaling audit fees for the Group	4,256,000 Baht	11.9%

Note: The guidelines of the Securities and Exchange Commission (SEC) stipulate that the auditor of listed company who has performed his/her duty in reviewing, auditing and giving opinion on the financial statements of the company for five consecutive fiscal years shall be rotated. In such case, the former auditor may be re-appointed after terminating the office of such auditor not less than two consecutive fiscal years. Ms. Ratchada Yongsawadvanich, the auditor, had audited and given opinion on the Company and its subsidiaries' financial statements for one year.

Remark: The auditors of the Company and subsidiaries are the same persons.

Opinion of the Board: As proposed by the Audit Committee, the Board recommends re-appointing EY by Ms. Ratchada Yongsawadvanich and/or Ms. Ratana Jala and/or Mrs. Nongluck Phumnoi and/or Ms. Somjai Kunapasut as Company's auditors for the year 2018 and fixing their remuneration of Baht 2,600,000. In the event these auditors are unable to perform their duties, EY is authorized to assign another of its auditors to perform the audit and express the opinion on the Company's financial statements in their place.

Voting: Resolution in this agenda item shall be adopted by the majority votes of the shareholders and proxies attending the meeting and casting their votes.

Agenda 8: To consider other issues (if any)

The record date for rights to attend and vote at the Annual General Meeting of Shareholders will be on Friday, 9 March 2018.

All shareholders are cordially invited to attend the meeting on the date, time and place as mentioned above. If you are unable to attend the meeting and wish to appoint a proxy, please fill the attached proxy form and deposit with the Company officer before the commencement of the meeting.

For your convenience, if you wish to appoint a person to attend and vote at the meeting on your behalf, please complete and duly execute one of two proxy forms attached in attachment no. 9, or alternatively you may download only one of three proxy forms, Form A. Form B. or Form C. (Form C is only for foreign investors who authorize the custodian in Thailand to keep and safeguard their shares) from www.thaire.co.th.

In addition, you may appoint Board Chairman or Independent Director as your proxy holder amongst the following directors:

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|----------------------------|---|
| 1. Mr. Surachai Sirivallop | Board Chairman |
| 2. Mr. Aswin Kongsiri | Independent Director / Audit Committee Chairman |

Yours sincerely,

-signed-

(Oran Vongsuraphichet)

Director & Chief Executive Officer