

Invitation to attend AGM of Shareholders No. 30/2023

Thursday 27th April 2023 at 2.00 p.m.

**by electronic meeting platform (E-AGM)
via DAP e-Shareholder Meeting**

Please kindly see details for guidelines for attending the meeting,

- █ Proxy appointment, vote casting and counting procedures via electronic platform (E-AGM) (Enclosure 11).
- █ Details of TVI Independent Directors (Enclosure 8).
- █ User Manual Electronics Meeting System for the Shareholders' Meeting (Enclosure 13).



TVI.002/2023

March 16, 2023

Subject: Notice of the Annual General Shareholders' Meeting No.30/2023

Attention: Shareholders of Thaivivat Insurance Public Company Limited

Attachments: (1) Minutes of the 29/2022 Annual General Meeting of Shareholders held on April 28, 2022

(2) The Annual Registration Statement and Annual Report 2022 (Form 56-1 One Report) together with Report and consolidated financial statements 31 December 2022 in QR code format (For Agenda 2 and 3)

(3) Profile of Nominated Directors for another term. (For Agenda 5)

(4) Profile of Director proposed to be elected as independent directors (For Agenda 5)

(5) Profile of Nominated Auditors for election (For Agenda 7)

(6) The Articles of Association draft of Thaivivat Insurance Public Company Limited (Amended Part Only) (For Agenda 8)

(7) Definition of Independent Directors

(8) Profile of Independent Directors that the shareholders could consider to be a proxy

(9) Company Article of Association about General Meeting of Shareholders

(10) Proxy form A ,form B and form Proxy Form C

(11) Guideline for the Electronic Meeting Attendance (E-AGM)

(12) Registration Form to attend the Electronic Meeting (E-AGM)

(13) User manual for the shareholders meeting system via DAP e-Shareholder Meeting

(14) Terms and conditions for attending the shareholders meeting via DAP e-Shareholder Meeting

The Board of Directors of Thaivivat Insurance Public Company Limited (the "Company") has called for the Ordinary Shareholder Meeting No.30/2023 via electronic method (E-AGM) on April 27, 2023 at 2:00 p.m. to consider the following agendas: -

Agenda 1 To consider and approve the Minutes of the Annual General Shareholders' Meeting No. 29/2022.

Rationale: The Company held the annual general shareholders meeting No.29/2022 on April 28, 2022 and prepared the meeting minutes within 14 days from the date of shareholders general meeting that had been submitted to the Stock Exchange of Thailand and the Ministry of Commerce within the timeframe prescribed by laws. It was also disclosed in the company's website as attached details in enclosure 1.

Opinion of the Board: The Board considered that the Minutes of the Annual General Shareholders' Meeting No. 29/2022 on April 28, 2022 were correctly recorded, and the Board agreed to propose to the meeting to approve the minutes.

Vote required: Majority votes of shareholders presented at the meeting and were eligible to vote.



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Agenda 2 To consider the Board of Directors annual report of the company's performance in 2022.

Rationale: The Company's Performance for the year 2022 was in the Annual Registration Statement and Annual Report (Form 56-1 One Report) in QR Code format (**enclosure 2**) and can be summarized as follows:

(Unit : Million Baht)

	Consolidated financial statements		Change %
	2022	2021	
Underwriting Income	6,430.05	5,544.72	15.97
Underwriting Expenses	(5,268.33)	(4,376.91)	20.37
Profit from Underwriting before Operating expenses	1,161.72	1,167.81	(0.52)
Operating expenses	(869.90)	(786.68)	10.58
Profit (Loss) from Underwriting	291.82	381.13	(23.43)
Investment Income	(58.43)	196.33	(129.76)
Other Income	23.76	13.10	81.29
Other Expense	2.33	(0.79)	397.47
Profit from Operation	259.48	589.77	(56.00)
Income Tax Revenue	(54.66)	(117.77)	53.59
Net Profit	204.82	472.00	(56.61)

Opinion of the Board: The Board considered and agreed to propose to The General Shareholder's Meeting for acknowledgement of the Company's results on performance in 2022.

Vote required: This agenda was the shareholders' acknowledgment; no voting.

Agenda 3 To consider and approve the company's 2022 Financial Statement.

Rationale: As the Public Act No.112 and Articles of Association No.37 stipulates the Board of Directors to provide the Auditor approved Balance Sheet and the Profits and Loss Statement ending December 31, 2022 which had been audited by auditor and expressed the unconditional opinion as it appears in the report and the Consolidated Financial Statement ending December 31, 2022 and propose to the annual general meeting of shareholders for approval. The said financial statements were sent to the shareholders together with the meeting notice as per **enclosure 2**.

Opinion of the Board: The meeting considered and agreed to propose to the General Shareholder's Meeting for approval the Balance Sheet and Profit and Loss Statement ending December 31, 2022 that have been approved by the Auditor.

Vote required: Majority votes of shareholders presented at the meeting and were eligible to vote.

Agenda 4 To consider and approve the appropriation of Company's annual net profit and dividend payment.

Rationale: According to the Article of Association No.34, requiring the company to allocate a part of the annual net profit as a reserve not less than 5 percent of net profit, minus cumulative losses (if any) until the reserve is not less than 10 percent of the registered capital. The company has already allocated

a statutory reserve to 30.3 million Baht, therefore no reserve allocation because the Company has legal reserves not less than the amount prescribed by law.

The Company has the policy to pay the annual dividend not less than 40% of net profit after tax.

The comparison of dividend payment in past 3 years as follows:

Dividend Payment	AGM 30/2023	AGM 29/2022	AGM 28/2021
Net Profit (Baht)	216,243,364	484,631,685	78,439,615
Earnings Per Share (Baht)	0.71	1.60	0.26
Number of Share (share)	303,000,000	303,000,000	303,000,000
Dividend Payment Per Share (Baht)	0.29	0.70	0.20
Total Dividend Payment (Baht)	87,870,000	212,100,000	60,600,000
Dividend Payout Ratio	40.63%	43.77%	77.26%

Opinion of the Board: In 2022, the company had net profit after tax 216,243,364 Baht with no accumulated losses. The Board agreed to propose to the General Shareholder's Meeting for approval the dividend payment 2022 at the rate of Baht 0.29 (twenty-nine satang) per share with total amount 87,870,000 Baht or 40.63% **higher than dividend payment policy**. Such dividend paid from the net profit at the corporate taxable rate of 20 percent, which the shareholder could use it as tax credit from dividend in the personal tax according to Section 47 Bis of the Revenue Code.

The Company had set the record date on March 16, 2023 for determining the shareholders right to receive dividend. The payment will be made on May 25, 2023.

Vote required: Majority votes of shareholders presented at the meeting and were eligible to vote.

Agenda 5 To consider and approve the Directors election replacing the Directors whose term expired.

Rationale: As the Articles of Association No. 14 stipulates that every annual general meeting of shareholders, one-third of the total number of directors shall vacate their office. In 2023, three directors are due to retire by rotation at the Annual General Shareholders Meeting as follows;

- | | |
|---------------------------------|---|
| 1. Mrs. Pilai Piamphongsarn | Independent Director, member of Audit Committee and member of Nomination and Remuneration Committee |
| 2. Mrs. Supaporn Burapakusolsri | Independent Director, member of Audit Committee, member of Investment Committee and member of Good Corporate Governance Committee |
| 3. Mr. Jiraphant Asvatanakul | President & CEO and member of Investment Committee |

The Company had invited all shareholders to nominate any qualified person to be elected as Company's Director as well as to propose any meeting agenda through the Company's website from November 15, 2022 to January 31, 2023. However, there was neither proposal of director nominee nor meeting agenda submitted to the Company.

The Board of Directors was informed by Mrs. Pilai Peampongsarn, the retired independent director said she did not wish to extend her term due to health problems.

The Board of the Directors has considered and agreed that the directors who are retired by rotation this year, have met with the qualification as specified in the Public Company Act B.E. 2535 and have knowledge, capability, experience in business relating to the Company's operation, therefore, would like to propose two directors who retired by rotation to serve as directors for another term as follows :

- | | |
|---------------------------------|---|
| 1. Mrs. Supaporn Burapakusolsri | Independent Director, member of Audit Committee, member of Investment Committee and member of Good Corporate Governance Committee |
|---------------------------------|---|



2. Mr. Jiraphant Asvatanakul President & CEO and member of Investment Committee

The Board of Directors has recruited a director to be an independent director to replace Mrs. Pilai Piamphongsarn by considered that Associate Professor Dr. Sombat Thiratrakoolchai is a qualified person with no characteristics must not be prohibited by regulations or laws related to holding the position of independent director. In addition, he has expertise and experienced in different businesses this will help encourage the board to consist of people with diverse knowledge build different perspective, create efficiency in performing duties of the Board of Directors as well but with duties and other necessities made Associate Professor Dr. Sombat Thiratrakoolchai will be ready to serve as a director of the Company from 1 July 2023 onwards. The Board of Directors has considered and viewed that the delay in taking position should not affect the Company's operations. However, while Associate Professor Dr. Sombat Thiratrakoolchai has not yet entered served as a director on the Board of Directors of the Company there will be 8 directors left, since the number of executive directors is more than one-third of the total number of directors. According to clause 8 of the Office of Insurance Commission's announcement on good corporate governance of non-life insurance companies, B.E. 2562, the company has not ignored the said requirement but this disruption was short term and after Associate Professor Dr. Sombat Thiratrakoolchai started as a director of the company in July. The structure of the Board of Directors of the Company will be in accordance with the announcement of the Office of Insurance Commission on good corporate governance of non-life insurance companies B.E. 2562 as before, therefore resolved to propose to the Annual General Meeting of Shareholders to consider and approve the appointment Associate Professor Dr. Sombat Thiratrakoolchai as an independent director of the Company in place of Mrs. Pilai Piamphongsarn, beginning the term on July 1, 2023.

There are two directors who are independent directors as the Definition of Company's Independent Director (**enclosure 7**), which qualifications **are same as** minimum requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand and can provide an independent opinion in accordance with the guidelines of the relevant laws. The profile of nominated directors is as per **enclosure 3 and 4**.

Mrs. Supaporn Burapakusolsri was nominated for re-election as an Independent Director for another term, even though she had been in this position 6 years 5 months if re-elected for another term will be 9 years 5 months. The Board agreed that her qualification, knowledge, and experience were important to develop and make business operation achieve the goal including her performance as Independent Director who could freely express opinions as related regulations.

Opinion of the Board: The Board of the Directors has undergone a process of consideration and scrutiny, they agreed with the proposal of the Nomination and Remuneration Committee. approved to propose to the Shareholders' Meeting for consideration the approval to re-appoint the two directors who retired by rotation to serve as directors for another term and propose Associate Professor Dr. Sombat Thiratrakoolchai to be appointed as an independent director instead of Mrs. Pilai Piamphongsarn, beginning the term on July 1, 2023.

Vote required: Majority votes of shareholders presented at the meeting and were eligible to vote.

Agenda 6 To consider and approve Director's remuneration.

Rationale: The Company has policy to compensate directors at the closely level of industry and sufficiently to retain directors of required qualifications. The Nomination and Remuneration Committee considered and deemed to set up the directors remuneration as proposed rate by payment Bht.5,000,000.- for the committee pension Bht.4,000,000.- and audit committee pension Bht.1,000,000.- In addition, meeting fee approval of committee and sub-committee who attends the meeting as follows:



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Details of Compensation	2023	2022	2021
1. Director's Bonus (Baht /Board)	4,000,000	4,000,000	4,000,000
Number of Directors (Person)	9	9	8
2. The Audit Committee's Bonus (Baht /Board)	1,000,000	1,000,000	1,000,000
Number of Directors (Person)	3	4	3
Details of Compensation	2023	2022	2021
3. The Nomination and Remuneration Committee	-	-	-
Number of Directors (Person)	3	3	3
4. The Investment Committee (Baht /Board)	-	-	-
Number of Directors (Person)	3	3	3
5. The Good Corporate Governance Committee	-	-	-
Number of Directors (Person)	3	3	3
Meeting for attendant (Baht / Meeting / Person)			
1. The Board of Director			
- Chairman	30,000	30,000	30,000
- Director	20,000	20,000	20,000
2.The Audit Committee			
- Chairman	30,000	30,000	20,000
- Committee	20,000	20,000	20,000
3. The Nomination and Remuneration Committee			
- Chairman	20,000	20,000	20,000
- Committee	20,000	20,000	20,000
4. The Investment Committee			
- Chairman	20,000	20,000	20,000
- Committee	20,000	20,000	20,000
5. The Good Corporate Governance Committee			
- Chairman	20,000	20,000	20,000
- Committee	20,000	20,000	20,000

*No other compensation

Opinion of the Board: The Board has considered and agreed to propose the general shareholders meeting for approval.

Vote required: Not less than two-third (2/3) of shareholders presented at the meeting and were eligible to vote.

Agenda 7 To consider approval the external auditor appointment and setting audit fee.

Rationale: The Audit Committee considered performance of the auditors in 2022 and agreed that the EY Office auditors had effective result to give useful suggestions to the company and had an extensive experience in auditing many insurance companies and has large international networks that make company adopt international audit standard. Furthermore, such 3 proposed auditors as well as EY Office Limited have no relationship or entry into any transactions which may create the conflict of interest to the company. In 2023, the audit fee is Bht. 2,720,000 decreasing from last year. The Audit Committee agreed to propose to the General Shareholders Meeting for appointment and services fee consideration with audit fee and auditors profile details as follows:



Unit: Baht

	2023	2022	Change	%
1. Fee for the annual financial statements ending 31 December	1,240,000	1,370,000	-130,000	-9.5
2. Fee for review of interim financial statements (3 quarters)	920,000	1,020,000	-100,000	-9.8
3. Fee for review the Risk-Based Capital (RBC) report for (Quarter 2)	180,000	180,000	-	-
4. Fee for review the Risk-Based Capital (RBC) report for (Quarter 4)	380,000	380,000	-	-
Total	2,720,000	2,950,000	-230,000	-7.8

Name	CPA Registration No.	No. of year in audit service to the company
Ms. Narissara Chaisuwan	4812	2
Ms. Ratchada Yongsawaswanich	4951	Nil
Ms. Wanwilai Phetsang	5315	Nil

The auditors' profiles are provided details regarding their work experience and independence as per **enclosure 5**.

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 in seven 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 five consecutive fiscal years.

Remark: Auditors from EY Office Limited are the company auditors and its subsidiaries.

Opinion of the Board: Agreed to propose to the General Shareholders Meeting for appointing consideration auditors from EY Office Limited, anyone from the list proposed to be the company's auditor with audit fee Baht 2,720,000 decreasing from last year in the amount of 230,000 baht as the Audit Committee approval.

Vote required: Majority votes of shareholders presented at the meeting and were eligible to vote.

Agenda 8 To consider and approve the amendment to the Company's Articles of Association.

Rationale: According to the company has amended the Company's Articles of Association by adding requirements on the supervision mechanism for subsidiaries and associated companies operating the holding company's main business to support the shareholding and management restructuring plan in which the Holding Company will be the Company shareholder. The Board of Directors has considered that for clarity and consistency with principles under the Civil and Commercial Code, Public Company Limited Act B.E. 2535 (and any amendments), Securities and Exchange Law and relevant laws, as well as relevant announcements, regulations, and rules of the Securities and Exchange Commission, the Capital Market Supervisory Board Securities and Exchange Commission and the Stock Exchange of Thailand even more, therefore, it was deemed appropriate to propose to the Annual General Meeting of Shareholders to approve the amendment to Article 12 21 22 26 27 29 33 of the Company's Articles of Association and the Articles of Association in Chapter 5/1 regarding management to comply with the supervision policy and corporate governance mechanism in which the parent company invests in, by canceling the old statement and using the new statement as detailed in the draft Articles of Association of the Company that appears



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in the document **enclosure 6** instead and assign the authorized person to have power to register the amendments to the Articles of Association of the Company and/or amend and add text to comply with the order of the public company registrar as appropriate without affecting the essence of the amendment to the Articles of Association of the Company in order to complete the registration of Company's Articles of Association amendments.

Opinion of the Board: Agreed to propose to the General Shareholders Meeting for approval of the amendment to the Company's Articles of Association details on draft of the Company's Articles of Association (only amendments) are provided **enclosure 6**.

Vote required: Not less than three-fourths (3/4) of the total number of shareholders votes present at the meeting and entitled to vote.

Agenda 9 other business (if any)

The company has determined shareholders list who are entitled to attend the Annual General Shareholder's Meeting No.30/2023 on March 16, 2023 and enclosed documents as per the appendices and has prepared the 2022 Annual Report and Financial Report in form of QR code. However, shareholders who wish to get printing notice and report, please contact the Investment Relations, telephone number 02-6950800 Ext. 5938, Fax 02-6950808 or Email: nantawan_aru@thaivivat.co.th

All shareholders are invited to attend meeting on date, time and place specified above. If you wish to appoint another person to attend and vote on your behalf, please complete, and sign the Proxy Form and submit it to the Board secretary before meeting.

Yours faithfully,



(Mr. Jiraphant Asvatanakul)
Chief Executive Officer and President



– Translation –

**Minutes of the Annual General Meeting of Shareholders 29/2022
of Thaivivat Insurance Public Company Limited**

Date April 28, 2022 at 2.05 pm

Venue Electronic meeting platform via DAP e- Shareholder Meeting & Webex; broadcasting from the Company Conference Room, 11th Floor, Thaivivat Insurance Building, 71 Din Deang Road, Samsen Nai subdistrict, Phaya-Thai District Bangkok, 10400.

Shareholders who attend the meeting.

**5 online-attended shareholders, holding an aggregate number of 169,600 shares
28 proxies, holding an aggregate number of 237,791,436 shares which accounted for
Total of 33 shareholders attending, 237,961,036 shares or 78.53%**

Meeting attendance Secretary of the meeting informed the meeting that the Company held the Annual General Meeting of Shareholders by electronic meeting platform (E-AGM) by using DAP e-Shareholder Meeting operated by Digital Access Platform Co., Ltd., a subsidiary of SET Group and was a service provider for e-services.

Directors and Management Committee Members, who attended this meeting as follows

Directors There were 7 Directors or 87.50% attended the meeting as follows:

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|---------------------------------|--|
| 1) Mr. Phisit Setthawong | Independent Director, Chairman of the Nomination and Remuneration Committee |
| 2) Mrs. Pranee Phasipol | Independent Director, Chairman of the Audit Committee, Chairman of the Investment Committee, Chairman of the Good Corporate Governance Committee and has been assigned as a proxy for shareholders |
| 3) Mrs. Supaporn Burapakusolsri | Independent Director, the Audit Committee, Good Corporate Governance Committee, the Investment Committee and has been assigned as a proxy for shareholders |
| 4) Mr. Jiraphant Asvatanakul | Director, CEO & President and the Investment Committee |
| 5) Mr. Thawan Viranont | Director and the Good Corporate Governance Committee |



- | | |
|----------------------------------|---|
| 6) Mrs. Sutepee Asvatanakul | Director, CFO and the Nomination and Remuneration Committee |
| 7) Mrs. Sunee Theravithayangkura | Director and Company Secretary |

Directors who could not attend the meeting

- | | |
|-----------------------------|--|
| 1) Mrs. Pilai Piamphongsarn | Independent Director, the Audit Committee and the Nomination and Remuneration Committee
Due to health problem |
|-----------------------------|--|

Executive There were 4 executives who attended the meeting via electronic as follows:

- | | |
|------------------------------|-----------------------------------|
| 1) Mr. Praphid Dhiraprayudti | Senior Executive Vice President |
| 2) Ms. Janejira Asvatanakul | Senior Executive Vice President |
| 3) Mr. Thepphan Asvatanakul | Senior Executive Vice President |
| 4) Mr. Sucheep Lakhong | Accounting Manager and Accountant |

Auditor from the EY Office Limited There were 2 auditors who attended the meeting as follows:

- | | |
|-------------------------------|---------------|
| 1) Ms. Somjai Khunnaprasut | Partner |
| 2) Ms. Kittiya Waruttamonunta | Audit Manager |

Financial Advisor for the Shareholding and Management Restructuring Plan from KTBST Securities Public Company Limited There were 5 Financial Advisors who attended the meeting as follows:

- | | |
|----------------------------------|------------------------------------|
| 1) Mr. Ratachai Teratanavat | Co-Chief Executive Officer |
| 2) Ms. Pinmanee Makmontana | Senior Managing Director |
| 3) Mr. Tharkool Hengsakul | Assistant Senior Managing Director |
| 4) Ms. Benjaporn Narasoontronkul | Vice President |
| 5) Mr. Chakrit Sakchalathorn | Assistant Manager |

Legal Advisor from Thanathip & Partners Legal Counsellors Limited There were 5 Legal Advisors who attended the meeting as follows:

- | | |
|----------------------------------|----------------|
| 1) Mr. Thanathip Pichedvanichok | Senior Partner |
| 2) Ms. Kornjan Tangkrisanakajorn | Partner |
| 3) Ms. Pobploy Wattanakrai | Associate |
| 4) Mr. Phumrapee Kangsatree | Associate |

Independent Financial Advisor for the Shareholding and Management Restructuring Plan from Jay Capital Advisory Limited There were 2 Independent Financial Advisors who attended the meeting as follows:

- | | |
|---------------------------------|-------------------|
| 1) Ms. Jirayong Anuman-Rajadhon | Managing Director |
| 2) Mr. Chalit Udonpornwattana | Vice President |



Witness to vote counting Ms. Pobploy Wattanakrai from Thanathip & Partners Legal Counsellors Limited.

The Meeting started at 2.05 p.m.

Mr. Phisit Setthawong, Chairman, acted as the Chairperson declared the Meeting open and welcomed the shareholders who attended the Meeting and appointed Mr. Jiraphant Asvatanakul acted as the Meeting moderator to consider each agenda onwards and appointed Miss Nantawan Arunpiriyakul acted as the Secretary of the meeting to inform the meeting about attending numbers and introduce the Directors, Management Committee Members and the advisors who attended the meeting.

Secretary of the meeting informed the meeting that there were 5 shareholders attending in person, and 28 proxies with the total 33 persons, holding 237,961,036 shares or 78.53 % of the total units issued and fully paid shares (303,000,000 shares) which constitutes a quorum pursuant to the company's Articles of Association (Article 29) that has at least 25 participants and number of shares is not less than one-third of total number of shares.

Secretary of the meeting introduced Directors and Management Committee Members, Executive, Auditor, Financial Advisor and Independent Financial Advisor, who attended this meeting.

Before entering the meeting agenda, the secretary of the Meeting invited shareholders to watch video presentation about user manual of Electronics Meeting System (E-AGM) and explained about voting procedures, vote casting, vote counting, announcing vote result, and asking questions in the Electronic Annual General Meeting of Shareholders (E-AGM). Details were as follows:

Vote Casting (E-Voting):

- The vote count will be counted as 1 share equals 1 vote.
- In voting for each agenda, shareholders or proxies can only vote for approval, disapproval or abstention.
- If shareholders have set their votes in the proxy form in advance, the company votes as specified in the proxy form.

Vote Counting Method:

- The company will count the shareholder votes in the meeting who cast their votes of approval, disapproval, abstention and the votes that the proxy grantor cast votes in the proxy form which was recorded in advance during the meeting registration process.



- If the shareholder does not press any button to vote, the system is considered as approval.
- The system is shut down for each agenda, voting cannot be changed.

Vote Counting in each agenda :

- In case the resolution shall be passed by majority votes of the shareholders attending the Meeting and casting their votes, abstention would not be counted and
- In case the resolution shall be passed by number of votes not less than two-thirds and three-fourths of the total votes of the shareholders attending the Meeting, abstention would be counted.

Vote Result:

- After vote counting for each agenda item is completed, the Company will announce the voting results as approval, disapproval, or abstention as a percentage of total votes.
- In case that the vote counting takes longer time than usual, the Company may proceed to the next agenda item and when the voting result is ready, the Meeting will be informed immediately.
- The system takes the latest shares number from the latest attendees who join the meeting in each agenda. Number of shareholders or proxies and the number of votes in each agenda may not be the same due to additional shareholders registered and/or some signed out from the meeting system during the meeting.

Questions and Comments:

- Before casting the vote in each agenda, shareholders may have an opportunity to make inquiries or comments on the issues related to such agenda as appropriate.
- Shareholders or proxies who wish to make inquiries or comments
 - select “Send Questions” button
 - select agenda
 - type in the question in the box
 - select “Submit Questions” button.
- If any question is not related to such agenda, the Company will answer the question after voting for every agenda.

The secretary of the Meeting informed the Meeting that there was no shareholder to propose the agenda for the 2021 Annual General Shareholder's Meeting and nominate a name of qualified candidate as the Company's director in advance during November 19, 2021 to January 31, 2022.

For transparency of vote counting process, the Company invited Ms. Pobpoy Wattanakrai, Thanathip & Partners Legal Counsellors Limited., to be inspector in the vote counting of the Meeting, then proceeded according to the agendas as follows:



Agenda 1: To consider and approve the Minutes of the Annual General Shareholders' Meeting No. 28/2021

The secretary of the meeting Invited Mr. Jiraphant Asvatanakul, CEO and President to report to the meeting.

Mr. Jiraphant proposed the meeting to consider and approve the minutes of the 28/2021 Annual General Meeting of Shareholders, and gives the opportunity to shareholders to ask questions.

There is no query; The secretary of the meeting informed the meeting that the vote required of this agenda is majority of shareholders presented at the meeting and are eligible to vote.

The secretary of the Meeting concludes the resolution.

RESOLUTION: The meeting unanimously certifies the minutes of the 28/2021 Annual General Meeting of Shareholders held on April 28, 2021 with the following numbers of votes:

Approved ... 239,935,737 votes equal to 100% of all votes of shareholders who attend the meeting

Disapproved-.....votes

Abstained80,000..... votes not count as voting base

Agenda 2: To consider the Board of Directors annual report of the company's performance for 2021

The secretary of the meeting Invited Mr. Jiraphant Asvatanakul, CEO and President to report to the meeting.

Mr. Jiraphant informed the meeting that the high-lighted results of 2021 as compared to 2020, the details were summarized as follows:

(Unit : Million Baht)

	Consolidated financial statements		Change %
	2021	2020	
Underwriting Income	5,544.72	4,680.68	18.46
Underwriting Expenses	(4,376.91)	(3,996.59)	9.52
Profit from Underwriting before Operating expenses	1,167.81	684.09	70.71
Operating expenses	(786.68)	(597.77)	31.60
Profit (Loss) from Underwriting	381.13	86.31	86.32
Investment Income	196.33	4.94	3,874.29
Other Income	13.10	8.02	63.34
Other Expense	(0.79)	(3.26)	(75.77)
Profit from Operation	589.77	96.02	514.22

Income Tax Revenue	(117.77)	(18.35)	541.80
Net Profit	472.00	77.67	507.70

In 2021, compared to 2020, the Company had insurance income of 5,544.7 million baht increasing 864.0 million baht or 18.5%. At the same time, income from investment was 196.3 million baht, an increase of 191.4 million baht due to the improvement of market conditions that made better investment profits. The company had insurance expenses and operating expenses 5,163.6 million baht increasing 569.2 million baht or 12.4% which increased at a lower rate than revenue growth resulting the company had a net profit 472.0 million baht increasing 394.3 million baht from the previous year.

Insurance income and underwriting expenses

The Company's insurance income was 5,544.7 million baht increasing 864.0 million baht compared to the year 2020 or 18.5% due to the expansion of motor insurance and miscellaneous insurance groups with the continuous product development by bringing new innovations used in product design to facilitate and meet the insured needs together with ongoing promotional activities

For underwriting expenses and operating expenses 5,163.6 million baht increased 569.2 million baht or 12.4%. In normal conditions, most of the claims were car insurance policies. When the COVID-19 situation in 2021 continued to be severe, causing a slowdown in economic activities, along with policies from the government that encouraged people to refrain from traveling and work from home (WFH) resulting the loss ratio in automobile sector 56.3 percent, down 59.5% from last year. The company also focused on applying Big Data and innovation to improve the management efficiency and accuracy of the risk screening system.

Investment income

The Company had investment income which was considered as another main source of income other than income from insurance. The investment proportion was in accordance with the investment announcement in other businesses of the Insurance Commission (OIC). The investment assets as at the end of 2021 were shown in the statement of financial position recorded at market price totaled 5,227.9 million baht increasing 593.7 million baht from the previous year.

In 2021, the Company had investment income 196.3 million baht increasing 191.4 million baht from the same period last year due to the main increase in dividend and interest income of 17.3 million baht and profit from selling investments 122.8 million baht due to better market conditions resulting the company's decision to sell some investment assets to make a profit and gains from fair value adjustments increased by 51.2 million baht.

The secretary of the Meeting informed the meeting to acknowledge operation result in 2020, this agenda was for acknowledgement, therefore no voting was required, and gave the opportunity to shareholders to ask questions.



There were shareholders asked the following questions:

Mr. Suthirat Achida How does management see the revenue growth trend in 2022?

Mr. Jiraphant Asvatanakul In 2022, the global economy is expected to improve. The company's income is expected to grow following the market and overall economic conditions. The company sets out a goal to become an insurance company with a total premium of 10 billion baht within three years and to achieve a total premium of seven billion baht by the end of 2022 by adopting artificial intelligence (AI) and technology for its operations to facilitate the insured and reduce operating costs.

Mr. Suthirat Achida How does the number of claims in the first four months of 2022 increase compared to the previous year and prior to the COVID-19 outbreak? What is the company's plan to control its costs?

Mr. Jiraphant Asvatanakul The Covid-19 outbreak made most people become more cautious. The government had been determined to prevent accidents during the past Songkran festival; as a result, the number of casualties significantly decreased. Therefore, in 2022 and the following years, we expect the casualty rate to improve compared to the period of the Covid-19 pandemic.

Mr. Suthirat Achida What is the outlook for investment portfolios amidst rising interest rates and global economic uncertainty? What does the company plan to do to maintain returns and protect portfolios?

Mr. Jiraphant Asvatanakul Amidst rising interest rates, all forecasting agencies expect interest rates to continue to rise. The non-life and life insurance industries have also been affected by the hikes as the industries are mainly involved with deposits. It is positive news for the business. Apart from that, economic growth as expected by all forecasting agencies is likely to be positive for the company's investments. Since the company is under the supervision of the Office of Insurance Commission (OIC), the company adheres to conservative investment policies and believes that it will be able to manage investment risks well. The OIC's supervision of investments is not only good for the company, but also for the industry.

Mr. Suthirat Achida How is the current progress on InsureTech and AI developments of MARS Subsidiaries?

Mr. Jiraphant Asvatanakul The company continues to perform well. In 2021, the company began developing the systems and in 2022, the company launched the motor inspection system, a pre-insurance car inspection system that reduces touching for insurers, especially car insurers. The system is able to perform car inspections at any time, using an AI system that applies an image matching system. The system is currently being used and is in the process of collecting customer feedback.



Mr. Chanakarn Laothammanont What is the company's appropriate combined ratio?

Mr. Jiraphant Asvatanakul In terms of the combined ratio for the car insurance industry, I think that the combined ratio may have a margin of approximately 1-2 percent or maybe lower than one percent in certain periods resulting to the relatively large size of insurance premiums. Therefore, it is still a good income. Personally, I am confident that consumers are sophisticated and smart when it comes to choose products. Therefore, it is necessary to reduce the insurance premium rate in order to satisfy consumers. At the same time, operating costs must be controlled to cut unnecessary expenses that the company tries to do all the time.

Mr. Chanakarn Laothammanont What is the proportion of on-off insurance in the next 1-3 years?

Mr. Jiraphant Asvatanakul On-off insurance is the company's core business as the company is the first company to offer the auto insurance service to meet consumer demand for technology and innovation. Today, consumers are beginning to pay more attention to those aspects. The Covid-19 pandemic over the past two years made consumers pay more attention to their spending, the on-off insurance is a product that meets consumer needs.

Mr. Chanakarn Laothammanont What percentage of the car insurance portfolio is the on and off insurance accounted for?

Mr. Jiraphant Asvatanakul Currently, the growth rate of on-off insurance is quite good and has been doubling every year and almost every quarter. During the Songkran festival, the use of cars increased resulting the number of insurance policies grew because of its unique feature of charging premium only when the car is used. This is the company's flagship feature.

Mr. Chanakarn Laothammanont How much lower is the combined ratio of on-off insurance than normal insurance?

Mr. Jiraphant Asvatanakul The combined ratio of on-off motor insurance may not be lower than normal car insurance due to the three elements including compensation, commission, and operating costs. If you look at the overall picture, they are not much different. When we look at the cost of each type of insurance, the on-off insurance has a rather low loss ratio since its customers know how to manage risks as their prudent shopping behavior that makes the loss ratio is relatively good. The combined ratios are not much different because the company needs to communicate to consumers that the product is available in the market which leads to the company's operating cost. However, this would be a short-term issue. If consumers are aware of and understand the product, consumers buy more on-off insurance.

Mr. Chanakarn Laothammanont What is the company's target yield of the investment portfolio?

Mr. Jiraphant Asvatanakul The company has set the target return on investment at approximately 2-3 percent depending on the situation.



Mr. Chanakarn Laothammanont Facing rising interest rates in the next 1-3 years, what kind of investment will the company focus on, such as equity or fixed income such as REIT or bond (short-term or long-term)?

Mr. Jiraphant Asvatanakul Rising interest rates positively affect the insurance industry whose core business involves savings. As the investment proportion is clearly specified in the OIC regulations for investment in other businesses, the investment policies of insurance companies do not differ from one another. Insurance companies have issues regarding outstanding claims reserve, claims reserve, and insurance premium reserve. Particularly, as the non-life insurance business offers short-term or one-year insurance policies, the investment proportion must focus on matching the liquidity needed. The company focuses on investing in the deposit market following the investment regulations for the insurance industry.

There was no more query. The secretary of the Meeting concludes the resolution.

RESOLUTION: The meeting acknowledged the report.

Agenda 3: To consider and approve the company's 2021 Financial Statement

The secretary of the meeting invited Mr. Jiraphant Asvatanakul, CEO and President to report to the meeting.

Mr. Jiraphant proposed the meeting to approve the Financial Statement as at December 31, 2021. The financial statements were disclosed in the Annual Report 2021 submitted to all shareholders together with the invitation letter in QR Code Format.

Mr. Jiraphant informed the meeting about the Company's financial statements at 31 December, 2021 as follows:

(Unit : Million Baht)

Financial position	Consolidate Financial Statement		Change %
	2021	2020	
Cash and cash equivalents	745.84	332.68	124.19
Premium receivables	947.14	754.29	25.57
Reinsurance assets and Reinsurance from receivables contracts	432.90	606.26	(28.59)
Investments in securities	5,140.75	4,567.05	12.56
Property, buildings and equipment	326.55	332.45	(1.77)
Other	1,251.87	1,252.57	(0.06)
Total assets	8,845.05	7,845.30	12.74
Due to reinsurers	5,461.60	5,023.16	8.73
Loss reserves and outstanding claims	355.75	459.78	(22.63)
Premium reserve	1,226.85	1,016.60	20.68

Financial position	Consolidate Financial Statement		Change %
	2021	2020	
Other	7,044.20	6,499.54	8.38
Total liabilities	1,800.85	1,345.76	33.82

The Company's total assets at the end of 2021 amounted to 8,845.0 million baht increasing 999.8 million baht or 12.7% from the year 2020. The major changes in assets were cash and cash equivalents of 745.8 million baht increasing 413.1 million baht. The accrued insurance premiums 947.1 million baht increasing 192.8 million baht from general insurance policies that were not due for payment. and investment assets amounted to 5,140.7 million baht increasing 573.7 million baht from the increased debt financial assets 515.1 million baht.

The Company had total liabilities at the end of 2021 amounted to 7,044.2 million baht increasing 544.7 million baht or 8.4% from the previous year. The major changes in liabilities were insurance contract liabilities 5,461.5 million baht increasing 438.4 million baht as a result from claims reserves and accrued claims 2,123.2 million baht increasing 150.7 million baht and premium reserves 3,338.3 million baht increasing 287.7 million baht, mainly due to the expansion of motor insurance groups.

The Company's shareholders' equity at the end of 2021 amounted to 1,800.8 million baht increasing 455.1 million baht or 33.8% from the previous year with the major change in shareholders' equity which was an increase of retained earnings 435.6 million baht due to an increase in operating profit 483.8 million baht, dividend payment 60.6 million baht during the year and a change in the value of equity and debt securities increases 36.2 million baht due to better market conditions.

The Company had a capital ratio to capital that is required by law higher than the standard specified by the Office of Insurance Commission (OIC) and was used as an important measure to oversee the organization's business in order to operate business stably and efficiently. The Company had Capital Adequacy Ratio of 332.40% as of 31 December 2021 which was more than 120% stipulated by law or 2.77 times.

Mr. Jiraphant informed the meeting that in the area of anti-corruption, the company submitted the renewal membership of the Private Sector Collective Action Coalition against Corruption (CAC) in March 2022.

Mr. Jiraphant proposed the meeting to consider and approve the Company's Balance Sheet, Profit and Loss Statement, and gave the opportunity to shareholders to ask questions.

There was no query; The secretary of the meeting informed the meeting that the vote required of this agenda was majority of shareholders presented at the meeting and were eligible to vote.



RESOLUTION: The meeting unanimously approved the company's balance sheet, profit and loss statement for the year ended December 31, 2021 as following numbers of votes:

Approve ... 240,015,737 votes	equal to 100% of all votes of shareholders who attend the meeting
Disapprove-.....votes	
Abstain-..... votes	not count as voting base

Agenda 4: To consider and approve the appropriation of the Company's annual net profit and dividend

The secretary of the meeting invited Mr. Jiraphant Asvatanakul, CEO and President to report to the meeting.

Mr. Jiraphant informed the meeting, according to the Article of Association No.34, the company must allocate the Annual net profits not less than 5%, minus the cumulative losses (if any) until this reserve was not less than 10 percent of the company registered capital. The company had already allocated a reserve 30.3 million Baht.

The company had also a dividend payment policy to shareholders not less than 40% of net profit after tax. The comparison of dividend payments for the last 3 years are as follows:

Dividend Payment	AGM 29/2022	AGM 28/2021	AGM 27/2020
Net Profit (Baht)	484,631,685	78,439,615	116,088,489
Earnings Per Share (Baht)	1.60	0.20	0.38
Number of Share (share)	303,000,000	303,000,000	303,000,000
Dividend Payment Per Share (Baht)	0.70	0.20	0.20
Total Dividend Payment (Baht)	212,100,000	60,600,000	60,600,000
Dividend Payout Ratio	43.77%	77.26%	52.20%

Opinion of the Board: The Board resolved to propose that the company reserve was equal to the amount specified in the Article of Association, therefore, no need to allocate net profit as a reserve. The company had a net profit about 484.63 million Baht, proposes to approve the dividend payment 2021 at the rate of Baht 0.70 (seventy satang) per share, total amount 212,100,000 Baht or 43.77% of net profit. The company set the record date on May 9, 2022 for determining the shareholders right to receive dividend. The payment is on May 25, 2022.

Mr. Jiraphant proposed the meeting to consider and approve allocation of net profit for dividend payment 2021, and gave the opportunity to shareholders to ask questions.

There was no query; The secretary of the meeting informed the meeting that the vote required of this agenda was majority of shareholders presented at the meeting and were eligible to vote.



The secretary of the Meeting concluded the resolution.

RESOLUTION: The meeting unanimously approved no reserve allocation and dividend payment 0.70 (seventy satang) per share as following numbers of votes:

Approve ... 240,015,737 votes	equal to 100% of all votes of shareholders who attend the meeting
Disapprove-.....votes	
Abstain-..... votes	not count as voting base

Agenda 5: To consider and approve the election of the Directors replacing the Directors whose term expired

The secretary of the meeting invited Mr. Jiraphant Asvatanakul, CEO and President to report to the meeting.

Mr. Jiraphant informed the meeting that in every Annual General Meeting, one-third of the total number of the Directors shall vacate their office. In 2022, three directors were due to retire by rotation at the Annual General Shareholders Meeting as follows;

1. Mr. Phisit Setthawong Director and Independent Director
2. Mrs. Sutepee Asvatanakul Director
3. Mrs. Sunee Theravithayangkura Director

The Company had invited all shareholders to nominate any qualified person to be elected as Company's Director as well as to propose any meeting agenda through the Company's website from November 19, 2021 to January 31, 2022. However, there was neither proposal of director nominee nor meeting agenda submitted to the Company.

The Board of the Directors had considered and agreed that the directors who were retired by rotation in this year have met with the qualification as specified in the Public Company Act B.E. 2535 and have knowledge, capability, experience in business relating to the Company's operation, therefore, would like to propose three directors who retired by rotation to serve as directors for another term as follows;

1. Mr. Phisit Setthawong Director and Independent Director
2. Mrs. Sutepee Asvatanakul Director
3. Mrs. Sunee Theravithayangkura Director

There was an independent director. The Definition of Company's Independent Director (**enclosure 6**), which qualifications **are same as** minimum requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand and can provide an independent opinion in accordance with the guidelines of the relevant laws. The profile of nominated directors is as per **enclosure 3**.



Mr. Phisit Setthawong was nominated for re-election as an Independent Director for another term, despite having held the position for 17 years. If he is elected this time, it has a total term of 20 years because Mr. Phisit Sethawong has a wide range of knowledge, abilities and experiences that is an important role in helping develop and make the company's business operations to achieve the goal. In addition, he performs his duties as independent director who can express opinions independently and in accordance with the relevant rules.

Mrs. Sutepee Asvatanakul, the nominated director holds 4,725,384 shares and Mrs. Sunee Theravithayangkura, the nominated director holds 18,000 shares and abstain to vote for transparency in this agenda.

Mr. Jiraphant proposed the meeting to consider and elect the Directors to replace those retiring by rotation, and gave the opportunity to shareholders to ask questions.

There was no query; The secretary of the meeting informed the meeting that the vote required of this agenda was majority of shareholders presented at the meeting and were eligible to vote and the meeting resolution was voted individually for this agenda.

The secretary of the Meeting concluded the resolution.

RESOLUTION: The meeting unanimously approved to re-elect 3 Directors who had retired by the rotation rule as the following numbers of votes:

Mr. Phisit Setthawong

Approve ... 240,009,437	votes	equal to 99.99992% of all votes of shareholders who attended the meeting
Disapprove	200..... votes	equal to 0.00008% of all votes of shareholders who attended the meeting
Abstain	-..... votes	not count as voting base

Mrs. Sutepee Asvatanakul

Approve	222,749,900.. votes	equal to 94.67% of all votes of shareholders who attended the meeting
Disapprove	12,534,900...votes	equal to 5.43% of all votes of shareholders who attended the meeting
Abstain	4,725,384...votes	not count as voting base

Mrs. Sunee Theravithayangkura

Approve	239,991,637.. votes	equal to 100% of all votes of shareholders who attended the meeting
Disapprove	-.....votes	
Abstain	18,000.....votes	not count as voting base



Agenda 6 To consider and approve the election of new independent directors to replace the former independent directors.

The secretary of the meeting invited Mr. Jiraphant Asvatanakul, CEO and President to report to the meeting.

Mr. Jiraphant informed the meeting that as Mr. Chalaw Fuangaromya, Ex-Independent Director and Chairman of the Company, his term expired and he did not wish to renew the agenda at the Annual General Meeting of Shareholders No. 28/21, convened on April 28, 2021; and the Company has not yet appointed any person to be a director and independent director. The Nomination and Remuneration Committee has considered nominating qualified persons to appoint new directors and independent director to replace the vacant positions and has agreed that Mrs. Poonsub Sakunee is a person with appropriate qualifications and does not have any prohibited characteristics under the regulations or laws related to holding a director and independent director position as well as having knowledge, expertise and experience in different business experience which encourages the committee composed of diverse knowledgeable people to create different perspective and build efficiency in performing duties of the Board of Directors as well. Therefore, to propose to the Board of Directors' meeting for proposing to the Annual General Meeting of Shareholders to consider and approve the appointment of Mrs. Poonsub Sakunee as a director and independent director of the Company in place of Mr. Chalaw Fuangaromya.

The Definition of Company's Independent Director (**enclosure 6**), which qualifications are same as minimum requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand and can provide an independent opinion in accordance with the guidelines of the relevant laws. The profile of nominated directors is as per **enclosure 4**.

The Board of Directors had undergone a process of consideration and scrutiny, they agreed that Mrs. Poonsub Sakunee had qualifications suitable for the Company's business and agreed to propose to the shareholders' meeting for electing Mrs. Poonsub Sakunee to be a director and independent director of the Company

Mr. Jiraphant proposed the meeting to consider and elect Mrs. Poonsub Sakunee to be a director and independent director of the Company, and gave the opportunity to shareholders to ask questions.

There was no query; The secretary of the meeting informed the meeting that the vote required of this agenda was majority of shareholders presented at the meeting and were eligible to vote.

The secretary of the Meeting concluded the resolution.

RESOLUTION: The meeting unanimously elected Mrs. Poonsub Sakunee to be a director and independent director of the Company as following numbers of votes:

Approve ... 240,009,637 votes equal to 100% of all votes of shareholders who attended the meeting

Disapprove-.....votes

Abstain-..... votes not count as voting base

Agenda 7: To consider and approve Director's remuneration

The secretary of the meeting invited Mr. Jiraphant Asvatanakul, CEO and President to report to the meeting.

Mr. Jiraphant reported the meeting that the Company had policy to compensate directors at the closely level of industry and sufficiently retain directors of required qualifications. The committee proposed 5,000,000 Baht to pay for director's remuneration 4,000,000 Baht and audit committee remuneration 1,000,000 Baht (excluding board meeting fee).

The Nomination and Remuneration Committee considered and deemed to set up the director's remuneration as proposed rate and proposed to the Annual General Meeting of Shareholders to approve the remuneration and meeting allowance for attendance as follows:

Details of Compensation	2022	2021	2020
1. Director's Bonus (Baht /Board)	4,000,000	4,000,000	4,000,000
Number of Directors (Person)	9	8	9
2. The Audit Committee's Bonus (Baht /Board)	1,000,000	1,000,000	1,000,000
Number of Directors (Person)	3	4	4
3. The Nomination and Remuneration Committee	-	-	-
Number of Directors (Person)	3	3	3
4. The Investment Committee (Baht /Board)	-	-	-
Number of Directors (Person)	3	3	3
5. The Good Corporate Governance Committee	-	-	-
Number of Directors (Person)	3	3	3
Meeting for attendant (Baht / Meeting / Person)			
1. The Board of Director			
- Chairman	30,000	30,000	30,000
- Director	20,000	20,000	20,000
2.The Audit Committee			
- Chairman	30,000	20,000	20,000
- Committee	20,000	20,000	20,000
3. The Nomination and Remuneration Committee			
- Chairman	20,000	20,000	20,000
- Committee	20,000	20,000	20,000

Details of Compensation	2022	2021	2020
4. The Investment Committee			
- Chairman	20,000	20,000	20,000
- Committee	20,000	20,000	20,000
5. The Good Corporate Governance Committee			
- Chairman	20,000	20,000	20,000
- Committee	20,000	20,000	20,000

*No other compensation

Mr. Jiraphant proposed the meeting to consider and approve the Directors remuneration for the year 2022, and gave the opportunity to shareholders to ask questions.

There was no query; The secretary of the meeting informed the meeting that the vote required of this agenda was no less than two-thirds (2/3) of the total number of votes of the shareholders and proxy holder who attended the meeting and were eligible to vote.

The secretary of the Meeting concluded the resolution.

RESOLUTION: The meeting unanimously approved the directors remuneration 2022 in the amount Baht 5,000,000 per year and meeting allowance for attendance as the following numbers of votes:

Approve ... 226,486,296 votes equal to 100% of all votes of shareholders who attended the meeting

Disapprove-.....votes

Abstain-..... votes

Agenda 8: To consider approve and appoint the external auditor and set auditing fee.

The secretary of the meeting invited Mrs. Pranee Phasipol, Chairman of the audit committee to report to the meeting.

Mrs. Pranee informed the meeting that The EY Office Limited had been appointed, by the resolution of the 28/2021 Annual Ordinary General Meeting of shareholders, as the Company's auditor for the year 2021 which the auditors had completed their duty. The Audit Committee considered electing the auditor for 2022 and would like to reappoint EY Office Limited to be auditor of the company in 2022 for another year. EY Office Limited had assigned

- 1) Miss Narissara Chaisuwan, CPA Registration no. 4812 or
- 2) Ms. Ratchada Yongsawadvanich, CPA Registration no. 4951 or
- 3) Miss. Wanwilai Phetsang CPA Registration no. 5315

To be auditors, who sign for certification of financial statements. All 3 auditors and EY Office Limited have neither relationship nor transaction that may cause the conflict of interest with the Company. In case the said mentioned auditors cannot perform their duties, let other certified auditors to audit account and make opinion to the financial statements instead.

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 seven 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 five consecutive fiscal years.

Remark: Auditors from EY Office Limited were the auditors of the Company and its subsidiaries.

The Audit Committee considered performance and services comparison of many auditors and had an opinion that the EY Office Limited has extensive experience in auditing a number of insurance companies and has large international networks that make company adopt international audit standard. Furthermore, such 3 proposed auditors as well as EY Office Limited have no relationship or entry into any transactions which may create the conflict of interest to the company. The audit fee in 2022 was Baht 2,950,000 same as last year, as per following details:

Unit : Baht

	2022	2021	Change	%
1. Fee for the annual financial statements ending 31 December	1,370,000	1,370,000	-	-
2. Fee for review of interim financial statements (3 quarters)	1,020,000	1,020,000	-	-
3. Fee for review the Risk-Based Capital (RBC) report for (Quarter 2)	180,000	180,000	-	-
4. Fee for review the Risk-Based Capital (RBC) report for (Quarter 4)	380,000	380,000	-	-
Total	2,950,000	2,950,000	-	-

Opinion of the Audit Committee: Based on the audit committee's recommendation, the meeting should appoint the existing auditors as follows:

Name	CPA Registration No.	No. of year in audit service to the company
Ms. Narissara Chaisuwan	4812	1 Years
Ms. Ratchada Yongsawaswanich	4951	Nil
Ms. Wanwilai Phetsang	5315	Nil

The EY Office Company Limited was the company's auditor. The 3 proposed auditors as well as EY Office Ltd. had no relationship or conflict of interest in the company and determined the auditor's fee at 2,950,000 Baht.

The Audit Committee considered the auditors performance last year and deemed that EY Office Company Limited performed quality work with business know-how, remarked useful opinions in the matter of accounting system to the Company, and had no relationship and/or gain and loss between the auditor and the Company/subsidiaries/executives/major shareholders or related parties of such person. Therefore, the auditor was independent of performing work. It was deemed to be appropriate price and he proposed to the Meeting of Shareholders consider approving the appointment of four auditors from EY Office Company Limited with remuneration 2,950,000 Baht.

Mrs. Pranee proposed the meeting to consider and approve the auditor appointing and auditing fee, and gave the opportunity to shareholders to ask questions.

There was no query; The secretary of the meeting informed the meeting that the vote required of this agenda was majority of shareholders presented at the meeting and were eligible to vote.

The secretary of the Meeting concluded the resolution.

RESOLUTION: The Meeting approved with unanimous votes that Ms. Narissara Chaisuwan, CPA Registration no. 4812 or Ms. Ratchada Yongsawadvanich, CPA Registration no. 4951 or Ms. Wanwilai Phetsang CPA Registration no. 5315 of The EY Office Limited be appointed as the Company's auditor for the year 2022, with the audit fee Baht 2,950,000 as the following numbers of votes:

Approve ... 226,486,296 votes	equal to 100.00% of all votes of shareholders who attended the meeting
Disapprove-..... votes	
Abstain-..... votes	not count as voting base

Agenda 9: To consider and approve the company's restructuring plan and other related actions

The secretary of the meeting invited Mr. Jiraphant Asvatanakul, CEO and President to report to the meeting.

Mr. Jiraphant informed the meeting that the Company intended to proceed the Shareholding and Management Restructuring as the Company's shareholding and management restructuring plan according to the Notification of the Capital Market Supervisory Board No. TorJor. 34/2552 Re: Criteria for Offering the Sales of Newly Issued Securities and Making a Tender Offer for the Existing Securities of Listed Company for Shareholding and Management Restructuring (including any amendments thereto) to increase flexibility on business expansion,



enhance business competitiveness and reduce investment restrictions, to clearly segregate scope and risk management of business and to enhance operations efficiency of each business group.

Agenda 9.1 to 9.4 were related and mutually conditional agenda. Therefore, if any of these agenda item was not approved by the shareholders' meeting, other agenda items would be deemed to be cancelled and would not be proposed for consideration

Agenda 9.1: To consider and approve the Company's Shareholding and Management Restructuring Plan.

The secretary of the Meeting invited Ms. Pinmanee Makmontana, Senior Managing Director from KTBST Securities Public Company Limited to present.

Ms. Pinmanee Makmontana informed the meeting that the Shareholding and Management Restructuring Plan and other related undertakings, consisting of the request for approval of the Shareholding and Management Restructuring Plan from the shareholders' meeting of the Company; the delisting of company ordinary shares from the Stock Exchange of Thailand (the "SET"); the making of a tender offer for company ordinary shares; the establishment of a new holding company, and the listing of ordinary shares in the new incorporated holding company as securities on the SET. This approval required an affirmative vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote. The material details of the shareholding and management restructuring plan were summarized below:

Under the Shareholding and Management Restructuring Plan, the Company would arrange for the establishment of a holding company as a public company limited under the name "Thaivivat Holdings Public Company Limited" (the "Holdings Company"), to make a tender offer for the entire securities of the Company, and the Holdings Company would issue and offer the newly-issued ordinary shares to swap with the company ordinary shares at a ratio of one ordinary share of the Company for one ordinary share of the Holdings Company. After the completion of the tender offer, the Holdings Company would submit an application for listing its ordinary shares on the SET in place of the Company's ordinary shares which would be delisted from the SET on the same day as a criteria in the Notification of the Capital Market Supervisory Board No. TorJor. 34/2552 Re: Criteria for Offering the Sales of Newly Issued Securities and Making a Tender Offer for the Existing Securities of Listed Company for Shareholding and Management Restructuring (including any amendments thereto).

The objectives of Company's shareholding and management restructuring to a Holding Company were as follows:

1. To increase flexibility on business expansion, enhance business competitiveness and reduce investment restrictions

The restructuring of the Company's shareholding and management to operate business as a holding company would make a Holdings Company able to invest by holding shares in the insurance-related businesses, to increase its competitiveness and to have flexibility on expansion in other businesses to maximize returns to the shareholders in the long term without affecting

the Company's Capital Adequacy Ratio (CAR). In addition, restructuring as a holding company would open the opportunity to the specialized joint venture or business alliance, either an individual and/or a company, who was interested in investment or had flexibility select to invest in the Holdings Company's business. Additionally, the specialized joint venture or business alliance could help increase competitiveness and reduce investment risks of the Holdings Company to a certain extent.

Moreover, the Company's non-life insurance business operations at present was under the supervision of the Office of Insurance Commission (the "OIC"). According to the Notification of Office of Insurance Commission Re: Investment in Other Business by Non-Life Companies, B.E. 2556 (2013) including any amendments thereto, there were various restrictions, for instance, the Company would not invest in equity instruments of a private company in Thailand in excess of 10 percent of total issued and sold equity instruments of such private company, except for holding of equity instruments in order to engage in other business and equity instruments issued by the Road Accident Victims Protection Company Limited; the Company would not invest in foreign equity instruments issued by juristic person incorporated by foreign laws in excess of 10 percent of total issued and sold equity instruments of each issuer; the Company would not invest in domestic and overseas equity instruments in aggregate of more than 30 percent of its investment assets, unless it would be in accordance with the conditions and criteria specified by the OIC. Moreover, the Company would not invest in some types of assets stipulated by the OIC, for instance, the Company was unable to invest in equity instruments not listed on the SET, or not under minority share distribution as per the SET's regulations, or not listed in a foreign stock exchange in excess of 5 percent of its investment assets resulting the Company's business expansion or investment had been presently restricted. Thus, the restructuring in the form of a holding company could reduce such investment restrictions.

2. To clearly segregate scope and risk management of business

The restructuring as a holding company would allow a Holdings Company able to clearly segregate scope of operations of each business unit and could suitably manage risks, without affecting the operations of the non-life insurance business which was the Company's core business and under supervision of the OIC.

3. To enhance the operations efficiency of each business group

The restructuring of shareholding and management would enhance the operations efficiency of the business groups as follows:

- 3.1 The Holdings Company would be able to manage and utilize available resources and specialization causing economies of scale which would be for the best interest of the business groups. Units would be set up to support other companies within the group, such as provision of information technology services, accounting and finance services, personnel recruitment and development services etc.

- 3.2 To increase clarity in managing business to be able to expand effectively and develop under the management of the expertise personnel, thus each business could grow and penetrate into the target groups that could lead to positive performance of the Holdings Company in the future.
- 3.3 To increase personnel potential and experts in each business line because each business could clearly define scope, duties, and responsibilities of the personnel of its business line, for example, the executives of the Holdings Company would have duty to define the policies and manage the business group as a whole and be responsible for overall operating results of the group. Such structure would also enable the separation of the financial positions and operating results of the respective businesses. Thus, the management could analyze, evaluate and set up strategy for efficiency, clarity, and transparency of the financial position and operating results of each business.

Major proceeding steps for the shareholding and management restructuring were summarized as follows:

1. The Company would arrange to establish the Holdings Company, as a public company limited with the initial registered capital of 10,000 Baht, divided into 10,000 ordinary shares with a par value of 1 Baht per share. The Company's directors, executives and employees would be the initial shareholders and had a combined shareholding of 100 percent. The Holdings Company would proceed to decrease this capital portion when the shareholding and management restructuring had been completed.
2. After the Shareholding and Management Restructuring Plan had been preliminary approved by the SET and the Holdings Company had been granted approval from the Office of SEC to issue and offer the newly issued securities, the Holdings Company would increase its registered capital with the same structure as the existing registered capital of the Company, and would make a tender offer to buy securities from all company shareholders.
3. After the end of the tender offer period, the Holdings Company would submit an application for listing its ordinary shares on the SET in place of the Company's ordinary shares which would be delisted from the SET on the same day.

The implementation of the Shareholding and Management Restructuring Plan as mentioned above required resolutions of the shareholders' meeting in the important agenda related and approved by the relevant agencies were as follows:

1. The shareholding and management restructuring including the listing of ordinary shares of the Holdings Company as listed securities on the SET in place of the Company's ordinary shares required an approval of not less than three-fourths of the total shares number of the shareholders attending the meeting and having the right to vote, in accordance with the criteria stipulated in the Notification TorJor. 34/2552.

2. The delisting of the Company's shares from the SET in accordance with the Shareholding and Management Restructuring Plan required an approval of not less than three-fourths of the total shares number of the shareholders attending the meeting and having the right to vote. However, in case there were amendments to the said regulation with respect to the shareholders' voting condition before the shareholders' meeting was convened, the Company would proceed to request for required votes for an approval from the shareholders' meeting as per specified by the amendments, in accordance with the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Procedures for Voluntary Delisting B.E. 2564 (2021).
3. The Company must obtain a preliminary approval from the SET about the shareholding and management restructuring plan and regarding the securities of the Holdings Company that had submitted this application to be listed on the Stock Exchange of Thailand to be listed securities instead of the Company's securities.
4. The Company must be approved by the SET to delist the Company's shares out of being listed on the Stock Exchange of Thailand after receiving approval from the shareholders' meeting, the Company would proceed to submit delisting shares application and the SET considered and approved the delisting of Company's shares.
5. The Holdings Company must obtain approval from the SEC for the issuance and offering of newly issued shares of the Holdings Company to the Company's shareholders who accepted the tender offer of company's shares.

Details of the Shareholding and Management Restructuring Plan, including the corporate governance and management, and the processes of shareholding and management restructuring were provided as per **enclosure 8**. In this regard, for consideration of shareholders, the Company had provided the Board of Directors opinion presented to Shareholders on the Potential Result from the Shareholding and Management Restructuring Plan of the Company as per **enclosure 9** and Opinion of Independent Financial Advisor regarding Appropriateness of the Shareholding and Management Restructuring Plan and the delisting of company shares as per **enclosure 10**

In addition, the Company had appointed an Independent Financial Advisor to give the opinions on Shareholding and Management Restructuring Plan of the Company. The secretary of the Meeting invited Ms. Jirayong Anuman-Rajadhon, Managing Director from Jay Capital Advisory Limited, Independent Financial Advisor to present

Ms. Jirayong Anuman-Rajadhon informed the meeting that Shareholding and Management Restructuring Plan and other related arrangements of the company consists of (1) Request for approval of the Shareholding and Management Restructuring Plan from the shareholders' meeting of the Company. (2) Request for approval of the delisting of ordinary shares of the Company from the SET. (3) The making of a tender offer for ordinary shares of the Company. And (4) The establishment of a new holding company, and the listing of ordinary shares in the new incorporated holding company as securities in the SET. After entering the transaction, shareholders who accept the tender offer will own shares in the Holding Company, which will be listed on the SET instead of the Company. The Holding Company will be a shareholder of the



Company in proportion to the tender offer's acceptance, and the Holding Company will conduct business by holding shares in other companies. After the restructuring of shareholding and management, the business operations of the Holdings Company can be categorized into two business groups: Insurance-related business as a core business group and other business group.

However, the holding company must hold its core business and other business proportionally to its asset size as following requirements;

1. Core business

- o A holding company must hold its subsidiaries and associates' stakes, which operating the core business, not less than 75% of the holding company's total assets.
- o A holding company must hold its core-business subsidiaries not less than 25% of the holding company's total assets.

2. Other businesses

The total value of non-core business investments must be less than 25% of the holding company's total assets.

The effects to the shareholders from the delisting of securities can be divided into two scenarios as follows:

1. Scenario of the Approval of Delisting Securities of the Company

Advantages to shareholders who accepted the tender offer:

- o Shareholders who accepted the tender offer remains as shareholders of a listed company in the SET
- o Shareholders who accepted the tender offer will have chance to receive greater returns from future operating results after the restructuring of shareholding and management

However, shareholder should consider the risks from unexpected performance in operating results of the Holdings Company.

For shareholders who do not accept the tender offer will receive the advantages of no risks from the operating results of the Holdings Company, yet, has the disadvantages to be considered as follows:

- o Lack of share trading liquidity
- o Limitations in returns from investment
- o Inability to receive tax benefits
- o Less access to news and information of the Company

2. Scenario of the No Approval for the Delisting of Securities of the Company

The Shareholding and Management Restructuring Plan along with other related arrangements will be unable to continue, since the agenda items are dependent and conditional upon each other. Therefore, the Company will maintain the status of a listed company in the SET and continue to operate in the non-life insurance business, so there is no effect to the shareholders. However, the shareholders will miss the opportunity to receive the benefits of the Holdings Company and its business expansion in the future, such as the increased returns that may arise from business expansion, and the enhanced business competitiveness.

In addition, for the effects to the taxation of shareholders of the Company, shareholder will not have tax liabilities from the share swap nor from the capital gains generated from the



trade of securities, since the price of the share swap transaction is equal to the share cost. However, after the delisting of shares of the Company from the SET, individual shareholders of the Company will no longer receive capital gain tax exemption.

In the part of fairness of the swap rate and price in the securities swap, Since the Holdings Company is a newly established company for the purpose of entering into this transaction and has yet to perform any business operations, then the operating results of the Hold Co. after the securities swap can reflect the financial position and operating results of the Company, including all subsidiaries. Therefore, the securities swap rate of one ordinary share of the company for one ordinary share of the Holdings Company is appropriate. Additionally, the shareholders will not bear additional tax liabilities since the securities swap price is equal to the cost of each shareholder.

According to the analysis of the IFA on the reasonableness of the Shareholding and Management Restructuring Plan and the Delisting of Securities, the IFA is of the opinion that entering this Transaction is appropriate based on the following reasons:

1. The share swap ratio of one ordinary share of the Company to one ordinary share of the Holdings Company, and the securities swap price being equal to the cost of each shareholder is appropriate.
2. The restructuring into a Holding Company can reduce investment restrictions in order to manage excess cash, furthermore, allows the Company to appropriately manage risks, including those arising from the scope and proportion of investments in various securities.
3. Despite the Company's securities being delisted from the SET, the Company has other methods of raising capital to support future business operations, such as raising capital through the Holdings Company, so it is expected that the Company can continue business operations into the foreseeable future.
4. Shareholders who accepted the tender offer remains as shareholders of a listed company and have the chance to receive returns from future operating results after the restructuring of shareholding.

However, there are disadvantages and risks from entering into this transaction that shareholders should as follows:

1. Increased costs and costs arising from entering into the Transaction for the Holdings Company.
2. Risks from unexpected performance in operating results of the Holdings Company.
3. In the scenario that shareholders do not accept the tender offer and the Company delists its securities from the SET, shareholders may lack securities trading liquidity, have limitations in returns from investment, have the inability to receive tax benefits, and have less access to news and information of the Company.
4. Risks from unsuccessful transactions in the listing and delisting of securities, and the approval of other contractual counterparties and relevant regulatory bodies.

Considering the advantages, disadvantages, and risks, together with the fairness of the share swap ratio and securities swap price mentioned above, the IFA is of the opinion that shareholders of the Company should approve the Shareholding and Management Restructuring Plan and the Delisting of Securities, and accept the tender offer. Nevertheless, the decision to vote and approve entering into the Transaction is at the discretion of the shareholders.



Mr. Jiraphant proposed the meeting to consider and approve the Company's Shareholding and Management Restructuring Plan, and gave the opportunity to shareholders to ask questions.

There were shareholders asked the following questions:

Mr. Suthirat Achida Why is the number of new businesses limited to 25%, under what limitation? If the new business investment is a very good business with high growth, what would happen if its size exceeded 25%?

Ms. Pinmanee Makmontana The ratio 25% is initially set by the company. According to the criteria of the SEC and SET, holding companies can invest in other companies, that are not the company's core business, by no more than 25 percent of the holding company's total assets. However, if the company expects to invest in a good business with expected growth and good returns, the holding company is able to invest more than 25 percent that such a company will be included in the holding company's core business in the future.

Mr. Suthirat Achida Please give a concrete example of the need for this restructuring and new businesses to be invested by the holding company that cannot be invested under the old structure. How much-added value is the business expected to create?

Mr. Jiraphant Asvatanakul Since the company's non-life insurance business is under the supervision of the Office of Insurance Commission, the company's investments are subject to regulations. For example, the company is unable to invest in equity issued by a limited company by more than 10 percent of the total amount of equity issued by the limited company. On top of that, the company is unable to invest in foreign equity issued by a juristic person established under foreign law by more than 10 percent of the total amount of equity issued by the issuer resulting there are limitations for the company's investments. The corporate restructuring into a holding company will help reduce investment constraints and provide greater flexibility for investing in businesses related to non-life insurance and other businesses without affecting the capital adequacy ratio (CAR) of TVI.

During the next 12 months, the company will not invest in any business; however, the restructuring will prepare the company for future investment opportunities, allowing the company to immediately capture any potential investment opportunity. For each investment consideration, an investment feasibility study will be considered by the Board of Directors. The business that the company expects to invest will definitely create added value for the company. The company will focus on investments in related businesses and businesses that support the company's insurance business as the company's expertise.



Mr. Suthirat Achida How much is the restructuring, including independent financial advisory services, tender offer filing, and other expenses, cost? What is the return rate of new business value added per year compared to the restructuring cost?

Mr. Jiraphant Asvatanakul This restructuring will cost approximately 10 million baht per year that are directors' remuneration, personnel expenses, and other expenses. However, looking at business opportunities after the restructuring, the company is confident that the added value from the holding company's investments and the management of excess cash flow will get good returns and be worth the costs. Nevertheless, the company is unable to estimate the exact return rate since there is no plan to invest in any project or business in the next 12 months. If the restructuring is successful and has been approved by the shareholders and related agencies, the holding company can be listed on the Stock Exchange instead of TVI. If the holding company has a certain investment plan, shareholders will definitely be notified about the investment on the Stock Exchange's website.

There was no more query; the secretary of the meeting informed the meeting that the vote required of this agenda not less than three-fourths (3/4) of the of shareholders presented at the meeting and were eligible to vote.

The secretary of the Meeting concluded the resolution.

RESOLUTION: The Meeting approved the Company's Shareholding and Management Restructuring Plan as the following numbers of votes:

Approve ... 240,014,337 votes	equal to 99.99998% of all votes of shareholders who attended the meeting
Disapprove56..... votes	equal to 0.00002% of all votes of shareholders who attended the meeting
Abstain-..... votes	

Agenda 9.2: To consider and approve the delisting of company shares from the SET to be in line with the Shareholding and Management Restructuring Plan.

The secretary of the meeting invited Mr. Jiraphant Asvatanakul, CEO and President to report to the meeting.

Mr. Jiraphant proposed to the General Shareholders Meeting for approval of delisting the Company's shares from the SET according to the Shareholding and Management Restructuring Plan. After completion of tender offer of entire company securities, the Company proceeds for the delisting the Company's securities from the SET and the Holdings Company will proceed for approval for the listing of the Holdings Company's shares as securities on the SET in place of the



Company's securities according to the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Procedures for Voluntary Delisting B.E. 2564 (2021).

Details of the Shareholding and Management Restructuring Plan as per **enclosure 8** and form of Report on Delisting of Shares from Listed Securities (F10-6) as per **enclosure 11** Moreover, the Company provided the Opinion of the Independent Directors on the request for the delisting of shares as per **enclosure 12**.

Mr. Jiraphant proposed the meeting to consider and approve the delisting of company shares from the SET according to the Shareholding and Management Restructuring Plan, and gave the opportunity to shareholders to ask questions.

There were some shareholder questions as follows:

Mr. Uttapol Thammanont I personally support the change to a holding company. However, since TVI has many minority shareholders and some of them are elderly people, they may miss the news and may not be able to swap their shares within the specified period. The delisting of shares immediately after the swap may affect them. Therefore, it is suggested that the company provides a period of time before delisting after the swap and/or lets the holding company buy TVI shares from the investors for a period of time. It may buy back at a discount of 10-20 percent of the market price and then delete from the market.

Ms. Pinmanee Makmontana According to the Notification of the Capital Market Supervisory Board No. Tor Jor. 34/2552 Re: Criteria for Offering for Sale of Newly Issued Securities with a Tender Offer for the Existing Securities of Listed Companies for Restructuring of Shareholding and Management, there is no criteria for the sales and purchase before delisting unless done by a tender offer. The company has designated the period 45 business days for the tender offer which is the longest period as the tender offer criteria. That period is sufficient for decision-making and share swap of shareholders.

There was no more query; The secretary of the meeting informed the meeting that the vote required of this agenda not less than three-fourths (3/4) of the of shareholders presented at the meeting and were eligible to

The secretary of the Meeting concluded the resolution.

RESOLUTION: The Meeting approved with unanimous votes to delist the Company's shares from the SET as the following numbers of votes:

Approve ... 237,987,837..... votes equal to 99.15% of all votes of shareholders who attended the meeting

Disapprove-..... votes

Abstain2,031,056..... votes equal to 0.85% of all votes of shareholders who attended the meeting



Agenda 9.3 To consider and approve the amendment to the Company’s Articles of Association to be consistent with the Shareholding and Management Restructuring Plan.

The secretary of the meeting invited Mr. Jiraphant Asvatanakul, CEO and President to report to the meeting.

Mr. Jiraphant proposed to the General Shareholders Meeting for approval of the amendment to the Company’s Articles of Association to be consistent with the Shareholding and Management Restructuring Plan under which the Holdings Company would become a shareholder of the Company, by adding the provision regarding the governance mechanism of the subsidiary and associated company that engaged in the core businesses of the Holdings Company. Details on draft of the Company’s Articles of Association as follow:

Chapter 5/1	
Management for Compliance With the Control Policy and Governance Mechanisms of the Businesses Invested in by the Parent Company¹	
32/1	<p>The articles in this chapter are designed to determine direct and indirect measures and mechanisms enabling the Company’s business management to be in accordance with the Parent Company’s policies, including the law on public limited companies, the Civil and Commercial Code, the law on securities and exchange, and other applicable laws, including the relevant notifications, regulations, and rules of the Securities and Exchange Commission, the Capital Market Supervisory Board, the Office of the Securities and Exchange Commission, and the Stock Exchange of Thailand.</p> <p>For the purpose under this chapter “Parent Company” has the meaning as defined in Notification of the Securities and Exchange Commission No. Kor Jor 17/2551 regarding Determination of Definitions in the Notifications Relating to Issuance and Offer for Sale of Securities (as amended), and “Subsidiaries” and “Associated Companies” mean the subsidiaries or associated companies that operate the core businesses as specified in clause 24, and have a total size as specified in clause 23 (2) of Notification of the Capital Market Supervisory Board No. Tor. Jor 39/2559 regarding Application for Approval and Granting of Approval for Offering of New Issued Shares (as amended), along with Notification of the Securities and Exchange Commission No. Kor Jor 17/2551 regarding Determination of Definitions in the Notifications Relating to the Issuance and Offer for Sale of Securities (as amended).</p> <p>If it is prescribed under the articles in this chapter that any transaction or action that is significant or affects the Company’s and/or the Parent Company’s financial position, and the operating results must be approved by the Parent Company’s board of directors meeting or shareholders meeting (as the case may be), the Company’s directors will have the duty to cause the Company’s board of directors meeting or shareholders meeting to be held after that transaction or action has been duly considered and approved by the Parent Company’s board of directors meeting or shareholders meeting (as the case may be). In this regard,</p>

¹ Chapter 5/1 (Management for Compliance With the Control Policy and Governance Mechanisms of the Businesses Invested in by the Parent Company) has been added to accommodate the shareholder restructuring and the management of the Company

	<p>the Company must completely and correctly disclose the information and comply with the criteria, conditions, procedures, and methods relating to the matter for which approval is sought as prescribed by the law on public limited companies, the Civil and Commercial Code, the law on securities and exchange, and other applicable laws, including the relevant notifications, regulations and rules of the Securities and Exchange Commission, the Capital Market Supervisory Board, the Office of the Securities and Exchange Commission and the Exchange of Thailand, <i>mutatis mutandis</i>, to the extent that they are not in conflict.</p> <p>In addition, every article in this chapter will be in effect as long as the Parent Company remains a parent company as defined by law, or has controlling power over the businesses of the Company, The definition of “controlling power over the businesses” will be as prescribed by the law on securities and exchange.</p>
32/2	<p>Any transaction or action of the Company in the following cases must be approved by the Parent Company’s board of directors meeting or shareholders meeting (as the case may be)</p> <p>(1) Matters that must be approved by the Parent Company’s board of directors meeting before they can be performed by the Company</p> <p>(a) The appointment or nomination of the Company’s directors and executives proportionate to the Parent Company’s shareholding in the Company (the “Representative Directors of the Parent Company”)</p> <p>Unless these Articles of Association or the Parent Company’s board of directors specifies otherwise, the Representative Directors of the Parent Company will have the discretion to vote at the Company’s board of directors meeting in matters regarding general management and the normal business operation of the Company and the Company.</p> <p>The Representative Directors of the Parent Company who are appointed or nominated under the preceding paragraph must be persons whose names are listed in the list of directors and executives of the securities issuing companies (White List), and must have the qualifications, roles, duties and responsibilities as prescribed by the applicable laws. In addition, they must not possess untrustworthy characteristics as defined under the Notification of the Securities and Exchange Commission regarding Determination of Untrustworthy Characteristic of Company Directors and Executives.</p> <p>(b) The increase of capital by issuance of the Company’s newly issued shares and the allocation of shares, including the reduction of the Company’s registered or paid-up capital, which are not proportionate to the existing shareholding of the Shareholders, or any other action that will result in the proportion of the Parent Company’s direct and indirect voting rights at any tier decreasing by more than 10 (ten) percent of the total votes in the Company or there occur a decrease in shareholding proportion which meets the threshold for consideration and approval by the Parent Company’s board of directors meeting (using the criteria for calculating the size of a transaction as specified in the notifications of the Capital Market Supervisory Board and the Board of Governors of the Stock Exchange of Thailand, regarding acquisition or disposal assets, <i>mutatis mutandis</i>) unless this is part of the Company’s business plan or annual budget as approved by the Parent Company’s board of directors meeting.</p>



(c) The consideration and approval of an annual dividend payment and interim dividend payment (if any) by the Company, except for a dividend payment by the Company that is in accordance with its prescribed dividend policy.

(d) The amendment to the Company's Articles of Association, except for an amendment to the Articles of Association on significant matters in accordance with article 32/2(2)(a), which must be approved by the Parent Company's shareholders meeting.

(e) The consideration and approval the Company's annual budget except as specified in the delegation of authority of the Company as approved by the Parent Company's board of directors meeting.

Transaction under articles 32/2 (1) (f) to 43/2 (1) (i) are deemed to be significant transactions, which if entered will materially affect the Company's financial position and operating results. Therefore, before the Company's board of directors meeting and before the voting on these matters by the Representative Directors of the Parent Company in the Company, approval of these transactions must be sought from the Parent Company's board of directors meeting. This is, however, provided that the size of a transaction to be entered by the Company, when compared to the characteristics and/or size of consolidate financial statement of the Parent Company (using the criteria for calculating the size of a transaction as specified in the applicable notifications of the Capital Market Supervisory Board and the Board of Governors of the Stock Exchange of Thailand, regrading connected transactions or the acquisition or disposal of assets (as the case may be) *mutatis mutandis*) meets the threshold for consideration and approval by the Parent Company's board of directors meeting. These types of transactions are specified below,

(f) An agreement by the Company to enter a transaction with a connected person of the Parent Company or the Company, or a transaction relating to acquisition or disposal of its assets, including but not limited to:

(1) the transfer or waiver of rights and privileges, including the waiver of claims against a person, causing damages to the Company;

(2) the sale or transfer of all or substantial part of the Company's business to another person;

(3) the purchase or acceptance of the transfer of another company's business to the Company;

(4) the entry into, amendment, or termination of an agreement regarding the lease of all or substantial part of the Company's business, the assignment for another person to manage the Company's business, or the merger of the Company's business with another person with the objective of sharing profit and loss; and

(5) the rental or hire – purchase of all or substantial part of the Company's business or assets.

(g) The borrowing of money, lending of money, extension of credit. Provision of guarantees and entry into a juristic act, under which the Company is bound to take on additional financial obligations, or the provision of financial assistance in any other manner to another person in a significant amount which is not part of the normal business of the Company, except for loans between the Company and the Parent Company.

(h) The dissolution of the Company.

(i) Any other transaction that is not a normal business transaction of the Company and significantly affects the Company.



(2) Matters that must be approved by the Parent Company's shareholders meeting with a vote of at least three – quarters (3/4) of the total votes of shareholders who attend the meeting and have the right or vote before they can be performed by the Company.

(a) The amendment to the Company's Articles of Association regarding matters that may significantly affect its financial position and operating results, including but not limited to the amendment of the Company's Articles of Association in a manner that may affect the Parent Company's right to vote at the Company's board of directors meeting and/or shareholders meeting and/or the dividend payment by the Company and/or right of the Parent Company as a shareholder of the Company under the law on public limited companies.

(b) An agreement by the Company to enter a transaction with a connected person of the Parent Company or the Company or a transaction relating to the acquisition or disposal of its assets provided however that the size of a transaction entered by the Company when compared to the characteristics and/or size of consolidate financial statement of the Parent Company (using the criteria for calculating the size of a transaction as specified in the applicable notifications of the Capital Market Supervisory Board and the board of Governors of the Stock Exchange of Thailand regarding connected transactions or the acquisition or disposal of assets (as the case may be) *mutatis mutandis*) meets the threshold for consideration and approval by the Parent Company's shareholders meeting.

(c) The increase of capital via the issuance of newly issued shares and the allocation of shares in the Company, or the reduction of the Company's registered or paid-up capital, whereby any such act is not proportionate to the existing shareholding of the shareholders, or any other action that will result in the proportion of the Parent Company's direct and indirect voting rights at any tier being reduced to less that proportion specified under the law applicable to the Company or when calculated the transaction size meets the threshold for consideration and approval by the Parent Company's shareholders meeting provided, that the size of a transaction entered by the Company, when compared to the size of consolidate financial statement of the Parent Company (using the criteria for calculating the size of a transaction as specified in the applicable notifications of the Capital Market Supervisory Board and the Board of Governors of the Stock Exchange of Thailand, regarding the acquisition or disposal of assets (as the case may be), *mutatis mutandis*) meets the threshold for consideration and approval by the Parent Company's shareholders meeting.

(d) The dissolution of the business of the Company, provided, however, that the size of the Company's business to be dissolved when compared to the size of consolidate financial statement of the Parent Company (using the criteria for calculating the size of a transaction as specified in the applicable notifications of the Capital Market Supervisory Board and the Board of Governors of the Stock Exchange of Thailand regarding the acquisition or disposal of assets (as the case may be), *mutatis mutandis*) meets the threshold for consideration and approval by the Parent Company's shareholders meeting.

(e) Any other transaction that is not deemed to be a normal business transaction of the Company and which significantly affects the Company provided, however that the size of the transaction entered by the Company, when compared to the size of consolidate financial statement of the Parent Company (using the criteria for calculating the size of a transaction as specified in the applicable notifications of the Capital Market Supervisory Board and the Board of Governors of the Stock Exchange of Thailand, regarding the acquisition or disposal of assets (as the case may be), *mutatis mutandis*) meets the threshold for consideration and approval by the Parent Company's shareholders meeting.



	<p>Transaction under articles 32/2 (2) (f) and 32/2 (2) (g) are deemed to be significant transactions which if entered will materially affect the Company's financial position and operating results. Therefore before the Company's board of directors meeting approval of these transaction must be sought from the Parent Company's shareholders meeting. This is however provided that the size of a transaction to be entered into by the Company, when compared to the characteristics and/or size of consolidate financial statement of the Parent Company (using the criteria for calculating the size of a transaction as specified in the applicable notifications of the Capital Market Supervisory Board and the Board of Governors of the Sock Exchange of Thailand, regrading connected transactions or the acquisition or disposal of assets (as the case may be), <i>mutatis mutandis</i>) meets the threshold for consideration and approval by the Parent Company's shareholders meeting. These types of transactions are speciefies below,</p> <p>(f) An agreement by the Company to enter into a transaction with a connected person of the Parent Company or the Company, or a transaction relating to acquisition or disposal of its assets, including but not limited to;</p> <ol style="list-style-type: none"> (1) the transfer or waiver of rights and privileges, including the waiver of claims against a person causing damages to the Company; (2) the sale or transfer of all or a substantial part of the Company's business to another person; (3) the purchase or acceptance of the transfer of another company's business to the Company; (4) the entry into, amendment, or termination of an agreement regarding the lease of all or a substantial part of the Company's business, the assignment for another person to manage the Company's business, or the merger of the Company's business with another person with the objective of sharing profit and loss; and (5) the rental or hire–purchase of all or substantial part of the Company's business or assets. <p>(g) The borrowing of money lending of money, extension of credit, provision of guarantees and entry into a juristic act under which the Company is bound to take on additional financial obligations, or the provision of financial assistance in any other manner to another person in a significant amount which is not part of the normal business of the Company, except for loans between Company and the Parent Company or between the Company and other subsidiary in the Parent Company group company, to with is allowed by the relevant laws without the need to seek for approval from the Parent Company shareholders meeting that requires a vote of at least three–quarters (3/4) of the total votes of shareholders who attend and entitle to vote.</p>
32/3	<p>The Company's directors and executives who are appointed or nominated by the Parent Company have the following duties.</p> <ol style="list-style-type: none"> (1) To completely and correctly disclose information about the Company's financial position and operating results related party transactions and acquisition or disposal of material assets to the Parent Company within an appropriate time specified by the Parent Company. The Company's or the Parent Company's board of directors must review any entry into connected transactions and acquisition or disposal of material assets by applying the applicable notifications of the Capital Market Supervisory Board and the Board of Governors of the Stock Exchange of Thailand regarding connected transactions or the acquisition or disposal of assets (as the case may be), <i>mutatis mutandis</i>. (2) To disclose and deliver information about their direct or indirect interests and the related parties that are associated with the conduct of any transaction in any other business that may be anticipated to give rise to a conflict



of interest with the Company and/or the Company whereby they shall deliver this information to the Parent Company's board of directors or any person assigned by the Parent Company's board of directors within the time specified by the Parent Company. The Company's board of directors has the duty to report the foregoing matter to the Parent Company's board of directors within reasonable time as specified by the Parent Company, in order to support any decision or approval based upon the overall interests of the Parent Company and the Company.

The Company's directors and executives who are nominated or appointed by the Parent Company must not take part in approving any matter in which they have interest or conflict of interest, directly or indirectly.

The following actions will be presumed to be in material conflict with the Company's interests if they result in the Company's directors or executives who are nominated or appointed by the Company, or their related parties, receiving financial benefits other than those they are normally entitled to, or if they cause damage to the Company or the Parent Company;

(a) Transactions between the Company and its director, executive, or his or her related party and/or a director, executive of the Parent Company or his or her related party, that are not in accordance with the criteria regarding connected transactions;

(b) The use of the Parent Company's or the Company's information that has become available, unless that information has been disclosed to the public; or

(c) The use of the Parent Company's or the Company's assets or business opportunities in a manner that violates the rules or general practice specified by the Capital Market Supervisory Board

(3) To report the business operation plans, business expansion, large investment projects, and the investment business operators to the Parent Company through monthly or quarterly performance reports and to make clarifications and submit documents in support of consideration thereof, if requested by the Parent Company.

(4) To make clarifications and submit information or documents relating to the operations to the Parent Company, upon being requested as it is appropriate.

(5) To make clarifications and/or submit relevant documents to the Parent Company if the Parent Company detects any significant issue.

(6) To ensure that the Company maintains an internal control system, risk management system, and anti – corruption system that are appropriate, efficient, and sufficiently comprehensive to assure that the Company's operations will be truly in accordance with the Parent Company's plans, budgets, and policies as well as the applicable laws notifications regulations and rules of the Securities and Exchange Commission and the Stock Exchange of Thailand and other laws that are relevant to the Company's business so as to prevent any corrupt activities that may occur to the Parent Company, including other necessary systems. In addition, a clear operating system should be in place to show that the Company is sufficiently organized to continually and reliably disclose information about entry into material transactions according to the prescribed rules, and has a channel for the Parent Company's directors and executives to receive the Company's information so that they can reasonably and efficiently follow up on the Company's internal control system, risk management system, anti–corruption system, financial position and operating results the transactions between the subsidiaries and the company's directors and executives, and the material transactions, Furthermore, there must be a mechanism for examining those systems within the Company, and the Parent Company's internal auditor and independent directors and/or audit committee must also be reported to the Parent Company's directors and



	<p>executives to ensure that the Company consistently adhere to the established system.</p> <p>(7) The company's directors, executives, staff members, employees, and designated persons, including their spouses and minor children, must not use the Parent Company's or the Company's inside information which has or may have material effects on the Parent Company or the Company for the benefit of themselves or others, either directly or indirectly with or without returns.</p>
32/4	<p>the Company's directors executives or his or her related parties may only execute a transaction with the Company when that transaction has been approved by the Parent Company's board of directors meeting or shareholders meeting, depending on the size of the transaction calculated according to the criteria specified in the notification regarding connected transactions, unless the transaction is a commercial agreement that a reasonable person would enter with any contract party in general in the same situation, by the exercise of commercial power without the influence of their status as a director, executive, or related party as the case may be, and is a commercial agreement that has been approved by the Parent Company's board of directors meeting or is in accordance with the Principles approved by the Parent Company's board of directors meeting.</p>

and approve the assignment of persons assigned by the Company's authorized directors has the power to carry on the registration of amendment the Company's Articles of Association, as well as amend and/or make additional changes in accordance with the Registrar orders as necessary and appropriate without affecting the amendment contents of the Company's Articles of Association in order to complete the amendment registration of the Company's Articles of Association.

There was no query; The secretary of the meeting informed the meeting that the vote required of this agenda not less than three-fourths (3/4) of the of shareholders presented at the meeting and were eligible to

The secretary of the Meeting concluded the resolution.

RESOLUTION: The Meeting approved with unanimous votes to amend the Company's Articles of Association and approve the assignment of persons assigned by the Company's authorized directors has the power to carry on the registration of amendment the Company's Articles of Association, as well as amend and/or make additional changes in accordance with the Registrar orders as necessary and appropriate without affecting the amendment contents of the Company's Articles of Association in order to complete the amendment registration of the Company's Articles of Association as the following numbers of votes:

- Approve ... 240,018,837 votes equal to 99.99998% of all votes of shareholders who attended the meeting
- Disapprove-..... votes
- Abstain56..... votes equal to 0.00002% of all votes of shareholders who attended the meeting

Agenda 9.4: To consider and approve the delegation of authority related to the Shareholding and Management Restructuring Plan.

The secretary of the meeting invited Mr. Jiraphant Asvatanakul, CEO and President to report to the meeting.

Mr. Jiraphant proposed to the General Shareholders Meeting for approval the delegation of authority for undertakings relevant to the Shareholding and Management Restructuring Plan, by assigning the Chief Executive Officer & President or any person assigned by the Chief Executive Officer & President to undertake the following acts:

1. To prescribe, amend, add, or revise the conditions and details relating to the Shareholding and Management Restructuring Plan, to request for approval and perform any action;
2. To enter into a contract to negotiate an agreement, amend any document or contract;
3. To contact for permission and waiver of documents and evidence to government agencies or person or organization;
4. To execute permission to delist the Company's shares from the SET and to list the Holdings Company's shares on the SET or other related agencies
5. To perform any necessary actions to complete the implementation of the Shareholding and Management Restructuring Plan.

Mr. Jiraphant proposed the meeting to consider and approve the delegation of authority related to the Shareholding and Management Restructuring Plan, and gave the opportunity to shareholders to ask questions.

There was no more query; The secretary of the meeting informed the meeting that the vote required of this agenda was majority of shareholders presented at the meeting and were eligible to vote.

The secretary of the Meeting concluded the resolution.

RESOLUTION: The Meeting approved the delegation of authority related to the Shareholding and Management Restructuring Plan as the following numbers of votes:
Approve ... 240,014,337 votes equal to 100.00% of all votes of shareholders who attended the meeting

Disapprove-..... votes

Abstain56..... votes not count as voting base

Agenda 10: Other business (if any)

The secretary of the Meeting asked whether there were any other matters for consideration and provided opportunities for shareholders to ask questions.



There were shareholder questions as follows:

Mr. Sakol Sukwanichwichai, Proxy, Rights Protection Volunteer, Thai Investors Association

How does the company take care of its employees during Covid-19?

Mr. Jiraphant Asvatanakul In the early stages of the Covid-19 pandemic, Thailand faced some vaccination problems. The company had put its best efforts to make sure that its proportion of employees and employees' families who receive vaccinations is among the highest compared to other organizations. The company coordinated with the Ministry of Labour and Bangkok Metropolitan which collaborated with Vajira Hospital to provide vaccinations for employees and their families.

For employees infected with Covid-19 during the Delta variant outbreak who had to stay at home due to shortages in medical facilities, the company provided essential items for treatment, including oxygen concentrators to employees in need. Additionally, the company acquired knowledge from the doctors from the Department of Disease Control which provided employees with knowledge on preventive measures and proper treatment in case of infection. The company remains mindful of the pandemic by providing ATK tests before allowing employees to enter the building on Monday and Thursday. The company has continued the measures since the previous year including work from home policy and reduction of the number of employees in the office. Since the company is a service business and cannot stop operating. During the peak of the pandemic, the company was able to allow nearly 100 percent of its employees to work from home. As a result, more than 80 percent of employees worked from home during that time. The company also prepared IT systems to continue providing services to the insured and to facilitate employees.

Mr. Sakol Sukwanichwichai Does the company have a succession plan or plan to recruit outsiders or current employees to take up new director positions?

Mr. Jiraphant Asvatanakul Succession and external recruitment are very important to the company. The company has a succession plan with a new management team coming in to support changes in management. The company must be prepared for new changes to maintain sustainability of the company's customer.

Mr. Theerapong Suwanaka Will the arrival of autonomous cars in Thailand affect the company? How? Does the company have a plan to support it?

Mr. Jiraphant Asvatanakul This question is very common in the industry, not only in Thailand but also abroad. In Germany, for example, the issue is also a matter of concern. However, it must be understood that in case of an accident, the driver remains liable under civil and commercial law. As a result, the insurance policy will be liable to third parties in the event of damage to the life and property. An error can occur even with a driverless car. It is something that the company must consider. If autonomous cars can be used efficiently in the future, the company has to consider what type of insurance policy will be appropriate for them.

Mr. Chanakarn Laothammanont What percentage of the car insurance portfolio is on-off insurance accounted for? What is your target?

Mr. Jiraphant Asvatanakul On-off car insurance must be divided into two parts. The insurance premiums might not be high since the premium depends on car usage. As a result, the proportion of the premium was not high but the volume of insurance policies had a significant proportion of growth. The Covid-19 outbreak has made people more cautious with their

spending. The company aims to make on-off insurance account for 20 percent of its insurance portfolio.

Mr. Chanakarn Laothammanont The ROI of investment is set at 2-3 percent. Why is the target relatively low compared to other players listed on the Stock Exchange that are able to reach 4-5 percent? Is there any way to increase the ROI?

Mr. Jiraphant Asvatanakul The company's ROI is 2-3 percent which has a conservative investment policy following the investment restrictions of the regulatory agency. An important principle of the insurance business is matching the liability that will occur under the insurance policy. This may be contrary to the investment principle of risk-return tradeoff. In the future, if the company becomes a holding company, it is expected that the return on investment will improve due to greater flexibility in investment.

Mr. Chanakarn Laothammanont Has the insurance company raised any insurance premium to compensate for the loss caused by Covid (which may be a small part of TVI)? What is the company's plan to cope with the rising inflation?

Mr. Jiraphant Asvatanakul The company may not view an increase in insurance premiums in monetary terms. The company has to find a way to manage the risks. The premium per car may be reduced in monetary terms but risk management by choosing the right perils for each type of car is more important to manage inflation risk than only to increase insurance premiums. From the past performance, the company had used the existing database in analyzing and developing insurance policies to meet the customers needs who were the target group of the company. As for the Covid-19 loss, the company had not much Covid-19 insurance, therefore, it did not affect the operating results.

Mr. Uttapol Thammanont How are the operating results of TVI's subsidiary in Laos for growth trend and profit now?

Mr. Jiraphant Asvatanakul The uncertainty of the neighboring country during the pandemic, it was difficult to go into operation and collect various data. As a result, the company reduced the operation size of Lao Vivat Insurance Company Limited which affected the operating results. Another factor was the currency of Laos which had changed quite considerably. However, it had no significant impact on the long-term performance.

There was no other matter raised, the secretary of the Meeting informed the Meeting that the Company would post the minutes of 2022 Annual General Meeting of Shareholders, both in Thai and English, on the Company's website and distribute them via the SET Portal within 14 days from the meeting date. If shareholders have any queries or would like to correct on the minutes of Meeting, please notify or contact the Company Secretary within 1 month from release date. If there is no correction from shareholders, we consider that shareholders certify the aforementioned minutes of Meeting.



Then the secretary of the Meeting invited the Chairman to close the Meeting. The Chairman informed the meeting that the 29th of shareholders meeting had been held correctly and all agendas had been completed. There was neither further question nor other matter raised for consideration, The Chairman then declared the meeting closed and thanked all shareholders to attend the meeting.

After the meeting started, additional shareholders registered, and some signed out. At the closing time of the Meeting, there were 406 shareholders, who presented either in person or by proxy representing 240,018,893 shares or 79.21% of the total outstanding shares of the Company.

The meeting adjourned at 4.40 p.m.

Phisit Setthawong

(Mr. Phisit Setthawong)
Chairman of the Meeting

Jiraphant Asvatanakul

(Mr. Jiraphant Asvatanakul)
Chief Executive Officer and President



The Annual Registration Statement and Annual Report 2022 (Form 56-1 One Report)



The Annual Registration Statement and Annual Report 2022
(Form 56-1 One Report)

Download https://www.thaivivat.co.th/pdf/Investor/annual/56-1_2022-EN.pdf



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Report and consolidated financial statements 31 December 2022

Download https://www.thaivivat.co.th/pdf/Investor/finance/en/AIA_Q4_2565.pdf



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**Biographies of the proposed Director
(Supporting document for consideration of agenda 5)**



Mrs. Supaporn Burapakusolsri

Address 31 Soi Muban Seri Villa Yaek 4, Nong Bon, Prawet District, Bangkok 10250
Date of Birth February 28, 1953
Age 69 years
Nationality Thai
Present Position Independent Director, the Audit Committee, the Investment Committee and the Good Corporate Governance Committee

Education background / Training course

- BA. Accounting (Honors), Thammasat University
- MA. Accounting, Thammasat University
- Certified Public Accountant (CPA), Thailand Registration No. 2800
- Public Economy Management for Senior Executive, Class 7, King Prajadhipok's Institute
- Director Certification Program (DCP) DCP172/2013, IOD
- Director Accreditation Program (DAP) DAP87/2011, IOD
- Role of the Compensation Committee Program (RCC) 13/2011 , IOD
- Royal Thai Air Force Air War College (RTAF.AWC.) Class 35,Royal Thai Air Force
- Chief Financial Officer Certification Program Class 4, Federation of Accounting Professions
- Thailand Insurance Leadership Program Class 2 - OIC Advance Insurance Institute
- Strategic Airport Development Program,Germany
- Airport Mangement Commercial Program,Singapore
- Advance Audit Committee (AACP23/2016) , IOD

Work Experience

- 2008 – 2013 Senior Executive Vice President, Planning and Finance Chief Financial Officer (CFO) Airport of Thailand Public Company Limited
- 2008 – 2012 Director Suvarnabhumi Airport Hotel Company Limited
- 2015 – 2015 Independent Director, Chairman of Audit Committee ,Chewathai Company Limited
- 2015 – Present Independent Director, Chairman of Audit Committee, Member of Nomination and Remuneration Committee, Member of Corporate Governance Committee, Chairman of the Risk Management Committee - Chewathai Public Company Limited
- 2022- Present Independent Director, the Audit Committee, the Investment Committee and the Good Corporate Governance Committee Thaivivat Holdings Public Company Limited



Director position of Thaivivat Insurance Public Co., Ltd.

Director Position Independent Director (appointment, November 14, 2016 – Present)
The Audit Committee (appointment, June 2, 2020 – Present)
The Investment Committee (appointment, February 25, 2021 – Present)
The Good Corporate Governance Committee
(appointment, February 27, 2020 – Present)

Executive position None

Number of year being as director 6 Years 5 Months If re-elected for another term will be 9 Years 5 Months

Share holding in the company None

Legal matters in dispute No contentious case in past 5 years

Other current position

Listed Company

Independent Director, Chairman of Audit Committee, Member of Nomination and Remuneration Committee, Member of Corporate Governance Committee, Chairman of Risk Management Committee - Chewathai Public Company Limited

Other Company

Independent Director, the Audit Committee, the Investment Committee and the Good Corporate Governance Committee Thaivivat Holdings Public Company Limited

- Being the directors / executives in other businesses which may generate conflict of interest with the Company **No**

- Being the close relative to the executive or the major shareholders of the Company or the Subsidiary Company **No**

Meeting attendance / Number of Meeting

Meeting attendance for Company Director (Renewal April 24,2020)

	Presented	Held
2023	8	8
2022	5	5
2021	5	5

Meeting attendance for Audit committee (appointment, June 2,2020 – Present)

	Presented	Held
2023	5	5
2022	5	5
2021	5	5



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Meeting attendance for Investment committee (renewal, May 12, 2022)

	Presented	Held
2022	3	3
2021	2	2
2020	2	2

Meeting attendance for the Good Corporate Governance committee (renewal, January 27, 2023)

	Presented	Held
2022	2	2
2021	2	2
2020	2	2

**Biographies of the proposed Director
(Supporting document for consideration of agenda 5)**



Mr. Jiraphant Asvatanakul

Address 94/1 Sukhumvit 53 Road Khlong Tan Nuea, Vadhana, Bangkok 10110
Date of Birth August 9, 1959
Age 63 years
Nationality Thai
Present Position Director, President & CEO , The Investment Committee

Education background / Training course

- B.A. Economics, Thammasat University
- Master in Professional Accounting, University of Texas at Austin, U.S.A.
- Diploma, National Defence College, The National Defence Course Class 56
- Thailand Insurance Leadership Program Class 1 - OIC Advance Insurance Institute
- Top Executive Program in Commerce and Trade, Class 8, Commerce Academy, UTCC
- Top Executives Program Class 22, Capital Market Academy
- Strategy and Innovation for Business in Asia (SIBA) Class 2, College of Management Mahidol University
- Diploma, National Defence College, The Joint State - Private Sector Course Class 26
- Super Advanced Leadership Program (Super Vocational Certificate), Class 1, OIC
- Top Executive Program in Commerce and Trade (TEPCoT), Class 8, Commerce Academy
- The Health Ambassador Training Program, Class 1
- Strategy and Innovation for Business in Asia Class 2
- Director Accreditation Program (DAP), Thai Institute of Directors (IOD)

Work Experience

- 1986- Present President and CEO, Investment Committee, Thaivivat Insurance PCL.
- 1993- 2020 Director , Thai Reinsurance PCL.
- 2001 – 2009 Secretary, Thai General Insurance Association
- 2017- 2019 President, Thai General Insurance Association
- 2014 – 2016 Director, Thaire Life Assurance PCL., Life reinsurance
- 2015- 2017 Director and Treasurer, Thai Chamber of Commerce
- 2009 – 2019 Director, T.I.I. Co., Ltd. (Thailand Insurance Institute)
- 2017 -2019 Director and Secretary General, Thai Chamber of Commerce

2017 – 2022 Director, General Insurance Fund
 2012 -2021 Director, Nomination and Remuneration Committee, Thai Reinsurance PCL.
 2001- Present Vice Chairman ,Chairman of Investment Committee,
 Road Accident Victims Protection Co., Ltd.
 2013 – Present Director, Thai Insurance Business Council
 2015- Present Director and Treasurer, Thai - Chinese Business Council
 2016 – Present Chairman of Thai - Iran Business Council
 2016 – Present Independent Director, Audit Committee and Nomination and
 Remuneration Committee, Vichitbhan Palm oil PCL.
 2019- Present Director and Advisor of Accounting and Investment Committee, Thai
 General
 2019 – Present Vice Chairman, The Thai Chamber of Commerce
 2019 – Present Advisory - Board of Trade of Thailand
 2020 - Present Chairman, Nomination and Remuneration Committee, Thai Reinsurance PCL.
 2021- Present President & CEO, the Investment Committee, Thaivivat Holdings PCL.

Director position of Thaivivat Insurance Public Co., Ltd.

Director Position Director (appointment, May 12, 1986 – Present)
 The Investment committee (appointment, May 12,2016 – Present)

Executive position Executive position President & CEO

Number of year being as director 35 years

Share holding in the company 151,461,632 shares
 (person 1,081,128 shares /spouse 4,725,384 shares/A juristic
 person under the controlling power 145,655,120 shares) ,
 49.99 % of total shares with voting rights

Legal matters in dispute No contentious case in past 5 years

Other current position

Listed Company Chairman ,Member of nomination and the Remuneration Committee,
 Thai Reinsurance PCL.
 Independent Director , Member of the Audit Committee, Member of
 the Nomination and Remuneration Committee , Vichitbhan Palmoil PCL.

Other Company President & CEO, the Investment Committee, Thaivivat Holdings PCL.
 Vice Chairman, Chairman of Investment Committee, Road Accident Victims
 Protection Co., Ltd.
 Director, Mafam Company Limited
 Director, J&A Jewelry Company Limited



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Other Organization Vice Chairman, Thai Chamber of Commerce
 Director, Advisory Director of Account, Finance and Investment Committee - TGIA
 Director, The Federation of Thai Insurance Organizations
 Chairman of Thai - Iran Business Council
 Director and Treasurer, Thai - Chinese Business Council
 Advisory - Board of Trade of Thailand

Being the directors / executives in other businesses which may generate conflict of interest with the Company

Chairman ,Member of nomination and Remuneration Committee, Thai Reinsurance PCL.
 Vice Chairman ,Chairman of Investment Committee,Road Accident Victims Protection Co., Ltd.
 Director, Mafam Company Limited

Being the close relative to the executive or the major shareholders of the Company or the Subsidiary Company

Mrs. Sutepee Asvatanakul’s spouse (Managing Director)
 Brother in Law of Mrs. Sunee Theravithayangkura (Director and Company Secretary)

Meeting attendance / Number of Meeting

Meeting attendance for Company Director (Renewal, April 24, 2020)

	Presented	Held
2022	8	8
2021	5	5
2020	5	5

Meeting attendance for Investment Committee (Renewal, May 12, 2022)

	Presented	Held
2022	3	3
2021	2	2
2020	2	2

**Biographies of the proposed Director
(Supporting document for consideration of agenda 5)**



Associate Professor Dr. Sombat Thiratrakoolchai

Address 88/473 The Empire Place Narathiwat Ratchanakarin Road, Yannawa, Sathorn, Bangkok 10120

Date of Birth November 20, 1953

Nationality Thai

Education background / Training course

- 1977 Bachelor of Architecture - Silpakorn University
- 1979 Master of Architecture – University of Oklahoma
- 1981 Master of Environmental Planning – Arizona State University
- 1983 Doctor of Architecture – University of Michigan

Work Experience

- 1986-1991 Assistant Professor Faculty of Architecture (University of Maryland)
- 1991-1994 Associate Professor Faculty of Architecture (Cornell University)
- 1994 Associate Professor Faculty of Architecture was established. Chiang Mai University
- 1998-2000 Head of the Department of Architecture Chiang Mai University
- 1900-2008 Dean, Faculty of Architecture Chiang Mai University
- 2010-2022 Senior Vice President, Charoen Pokphand Foods Public Company Limited
- Mar.2015-Mar.2017 Executive Director, Thai Chamber of Commerce
- Mar.2017-Mar.2021 Deputy Secretary-General, Thai Chamber of Commerce
- Mar.2021-Mar.2023 Vice Chairman, Thai Chamber of Commerce
- Jan.-Jun. 2023 Advisor, Charoen Pokphand Foods Public Company Limited

Other current position

- Jan.-Jun. 2023 Advisor, Charoen Pokphand Foods Public Company Limited

Share holding in the company None

Legal matters in dispute No contentious case in past 5 years

- Being the directors / executives in other businesses which may generate conflict of interest with the Company. **No**

- Being the close relative to the executive or the major shareholders of the Company or the Subsidiary Company **No**

Biographies of the proposed Auditor
(Supporting document for consideration of agenda 7)

Name: Ms. Narissara Chaisuwan
Certified Public Accountant (Thailand) No. 4812

Age: 50 years

Education: Master Degree in Business Administration,
Thammasat University

Position in the Audit Firm: Partner

Auditing Experience:

- Bangkok Health Insurance Public Company Limited
- MBK Life Assurance Public Company Limited
- Road Accident Victims Protection Company Limited
- Sompoo Insurance (Thailand) Public Company Limited
- The Deves Insurance Public Company Limited
- Tune Insurance Public Company Limited
- Indara Insurance Public Company Limited
- Nam Seng Insurance Public Company Limited
- Thaire Life Assurance Public Company Limited

Relationship or interest or transaction with the Company that may create a conflict of interest with the Company, the subsidiary companies, executives, major shareholders or any persons related thereto : None



Biographies of the proposed Auditor
(Supporting document for consideration of agenda 7)

Name: Ms. Rachada Yongsawadvanich
Certified Public Accountant (Thailand) No. 4951

Age: 51 years

Education: Master of Business Administration, Assumption University
Master of Science in Finance, Thammasat University

Position in the Audit Firm: Partner

Auditing Experience:

- LH Financial Group Public Company Limited
- Land and Houses Securities Public Company Limited
- Land and Houses Bank Public Company Limited
- United Overseas Bank (Thai) Public Company Limited
- Bangkok Insurance Public Company Limited
- Thai Reinsurance Public Company Limited
- Thaire Life Assurance Public Company Limited
- FWD Life Insurance Public Company Limited
- Indara Insurance Public Company Limited
- Nam Seng Insurance Public Company Limited

Relationship or interest or transaction with the Company that may create a conflict of interest with the Company, the subsidiary companies, executives, major shareholders or any persons related thereto : None



Biographies of the proposed Auditor
(Supporting document for consideration of agenda 7)

Name: Ms. Wanwilai Phetsang
Certified Public Accountant (Thailand) No. 5315

Age: 50 years

Education: Master Degree in Business Administration,
Thammasat University

Position in the Audit Firm: Partner

Auditing Experience:

- Thanachart Bank Public Company Limited
- Thanachart Capital Public Company Limited
- Mizuho Bank, Ltd. Bangkok Branch
- Designee for ETA Contract Company Limited
- SCIB Services Company Limited
- Thanachart Training & Development Company Limited
- Thanachart Management & Services Company Limited
- National Leasing Company Limited
- Tablamu Resort Developments Limited
- Mai Khao Resort Developments Limited
- Sattahip Developments Company Limited
- Mae Phim Resort Developments Company Limited
- Impact Growth Real Estate Investment Trust
- JMT Network Services Public Company Limited
- Thanachart Insurance Public Company Limited

Relationship or interest or transaction with the Company that may create a conflict of interest with the Company, the subsidiary companies, executives, major shareholders or any persons related thereto : None



Draft of the Articles of Association of
(only the amended parts compared with the original Articles of Association)

The amended parts of the Articles of Association, underlined and in bold font, are as follows.

Existing Articles of Association	Proposed amendments to the Articles of Association
<p>Article 12 The Company's board of directors shall composed of at least 7 directors, provided that at least one half (1/2) of the total number of directors must be resident in Thailand.</p>	<p>Article 12 The Company's board of directors shall composed of at least 7 directors, provided that at least one half (1/2) of the total number of directors must be resident in Thailand.</p> <p style="text-align: center;"><u>In sending any letter or document, the Company or the Board of Directors may send it by electronic means to the directors, shareholders or creditors of the Company who have expressed their intention or consent to the sending of such letter or document by electronic means and must be in accordance with the rules prescribed by law.</u></p>
<p>Article 21 During any meeting of the board of managing director, regardless of whether the meeting is conducted in physical or by means via electronic media, the quorum must be of at least half the total managing director. In the event that the board's chairperson is absent or unable to attend the meeting, any of the vice chairperson can be the meeting's chairperson. In the event that there is no vice chairperson, or there is any chairperson but he is unable to attend the meeting, the attended managing directors can choose one of the managing directors to act as the meeting chairperson.</p> <p>For each meeting of the Board of Directors, the chairman of the meeting may determine that a meeting be held and conducted through and electronic media, provided that such meeting shall be convened in accordance with applicable law or regulation at the time. Such meetings of the Board of Directors conducted by means via electronic media be the same effects as any meeting at the same venue in accordance with the methods prescribed under the law and these Articles of Association.</p> <p>The meeting's resolution comes from the majority.</p> <p>Any managing direct has the right to vote on the matter, except those who are the stakeholder of such matter will not have the right to vote on such matter. If the votes are tied, the meeting's chairperson can cast an extra vote as the casting vote.</p>	<p>Article 21 During any meeting of the board of managing director, regardless of whether the meeting is conducted in physical or by means via electronic media, the quorum must be of at least half the total managing director. In the event that the board's chairperson is absent or unable to attend the meeting, any of the vice chairperson can be the meeting's chairperson. In the event that there is no vice chairperson, or there is any chairperson but he is unable to attend the meeting, the attended managing directors can choose one of the managing directors to act as the meeting chairperson.</p> <p>For each meeting of the Board of Directors, the chairman of the meeting may determine that a meeting be held and conducted through and electronic media, provided that such meeting shall be convened in accordance with applicable law or regulation at the time. Such meetings of the Board of Directors conducted by means via electronic media be the same effects as any meeting at the same venue in accordance with the methods prescribed under the law and these Articles of Association. <u>In the case of a meeting via electronic means, the Company's head office shall be deemed the venue of such meeting.</u></p> <p>The meeting's resolution comes from the majority.</p> <p>Any managing direct has the right to vote on the matter, except those who are the stakeholder of such matter will not have the right to vote on such matter. If the votes are tied, the meeting's chairperson can cast an extra vote as the casting vote.</p>

Existing Articles of Association	Proposed amendments to the Articles of Association
<p>Article 22 In calling a meeting of directors, the Chairman of the Board or the person designated by the Chairman shall send a notice to each director not less than seven days in advance of the meeting, except in case of an emergency where it is necessary to protect the rights or privileges of the Company, when a meeting may be called by other means and on shorter notice.</p>	<p>Article 22 In calling a meeting of directors, the Chairman of the Board or the person designated by the Chairman shall send a notice to each director not less than three days in advance of the meeting, except in case of an emergency where it is necessary to protect the rights or privileges of the Company, when a meeting may be called by <u>electronic means or</u> other means and on shorter notice.</p> <p><u>When there is reasonable cause or in order to preserve the rights or benefits of the Company, at least two (2) directors may jointly request that the chairman of the board of directors or the person assigned by the chairman of the board summons a meeting of the board of directors, whereby the agenda and reason(s) therefore that will be proposed for consideration must be specified. In such a case, the chairman of the board or the person assigned by the chairman of the board shall summon and fix the date of the meeting within fourteen (14) days of the date of receipt of the request.</u></p> <p><u>In the event that the Chairman of the Board of Directors or the person assigned by the Chairman of the Board does not take action in accordance with the second paragraph, the requesting directors may jointly summon and fix the date of the meeting of the board of directors to consider the proposed agenda items within fourteen (14) days of the end of such period mentioned in the third paragraph.</u></p> <p><u>In the event there is no Chairman for any reason, the Vice Chairman shall be the person to summon the meeting of the Board of Directors. In case there is no Vice Chairman for any reason, two (2) or more directors may jointly summon the meeting of the Board of Directors.</u></p>
<p>Article 26 The Board of Directors shall hold at least once every three (3) months</p> <ul style="list-style-type: none"> - Two (2) directors may jointly sign and affix common seal of the Company to bind the Company. - The Board of Directors may specify and change the name of the authorized directors whose signatures affixed with the Company's seal. 	<p>Article 26 The Board of Directors shall hold at least <u>one (1) meeting in every three (3) months at a province where the Company's head office is located or a nearby province or the Chairman or the person designated by Chairman shall determine the meeting place as deemed appropriate.</u></p> <ul style="list-style-type: none"> - Two (2) directors may jointly sign and affix common seal of the Company to bind the Company. - The Board of Directors may specify and change the name of the authorized directors whose

Existing Articles of Association	Proposed amendments to the Articles of Association
	signatures affixed with the Company's seal.
<p>Article 27 The Board must arrange the shareholder's annual generating meeting within 4 months after the company's accounting period.</p> <p>Any other shareholder's meeting shall be referenced to as the Extraordinary Shareholder Meeting. The Board can arrange the Extraordinary Shareholder Meeting whenever they see fit or one or more shareholder(s) holding not less than ten (10) percent of the total issued shares may request in writing to the Board of Directors to hold an extraordinary meeting of shareholders at any time but they shall clearly specify reasons for such request in the notice. In such case, the Board of Directors must hold a meeting of shareholders within forty-five days from the date of receipt of the notice.</p> <p>In the case of the Board of Directors does not hold such meeting within a specified period, the shareholders who have submitted the request or other shareholders holding the aggregate Existing Provision Proposed Amendment number of shares as prescribed in this Article may hold the meeting by themselves within forty-five days from the lapse of the specified period. In this case, it shall be deemed that such shareholder's meeting is the meeting called by the Board of Directors. The Company shall be responsible for all necessary expenses incurring from the holding of the meeting and reasonable facilitation.</p> <p>In the case that the quorum of the meeting convened as requested by the shareholders cannot be formed as required by this Articles of Association, the shareholders who requested the meeting shall be jointly responsible for any expenses incurring from the convening of such meeting.</p> <p>In this regard, the meeting of shareholders can be conducted by means via electronic media, provided that such meeting shall be convened in accordance with the method prescribed under applicable law and regulations at the time, or the relevant law and regulations applied mutatis mutandis. Such meeting of shareholders conducted by means via electronic media bear the same effects as any meeting which the shareholders attend the meeting at the same venue in accordance with the methods prescribed under the law and these Articles of Association.</p>	<p>Article 27 The Board must arrange the shareholder's annual generating meeting within 4 months after the company's accounting period.</p> <p>Any other shareholder's meeting shall be referenced to as the Extraordinary Shareholder Meeting. The Board can arrange the Extraordinary Shareholder Meeting whenever they see fit or one or more shareholder(s) holding not less than ten (10) percent of the total issued shares may request in writing to the Board of Directors to hold an extraordinary meeting of shareholders at any time but they shall clearly specify reasons for such request in the notice. In such case, the Board of Directors must hold a meeting of shareholders within forty-five days from the date of receipt of the notice.</p> <p>In the case of the Board of Directors does not hold such meeting within a specified period, the shareholders who have submitted the request or other shareholders holding the aggregate Existing Provision Proposed Amendment number of shares as prescribed in this Article may hold the meeting by themselves within forty-five days from the lapse of the specified period. In this case, it shall be deemed that such shareholder's meeting is the meeting called by the Board of Directors. The Company shall be responsible for all necessary expenses incurring from the holding of the meeting and reasonable facilitation.</p> <p><u>In the event that shareholders call an extraordinary general meeting of shareholders by themselves as described in the second paragraph, procedures for sending meeting invitations and disclosure of meeting invitation must be in accordance with with any applicable laws, rules, procedures or regulations.</u></p> <p>In the case that the quorum of the meeting convened as requested by the shareholders cannot be formed as required by this Articles of Association, the shareholders who requested the meeting shall be jointly responsible for any expenses incurring from the convening of such meeting.</p> <p>In this regard, the meeting of shareholders can be conducted by means via electronic media, provided that such meeting shall be convened in accordance with the method prescribed under applicable law and regulations at the time, or the relevant law and regulations applied mutatis mutandis. Such meeting of shareholders conducted by means via electronic media bear the same effects as any meeting</p>

Existing Articles of Association	Proposed amendments to the Articles of Association
	<p>which the shareholders attend the meeting at the same venue in accordance with the methods at the same venue in accordance with the methods prescribed under the law and these Articles of Association. <u>In the case of a meeting via electronic means, the Company's head office shall be deemed the venue of such meeting.</u></p>
<p>Article 29 During the shareholder meeting, regardless of whether the meeting is conducted in physical or by means via electronic media, there must be at least 25 shareholders, or the shareholder's authorized person (if any), attend such meeting; or at least half of the shareholders must attend the meeting and the accumulated amount of shares of attendees must be more than one third of the total sold share; only then such meeting can have the quorum.</p> <p>In any meeting, after one hour of the appointment passed and there were not enough attendees so the meeting could not require a quorum as specified. If such meeting was called by the shareholders, the meeting would be canceled. However, if such meeting wasn't called by the shareholders and the invitation letter had been sent to the shareholders at least 7 days before the meeting, the quorum was not required in the latter meeting.</p>	<p>Article 29 During the shareholder meeting, regardless of whether the meeting is conducted in physical or by means via electronic media, there must be at least 25 shareholders, or the shareholder's authorized person (if any), attend such meeting; or at least half of the shareholders must attend the meeting and the accumulated amount of shares of attendees must be more than one third of the total sold share; only then such meeting can have the quorum.</p> <p>In any meeting, after one hour of the appointment passed and there were not enough attendees so the meeting could not require a quorum as specified. If such meeting was called by the shareholders, the meeting would be canceled. However, if such meeting wasn't called by the shareholders and the invitation letter had been sent to the shareholders at least 7 days before the meeting, the quorum was not required in the latter meeting.</p> <p><u>The proxy under the first paragraph may be proceeded by electronic means which must use a safe and reliable means to ensure that the proxy is made by the shareholder and in accordance with the criteria prescribed by the public company limited registrar.</u></p>
<p>Article 32/1 The articles in this chapter are designed to determine direct and indirect measures and mechanisms enabling the Company's business management to be in accordance with the Parent Company's policies, including the law on public limited companies, the Civil and Commercial Code, the law on securities and exchange, and other applicable laws, including the relevant notifications, regulations, and rules of the Securities and Exchange Commission, the Capital Market Supervisory Board, the Office of the Securities and Exchange Commission, and the Stock Exchange of Thailand.</p> <p>For the purpose under this chapter "Parent Company" has the meaning as defined in Notification of the Securities and Exchange Commission No. Kor Jor 17/2551 regarding</p>	<p>Article 32/1 The articles in this chapter are designed to determine direct and indirect measures and mechanisms enabling the Company's business management to be in accordance with the Parent Company's policies, including the law on public limited companies, the Civil and Commercial Code, the law on securities and exchange, and other applicable laws, including the relevant notifications, regulations, and rules of the Securities and Exchange Commission, the Capital Market Supervisory Board, the Office of the Securities and Exchange Commission, and the Stock Exchange of Thailand.</p> <p>For the purpose under this chapter "Parent Company" has the meaning as defined in Notification of the Securities and Exchange Commission No. Kor Jor 17/2551 regarding</p>

Existing Articles of Association	Proposed amendments to the Articles of Association
<p>Determination of Definitions in the Notifications Relating to Issuance and Offer for Sale of Securities (as amended), and “Subsidiaries” and “Associated Companies” mean the subsidiaries or associated companies that operate the core businesses as specified in clause 24, and have a total size as specified in clause 23 (2) of Notification of the Capital Market Supervisory Board No. Tor. Jor 39/2559 regarding Application for Approval and Granting of Approval for Offering of New Issued Shares (as amended), along with Notification of the Securities and Exchange Commission No. Kor Jor 17/2551 regarding Determination of Definitions in the Notifications Relating to the Issuance and Offer for Sale of Securities (as amended).</p> <p>If it is prescribed under the articles in this chapter that any transaction or action that is significant or affects the Company’s and/or the Parent Company’s financial position, and the operating results must be approved by the Parent Company’s board of directors meeting or shareholders meeting (as the case may be), the Company’s directors will have the duty to cause the Company’s board of directors meeting or shareholders meeting to be held after that transaction or action has been duly considered and approved by the Parent Company’s board of directors meeting or shareholders meeting (as the case may be). In this regard, the Company must completely and correctly disclose the information and comply with the criteria, conditions, procedures, and methods relating to the matter for which approval is sought as prescribed by the law on public limited companies, the Civil and Commercial Code, the law on securities and exchange, and other applicable laws, including the relevant notifications, regulations and rules of the Securities and Exchange Commission, the Capital Market Supervisory Board, the Office of the Securities and Exchange Commission and the Exchange of Thailand, <i>mutatis mutandis</i>, to the extent that they are not in conflict.</p> <p>In addition, every article in this chapter will be in effect as long as the Parent Company remains a parent company as defined by law, or has controlling power over the businesses of the</p>	<p>Determination of Definitions in the Notifications Relating to Issuance and Offer for Sale of Securities (as amended <u>as well as any other relevant laws and regulations which may further be amended or as any other definitions which will come into effect</u>), and “Subsidiaries” and “Associated Companies” mean the subsidiaries or associated companies that operate the core businesses as specified in clause 24, and have a total size as specified in clause 23 (2) of Notification of the Capital Market Supervisory Board No. Tor. Jor 39/2559 regarding Application for Approval and Granting of Approval for Offering of New Issued Shares (as amended <u>as well as any other relevant laws and regulations which may further be amended or as any other definitions which will come into effect</u>), along with Notification of the Securities and Exchange Commission No. Kor Jor 17/2551 regarding Determination of Definitions in the Notifications Relating to the Issuance and Offer for Sale of Securities (as amended <u>as well as any other relevant laws and regulations which may further be amended or as any other definitions which will come into effect</u>).</p> <p>If it is prescribed under the articles in this chapter that any transaction or action that is significant or affects the Company’s and/or the Parent Company’s financial position, and the operating results must be approved by the Parent Company’s board of directors meeting or shareholders meeting (as the case may be), the Company’s directors will have the duty to cause the Company’s board of directors meeting or shareholders meeting to be held after that transaction or action has been duly considered and approved by the Parent Company’s board of directors meeting or shareholders meeting (as the case may be). In this regard, the Company must completely and correctly disclose the information and comply with the criteria, conditions, procedures, and methods relating to the matter for which approval is sought as prescribed by the law on public limited companies, the Civil and Commercial Code, the law on securities and exchange, and other applicable laws, including the relevant notifications, regulations and rules of</p>

Existing Articles of Association	Proposed amendments to the Articles of Association
<p>Company, The definition of “controlling power over the businesses” will be as prescribed by the law on securities and exchange.</p>	<p>the Securities and Exchange Commission, the Capital Market Supervisory Board, the Office of the Securities and Exchange Commission and the Exchange of Thailand, <i>mutatis mutandis</i>, to the extent that they are not in conflict.</p> <p>In addition, every article in this chapter will be in effect as long as the Parent Company remains a parent company as defined by law, or has controlling power over the businesses of the Company, The definition of “controlling power over the businesses” will be as prescribed by <u>the Securities and Exchange Act B.E. 2535</u>.</p>
<p>Article 32/2 Any transaction or action of the Company in the following cases must be approved by the Parent Company’s board of directors meeting or shareholders meeting (as the case may be)</p> <p>(1) Matters that must be approved by the Parent Company’s board of directors meeting before they can be performed by the Company</p> <p>(a) The appointment or nomination of the Company’s directors and executives proportionate to the Parent Company’s shareholding in the Company (the “Representative Directors of the Parent Company”)</p> <p>Unless these Articles of Association or the Parent Company’s board of directors specifies otherwise, the Representative Directors of the Parent Company will have the discretion to vote at the Company’s board of directors meeting in matters regarding general management and the normal business operation of the Company and the Company.</p> <p>The Representative Directors of the Parent Company who are appointed or nominated under the preceding paragraph must be persons whose names are listed in the list of directors and executives of the securities issuing companies (White List), and must have the qualifications, roles, duties and responsibilities as prescribed by the applicable laws. In addition, they must not possess untrustworthy characteristics as defined under the Notification of the Securities and Exchange Commission regarding Determination</p>	<p>Article 32/2 Any transaction or action of the Company in the following cases must be approved by the Parent Company’s board of directors meeting or shareholders meeting (as the case may be)</p> <p>(1) Matters that must be approved by the Parent Company’s board of directors meeting before they can be performed by the Company</p> <p>(a) The appointment or nomination of the Company’s directors and executives proportionate to the Parent Company’s shareholding in the Company (the “Representative Directors of the Parent Company”)</p> <p>Unless these Articles of Association or the Parent Company’s board of directors specifies otherwise, the Representative Directors of the Parent Company will have the discretion to vote at the Company’s board of directors meeting in matters regarding general management and the normal business operation of the Company and the Company, <u>with the exception of matters which such directors or executive having interest</u>.</p> <p>The <u>directors and executive</u> of the Parent Company who are appointed or nominated under the preceding paragraph must be persons whose names are listed in the list of directors and executives of the securities issuing companies (White List), and must have the qualifications, roles, duties and responsibilities as prescribed by the applicable laws. In addition, they must not possess untrustworthy characteristics as defined under the Notification of the Securities and</p>

Existing Articles of Association	Proposed amendments to the Articles of Association
<p>of Untrustworthy Characteristic of Company Directors and Executives.</p> <p>(b) The increase of capital by issuance of the Company's newly issued shares and the allocation of shares, including the reduction of the Company's registered or paid-up capital, which are not proportionate to the existing shareholding of the Shareholders, or any other action that will result in the proportion of the Parent Company's direct and indirect voting rights at any tier decreasing by more than 10 (ten) percent of the total votes in the Company or there occur a decrease in shareholding proportion which meets the threshold for consideration and approval by the Parent Company's board of directors meeting (using the criteria for calculating the size of a transaction as specified in the notifications of the Capital Market Supervisory Board and the Board of Governors of the Stock Exchange of Thailand, regarding acquisition or disposal assets, <i>mutatis mutandis</i>) unless this is part of the Company's business plan or annual budget as approved by the Parent Company's board of directors meeting.</p> <p>(c) The consideration and approval of an annual dividend payment and interim dividend payment (if any) by the Company, except for a dividend payment by the Company that is in accordance with its prescribed dividend policy.</p> <p>(d) The amendment to the Company's Articles of Association, except for an amendment to the Articles of Association on significant matters in accordance with article 32/2(2)(a), which must be approved by the Parent Company's shareholders meeting.</p> <p>(e) The consideration and approval of the Company's annual budget except as specified in the delegation of authority of the Company as approved by the Parent Company's board of directors meeting.</p> <p>Transaction under articles 32/2 (1) (f) to 43/2 (1) (i) are deemed to be significant transactions, which if entered will materially affect the Company's financial position and operating results. Therefore, before the Company's board of directors meeting and before the voting on these</p>	<p>Exchange Commission regarding Determination of Untrustworthy Characteristic of Company Directors and Executives.</p> <p>(b) The increase of capital by issuance of the Company's newly issued shares and the allocation of shares, including the reduction of the Company's registered or paid-up capital, which are not proportionate to the existing shareholding of the Shareholders, or any other action that will result in the proportion of the Parent Company's direct and indirect voting rights at any tier decreasing by more than 10 (ten) percent of the total votes in the Company or there occur a decrease in shareholding proportion which meets the threshold for consideration and approval by the Parent Company's board of directors meeting (using the criteria for calculating the size of a transaction as specified in the notifications of the Capital Market Supervisory Board and the Board of Governors of the Stock Exchange of Thailand, regarding acquisition or disposal assets, <i>mutatis mutandis</i>) unless this is part of the Company's business plan or annual budget as approved by the Parent Company's board of directors meeting.</p> <p>(c) The consideration and approval of an annual dividend payment and interim dividend payment (if any) by the Company, except for a dividend payment by the Company that is in accordance with its prescribed dividend policy.</p> <p>(d) The amendment to the Company's Articles of Association, except for an amendment to the Articles of Association on significant matters in accordance with article 32/2(2)(a), which must be approved by the Parent Company's shareholders meeting.</p> <p>(e) The consideration and approval of the Company's annual budget except as specified in the delegation of authority of the Company as approved by the Parent Company's board of directors meeting.</p> <p>Transaction under articles 32/2 (1) (f) to 43/2 (1) (i) are deemed to be significant transactions, which if entered will materially affect the Company's financial position and operating results. Therefore, before the Company's board of</p>

Existing Articles of Association	Proposed amendments to the Articles of Association
<p>matters by the Representative Directors of the Parent Company in the Company, approval of these transactions must be sought from the Parent Company's board of directors meeting. This is, however, provided that the size of a transaction to be entered by the Company, when compared to the characteristics and/or size of consolidate financial statement of the Parent Company (using the criteria for calculating the size of a transaction as specified in the applicable notifications of the Capital Market Supervisory Board and the Board of Governors of the Stock Exchange of Thailand, regrading connected transactions or the acquisition or disposal of assets (as the case may be) <i>mutatis mutandis</i>) meets the threshold for consideration and approval by the Parent Company's board of directors meeting. These types of transactions are specified below,</p> <p>(f) An agreement by the Company to enter a transaction with a connected person of the Parent Company or the Company, or a transaction relating to acquisition or disposal of its assets, including but not limited to:</p> <ol style="list-style-type: none"> 1) the transfer or waiver of rights and privileges, including the waiver of claims against a person, causing damages to the Company; 2) the sale or transfer of all or substantial part of the Company's business to another person; 3) the purchase or acceptance of the transfer of another company's business to the Company; 4) the entry into, amendment, or termination of an agreement regarding the lease of all or substantial part of the Company's business, the assignment for another person to manage the Company's business, or the merger of the Company's business with another person with the objective of sharing profit and loss; and 5) the rental or hire – purchase of all or substantial part of the Company's business or assets. <p>(g) The borrowing of money, lending of money, extension of credit. Provision of</p>	<p>directors meeting and before the voting on these matters by the Representative Directors of the Parent Company in the Company, approval of these transactions must be sought from the Parent Company's board of directors meeting. This is, however, provided that the size of a transaction to be entered by the Company, when compared to the characteristics and/or size of consolidate financial statement of the Parent Company (using the criteria for calculating the size of a transaction as specified in the applicable notifications of the Capital Market Supervisory Board and the Board of Governors of the Stock Exchange of Thailand, regrading connected transactions or the acquisition or disposal of assets (as the case may be) <i>mutatis mutandis</i>) meets the threshold for consideration and approval by the Parent Company's board of directors meeting. These types of transactions are specified below,</p> <p>(f) An agreement by the Company to enter a transaction with a connected person of the Parent Company or the Company, or a transaction relating to acquisition or disposal of its assets, including but not limited to:</p> <ol style="list-style-type: none"> 1) the transfer or waiver of rights and privileges, including the waiver of claims against a person, causing damages to the Company; 2) the sale or transfer of all or substantial part of the Company's business to another person; 3) the purchase or acceptance of the transfer of another company's business to the Company; 4) the entry into, amendment, or termination of an agreement regarding the lease of all or substantial part of the Company's business, the assignment for another person to manage the Company's business, or the merger of the Company's business with another person with the objective of sharing profit and loss; and 5) the rental or hire – purchase of all or substantial part of the Company's business or assets.

Existing Articles of Association	Proposed amendments to the Articles of Association
<p>guarantees and entry into a juristic act, under which the Company is bound to take on additional financial obligations, or the provision of financial assistance in any other manner to another person in a significant amount which is not part of the normal business of the Company, except for loans between the Company and the Parent Company.</p> <p>(h) The dissolution of the Company.</p> <p>(i) Any other transaction that is not a normal business transaction of the Company and significantly affects the Company.</p> <p>(2) Matters that must be approved by the Parent Company's shareholders meeting with a vote of at least three – quarters (3/4) of the total votes of shareholders who attend the meeting and have the right or vote before they can be performed by the Company.</p> <p>(a) The amendment to the Company's Articles of Association regrading matters that may significantly affect its financial position and operating results, including but not limited to the amendment of the Company's Articles of Association in a manner that may affect the Parent Company's right to vote at the Company's board of directors meeting and/or shareholders meeting and/or the dividend payment by the Company and/or right of the Parent Company as a shareholder of the Company under the law on public limited companies.</p> <p>(b) An agreement by the Company to enter a transaction with a connected person of the Parent Company or the Company or a transaction relating to the acquisition or disposal of its assets provided however that the size of a transaction entered by the Company when compared to the characteristics and/or size of consolidate financial statement of the Parent Company (using the criteria for calculating the size of a transaction as specified in the applicable notifications of the Capital Market Supervisory Board and the board of Governors of the Stock Exchange of Thailand regrading connected transactions or the acquisition or disposal of assets (as the case may be) <i>mutatis mutandis</i>) meets the threshold for</p>	<p>(g) The borrowing of money, lending of money, extension of credit. Provision of guarantees and entry into a juristic act, under which the Company is bound to take on additional financial obligations, or the provision of financial assistance in any other manner to another person in a significant amount which is not part of the normal business of the Company, except for loans between the Company and the Parent Company.</p> <p>(h) The dissolution of the Company.</p> <p>(i) Any other transaction that is not a normal business transaction of the Company and significantly affects the Company.</p> <p>(2) Matters that must be approved by the Parent Company's shareholders meeting with a vote of at least three – quarters (3/4) of the total votes of shareholders who attend the meeting and have the right or vote before they can be performed by the Company.</p> <p>(a) The amendment to the Company's Articles of Association regrading matters that may significantly affect its financial position and operating results, including but not limited to the amendment of the Company's Articles of Association in a manner that may affect the Parent Company's right to vote at the Company's board of directors meeting and/or shareholders meeting and/or the dividend payment by the Company and/or right of the Parent Company as a shareholder of the Company under the law on public limited companies.</p> <p>(b) An agreement by the Company to enter a transaction with a connected person of the Parent Company or the Company or a transaction relating to the acquisition or disposal of its assets provided however that the size of a transaction entered by the Company when compared to the characteristics and/or size of consolidate financial statement of the Parent Company (using the criteria for calculating the size of a transaction as specified in the applicable notifications of the Capital Market Supervisory Board and the board of Governors of the Stock Exchange of Thailand regrading connected transactions or the acquisition or disposal of assets (as the case may</p>

Existing Articles of Association	Proposed amendments to the Articles of Association
<p>consideration and approval by the Parent Company's shareholders meeting.</p> <p>(c) The increase of capital via the issuance of newly issued shares and the allocation of shares in the Company, or the reduction of the Company's registered or paid-up capital, whereby any such act is not proportionate to the existing shareholding of the shareholders, or any other action that will result in the proportion of the Parent Company's direct and indirect voting rights at any tier being reduced to less than proportion specified under the law applicable to the Company or when calculated the transaction size meets the threshold for consideration and approval by the Parent Company's shareholders meeting provided, that the size of a transaction entered by the Company, when compared to the size of consolidated financial statement of the Parent Company (using the criteria for calculating the size of a transaction as specified in the applicable notifications of the Capital Market Supervisory Board and the Board of Governors of the Stock Exchange of Thailand, regarding the acquisition or disposal of assets (as the case may be), <i>mutatis mutandis</i>) meets the threshold for consideration and approval by the Parent Company's shareholders meeting.</p> <p>(d) The dissolution of the business of the Company, provided, however, that the size of the Company's business to be dissolved when compared to the size of consolidated financial statement of the Parent Company (using the criteria for calculating the size of a transaction as specified in the applicable notifications of the Capital Market Supervisory Board and the Board of Governors of the Stock Exchange of Thailand regarding the acquisition or disposal of assets (as the case may be), <i>mutatis mutandis</i>) meets the threshold for consideration and approval by the Parent Company's shareholders meeting.</p> <p>(e) Any other transaction that is not deemed to be a normal business transaction of the Company and which significantly affects the Company provided, however that the size of the transaction entered by the Company, when compared to the size of consolidated financial statement of the Parent Company (using the</p>	<p>be) <i>mutatis mutandis</i>) meets the threshold for consideration and approval by the Parent Company's shareholders meeting.</p> <p>(c) The increase of capital via the issuance of newly issued shares and the allocation of shares in the Company, or the reduction of the Company's registered or paid-up capital, whereby any such act is not proportionate to the existing shareholding of the shareholders, or any other action that will result in the proportion of the Parent Company's direct and indirect voting rights at any tier being reduced to less than proportion specified under the law applicable to the Company or when calculated the transaction size meets the threshold for consideration and approval by the Parent Company's shareholders meeting provided, that the size of a transaction entered by the Company, when compared to the size of consolidated financial statement of the Parent Company (using the criteria for calculating the size of a transaction as specified in the applicable notifications of the Capital Market Supervisory Board and the Board of Governors of the Stock Exchange of Thailand, regarding the acquisition or disposal of assets (as the case may be), <i>mutatis mutandis</i>) meets the threshold for consideration and approval by the Parent Company's shareholders meeting.</p> <p>(d) The dissolution of the business of the Company, provided, however, that the size of the Company's business to be dissolved when compared to the size of consolidated financial statement of the Parent Company (using the criteria for calculating the size of a transaction as specified in the applicable notifications of the Capital Market Supervisory Board and the Board of Governors of the Stock Exchange of Thailand regarding the acquisition or disposal of assets (as the case may be), <i>mutatis mutandis</i>) meets the threshold for consideration and approval by the Parent Company's shareholders meeting.</p> <p>(e) Any other transaction that is not deemed to be a normal business transaction of the Company and which significantly affects the Company provided, however that the size of the transaction entered by the Company, when compared to the size of consolidated financial</p>

Existing Articles of Association	Proposed amendments to the Articles of Association
<p>criteria for calculating the size of a transaction as specified in the applicable notifications of the Capital Market Supervisory Board and the Board of Governors of the Stock Exchange of Thailand, regarding the acquisition or disposal of assets (as the case may be), <i>mutatis mutandis</i>) meets the threshold for consideration and approval by the Parent Company's shareholders meeting.</p> <p>Transaction under articles 32/2 (2) (f) and 32/2 (2) (g) are deemed to be significant transactions which if entered will materially affect the Company's financial position and operating results. Therefore before the Company's board of directors meeting approval of these transaction must be sought from the Parent Company's shareholders meeting. This is however provided that the size of a transaction to be entered into by the Company, when compared to the characteristics and/or size of consolidate financial statement of the Parent Company (using the criteria for calculating the size of a transaction as specified in the applicable notifications of the Capital Market Supervisory Board and the Board of Governors of the Sock Exchange of Thailand, regrading connected transactions or the acquisition or disposal of assets (as the case may be), <i>mutatis mutandis</i>) meets the threshold for consideration and approval by the Parent Company's shareholders meeting. These types of transactions are specifies below,</p> <p style="padding-left: 40px;">(f) An agreement by the Company to enter into a transaction with a connected person of the Parent Company or the Company, or a transaction relating to acquisition or disposal of its assets, including but not limited to;</p> <p style="padding-left: 80px;">(1) the transfer or waiver of rights and privileges, including the waiver of claims against a person causing damages to the Company;</p> <p style="padding-left: 80px;">(2) the sale or transfer of all or a substantial part of the Company's business to another person;</p> <p style="padding-left: 80px;">(3) the purchase or acceptance of the transfer of another company's business to the Company;</p>	<p>statement of the Parent Company (using the criteria for calculating the size of a transaction as specified in the applicable notifications of the Capital Market Supervisory Board and the Board of Governors of the Stock Exchange of Thailand, regarding the acquisition or disposal of assets (as the case may be), <i>mutatis mutandis</i>) meets the threshold for consideration and approval by the Parent Company's shareholders meeting.</p> <p>Transaction under articles 32/2 (2) (f) and 32/2 (2) (g) are deemed to be significant transactions which if entered will materially affect the Company's financial position and operating results. Therefore before the Company's board of directors meeting approval of these transaction must be sought from the Parent Company's shareholders meeting. This is however provided that the size of a transaction to be entered into by the Company, when compared to the characteristics and/or size of consolidate financial statement of the Parent Company (using the criteria for calculating the size of a transaction as specified in the applicable notifications of the Capital Market Supervisory Board and the Board of Governors of the Sock Exchange of Thailand, regrading connected transactions or the acquisition or disposal of assets (as the case may be), <i>mutatis mutandis</i>) meets the threshold for consideration and approval by the Parent Company's shareholders meeting. These types of transactions are specifies below,</p> <p style="padding-left: 40px;">(f) An agreement by the Company to enter into a transaction with a connected person of the Parent Company or the Company, or a transaction relating to acquisition or disposal of its assets, including but not limited to;</p> <p style="padding-left: 80px;">(1) the transfer or waiver of rights and privileges, including the waiver of claims against a person causing damages to the Company;</p> <p style="padding-left: 80px;">(2) the sale or transfer of all or a substantial part of the Company's business to another person;</p> <p style="padding-left: 80px;">(3) the purchase or acceptance of the transfer of another company's business to the Company;</p>

Existing Articles of Association	Proposed amendments to the Articles of Association
<p>(4) the entry into, amendment, or termination of an agreement regarding the lease of all or a substantial part of the Company's business, the assignment for another person to manage the Company's business, or the merger of the Company's business with another person with the objective of sharing profit and loss; and</p> <p>(5) the rental or hire–purchase of all or substantial part of the Company's business or assets.</p> <p>(g) The borrowing of money lending of money, extension of credit, provision of guarantees and entry into a juristic act under which the Company is bound to take on additional financial obligations, or the provision of financial assistance in any other manner to another person in a significant amount which is not part of the normal business of the Company, except for loans between Company and the Parent Company or between the Company and other subsidiary in the Parent Company group company, to with is allowed by the relevant laws without the need to seek for approval from the Parent Company shareholders meeting that requires a vote of at least three–quarters (3/4) of the total votes of shareholders who attend and entitle to vote.</p>	<p>(4) the entry into, amendment, or termination of an agreement regarding the lease of all or a substantial part of the Company's business, the assignment for another person to manage the Company's business, or the merger of the Company's business with another person with the objective of sharing profit and loss; and</p> <p>(5) the rental or hire–purchase of all or substantial part of the Company's business or assets.</p> <p>(g) The borrowing of money lending of money, extension of credit, provision of guarantees and entry into a juristic act under which the Company is bound to take on additional financial obligations, or the provision of financial assistance in any other manner to another person in a significant amount which is not part of the normal business of the Company, except for loans between Company and the Parent Company or between the Company and other subsidiary in the Parent Company group company, to with is allowed by the relevant laws without the need to seek for approval from the Parent Company shareholders meeting that requires a vote of at least three–quarters (3/4) of the total votes of shareholders who attend and entitle to vote.</p>
<p>Article 32/3 The Company's directors and executives who are appointed or nominated by the Parent Company have the following duties.</p> <p>(1) To completely and correctly disclose information about the Company's financial position and operating results related party transactions and acquisition or disposal of material assets to the Parent Company within an appropriate time specified by the Parent Company. The Company's or the Parent Company's board of directors must review any entry into connected transactions and acquisition or disposal of material assets by applying the applicable notifications of the Capital Market Supervisory Board and the Board of Governors of the Stock Exchange of Thailand regarding connected transactions or the acquisition or disposal of assets (as the case may be), mutatis mutandis.</p>	<p>Article 32/3 The Company's directors and executives who are appointed or nominated by the Parent Company have the following duties.</p> <p>(1) To completely and correctly disclose information about the Company's financial position and operating results related party transactions and acquisition or disposal of material assets to the Parent Company within an appropriate time specified by the Parent Company. The Company's or the Parent Company's board of directors must review any entry into connected transactions and acquisition or disposal of material assets by applying the applicable notifications of the Capital Market Supervisory Board and the Board of Governors of the Stock Exchange of Thailand regarding connected transactions or the acquisition or disposal of assets (as the case may be), mutatis mutandis.</p>

Existing Articles of Association	Proposed amendments to the Articles of Association
<p>(2) To disclose and deliver information about their direct or indirect interests and the related parties that are associated with the conduct of any transaction in any other business that may be anticipated to give rise to a conflict of interest with the Company and/or the Company whereby they shall deliver this information to the Parent Company's board of directors or any person assigned by the Parent Company's board of directors within the time specified by the Parent Company. The Company's board of directors has the duty to report the foregoing matter to the Parent Company's board of directors within reasonable time as specified by the Parent Company, in order to support any decision or approval based upon the overall interests of the Parent Company and the Company.</p> <p>The Company's directors and executives who are nominated or appointed by the Parent Company must not take part in approving any matter in which they have interest or conflict of interest, directly or indirectly.</p> <p>The following actions will be presumed to be in material conflict with the Company's interests if they result in the Company's directors or executives who are nominated or appointed by the Company, or their related parties, receiving financial benefits other than those they are normally entitled to, or if they cause damage to the Company or the Parent Company;</p> <p>(a) Transactions between the Company and its director, executive, or his or her related party and/or a director, executive of the Parent Company or his or her related party, that are not in accordance with the criteria regarding connected transactions;</p> <p>(b) The use of the Parent Company's or the Company's information that has become available, unless that information has been disclosed to the public; or</p> <p>(c) The use of the Parent Company's or the Company's assets or business opportunities in a manner that violates the rules or general practice specified by the Capital Market Supervisory Board</p>	<p>(2) To disclose and deliver information about their direct or indirect interests and the related parties that are associated with the conduct of any transaction in any other business that may be anticipated to give rise to a conflict of interest with the Company and/or the Company whereby they shall deliver this information to the Parent Company's board of directors or any person assigned by the Parent Company's board of directors within the time specified by the Parent Company. The Company's board of directors has the duty to report the foregoing matter to the Parent Company's board of directors within reasonable time as specified by the Parent Company, in order to support any decision or approval based upon the overall interests of the Parent Company and the Company.</p> <p>The Company's directors and executives who are nominated or appointed by the Parent Company must not take part in approving any matter in which they have interest or conflict of interest, directly or indirectly.</p> <p>The following actions will be presumed to be in material conflict with the Company's interests if they result in the Company's directors or executives who are nominated or appointed by the Company, or their related parties, receiving financial benefits other than those they are normally entitled to, or if they cause damage to the Company or the Parent Company;</p> <p>(a) Transactions between the Company and its director, executive, or his or her related party and/or a director, executive of the Parent Company or his or her related party, that are not in accordance with the criteria regarding connected transactions <u>and/or amendments currently in effect</u>;</p> <p>(b) The use of the Parent Company's or the Company's information that has become available, unless that information has been disclosed to the public; or</p> <p>(c) The use of the Parent Company's or the Company's assets or business opportunities in a manner that violates the rules or general practice specified by the Capital Market Supervisory Board</p>

Existing Articles of Association	Proposed amendments to the Articles of Association
<p>(3) To report the business operation plans, business expansion, large investment projects, and the investment business operators to the Parent Company through monthly or quarterly performance reports and to make clarifications and submit documents in support of consideration thereof, if requested by the Parent Company.</p> <p>(4) To make clarifications and submit information or documents relating to the operations to the Parent Company, upon being requested as it is appropriate.</p> <p>(5) To make clarifications and/or submit relevant documents to the Parent Company if the Parent Company detects any significant issue.</p> <p>(6) To ensure that the Company maintains an internal control system, risk management system, and anti – corruption system that are appropriate, efficient, and sufficiently comprehensive to assure that the Company’s operations will be truly in accordance with the Parent Company’s plans, budgets, and policies as well as the applicable laws notifications regulations and rules of the Securities and Exchange Commission and the Stock Exchange of Thailand and other laws that are relevant to the Company’s business so as to prevent any corrupt activities that may occur to the Parent Company, including other necessary systems. In addition, a clear operating system should be in place to show that the Company is sufficiently organized to continually and reliably disclose information about entry into material transactions according to the prescribed rules, and has a channel for the Parent Company’s directors and executives to receive the Company’s information so that they can reasonably and efficiently follow up on the Company’s internal control system, risk management system, anti–corruption system, financial position and operating results the transactions between the subsidiaries and the company’s directors and executives, and the material transactions, Furthermore, there must be a mechanism for examining those systems within the Company, and the Parent Company’s internal auditor and independent directors and/or audit committee must also be reported to the Parent</p>	<p>(3) To report the business operation plans, business expansion, large investment projects, and the investment business operators to the Parent Company through monthly or quarterly performance reports and to make clarifications and submit documents in support of consideration thereof, if requested by the Parent Company.</p> <p>(4) To make clarifications and submit information or documents relating to the operations to the Parent Company, upon being requested as it is appropriate.</p> <p>(5) To make clarifications and/or submit relevant documents to the Parent Company if the Parent Company detects any significant issue.</p> <p>(6) To ensure that the Company maintains an internal control system, risk management system, and anti – corruption system that are appropriate, efficient, and sufficiently comprehensive to assure that the Company’s operations will be truly in accordance with the Parent Company’s plans, budgets, and policies as well as the applicable laws notifications regulations and rules of the Securities and Exchange Commission and the Stock Exchange of Thailand and other laws that are relevant to the Company’s business so as to prevent any corrupt activities that may occur to the Parent Company, including other necessary systems. In addition, a clear operating system should be in place to show that the Company is sufficiently organized to continually and reliably disclose information about entry into material transactions according to the prescribed rules, and has a channel for the Parent Company’s directors and executives to receive the Company’s information so that they can reasonably and efficiently follow up on the Company’s internal control system, risk management system, anti–corruption system, financial position and operating results the transactions between the subsidiaries and the company’s directors and executives, and the material transactions, Furthermore, there must be a mechanism for examining those systems within the Company, and the Parent Company’s internal auditor and independent directors and/or audit committee must also be reported to the Parent</p>

Existing Articles of Association	Proposed amendments to the Articles of Association
<p>Company's directors and executives to ensure that the Company consistently adhere to the established system.</p> <p>(7) The company's directors, executives, staff members, employees, and designated persons, including their spouses and minor children, must not use the Parent Company's or the Company's inside information which has or may have material effects on the Parent Company or the Company for the benefit of themselves or others, either directly or indirectly with or without returns.</p>	<p>Company's directors and executives to ensure that the Company consistently adhere to the established system.</p> <p>(7) The company's directors, executives, staff members, employees, and designated persons, including their spouses and minor children, must not use the Parent Company's or the Company's inside information which has or may have material effects on the Parent Company or the Company for the benefit of themselves or others, either directly or indirectly with or without returns.</p>
<p>Article 33 No dividends shall be paid otherwise than out of profit. Should the Company still sustain an accumulated loss, no dividends shall be declared.</p> <p>Dividends shall be distributed equally according to the number of shares.</p> <p>The Board of Directors may declare an interim dividend to the shareholders from time to time if, in its opinion, the Company's profits justify such declaration, and such declaration of dividend shall be reported to the following shareholders' meeting for information.</p> <p>The payment of dividends shall be made within one month from the date on which the resolution has passed at the meeting of shareholders or of the board of directors, as the case may be. The dividend payment shall be announced to the shareholders in writing and the notice of dividend payment shall be published in a newspaper</p>	<p>Article 33 No dividends shall be paid otherwise than out of profit. Should the Company still sustain an accumulated loss, no dividends shall be declared.</p> <p>Dividends shall be distributed equally according to the number of shares.</p> <p>The Board of Directors may declare an interim dividend to the shareholders from time to time if, in its opinion, the Company's profits justify such declaration, and such declaration of dividend shall be reported to the following shareholders' meeting for information.</p> <p>The payment of dividends shall be made within one month from the date on which the resolution has passed at the meeting of shareholders or of the board of directors, as the case may be. The dividend payment shall be announced to the shareholders in writing and the notice of dividend payment shall be published in a newspaper <u>or through electronic means in accordance with the criteria and procedure prescribed by laws.</u></p>

Definition of Independent Director

Thaivivat Insurance Public Company Limited has specify the qualification of “Independent Director” **same as** the minimum requirement rules as per the Notification of Capital Market Supervisory Board Tor Jor. 4/2009 which are as under:

1. Holding share not more than 1 percent of total voting rights of the company, its parent company, subsidiary, associated company, major shareholder or controlling person of the company, which shall be inclusive of the shares held by any related persons.
2. Never or used to be an executive director, an employee, a staff member, a salary-based consultant, or a controlling person of the company, its parent company, subsidiary, associated company, subsidiary company in the same level, major shareholder or controlling person of the company, unless the foregoing status has ended for more than 2 years. This is not applied to the independent director who used to be a government officer or consultant of the government organization which hold the company’s shares as majority or a controlling person of the company.
3. Do not have any blood relation or any register by laws in term of father, mother, spouse, sibling and children, including the spouse of a child of the executive management, major shareholder, controlling person or the person who might be appointed to be management or the controlling person of the company or its subsidiary
4. Never or used to have business relationship with the company, its parent company, subsidiary, associated company, major shareholders or the controlling person of the company which may disrupt his or her independent discretion and never or used to be a substantial shareholder or a controlling person of any person who has business relationship with the company, its parent company, subsidiary, associated company, major shareholder or controlling person of the company, unless the foregoing relationship has ended for more than 2 years. The aforementioned of the business relationship includes any normal business transaction, rental or lease of immovable property, transaction relating to assets or services, or grant or receipt of financial assistance through receiving or extending loans, guarantee, providing asset as collateral, including any other similar actions, which result in the company or counterparty being liable to indebtedness payable to the other party in amount of 3 percent or more of the net tangible assets of the company or 20 million baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the calculation method for value of connected transaction under the Notification of the Capital Market Supervisory Board concerning regulations in respect of an entering into connected transaction *mutatis*. The combination of such indebtedness shall include indebtedness taking place during the course of 1 year prior to the date on which such a business relationship with the person commences.
5. Never or used to be an auditor of the company, its parent company, subsidiary, associated company, major shareholder or controlling person and not being a substantial shareholder, controlling person or partner of an audit office which employ auditor of the company, its parent company, subsidiary, associated company, major shareholder or the controlling person of the company are belong to, unless the foregoing relationship has ended for more than 2 years.
6. Never or used to be any professional adviser, including a legal advisory and financial advisory who receives an annual service fee exceeding 2 million baht from the company, its parent company, subsidiary, associated company, major shareholder or controlling person of the company, and also not being a substantial shareholder, controlling person or partner of such professional adviser, unless the forgoing relationship has ended for more than 2 years.
7. Do not be the director who has been appointed as a representative of the company, major shareholder or the shareholder related to the company’s major shareholder.
8. Do not undertaking any business the nature of which is the same as that of the company and its subsidiaries and which, in any material respect, is competitive with business of the company and its subsidiaries or not being a substantial partner in the partnership or a director who is participate in the management, an employee, a staff member, a salary-based consultant or holding shares more than 1 percent of total voting rights of a company undertaking any business the nature of which is the same as that of the company and its subsidiaries and which, in any material respect, is competitive with business of the company and its subsidiaries.
9. Do not have any characteristics that cannot make the independent opinion regarding the company’s operation.

The Independent directors whom are dominated to be a proxy from the shareholders



Mrs. Pranee Phasipol

Address 44 Tiwanon Road,Tha-sai, Muang Nontaburi ,Nontaburi 11000
Date of Birth October 13, 1949
Age 73 Years
Nationality Thai
Present Position Independent Director, Chairman of the Audit Committee, Chairman of the Investment Committee and Chairman of the Corporate Governance Committee

Education background / Training course

- B.A., Major: Accounting (Second Class Honors), Thammasat University
- M.A. Accounting, Thammasat University
- Certified Public Accountant
- Director Certification Program 10/2001 DCPU 3/2015 , ACP 20/2010, Thai Institute of Directors
- Diploma, National Defence College, The Joint State - Private Sector Course, Class 2003-2004
- Diploma in Public Law, Batch 9, Thammasat University and The Office of the Council of State
- Top Executive Program in Commerce and Trade, Batch 2, Commerce Academy , UTCC
- Certificate of Civil Service Executive Development Program, Course 1, Batch 30, Office of the Civil Service Commission
- Thailand Insurance Leadership Program Class 3 - OIC Advance Insurance Institute
- Certificate of Change Management, Ripa International, UK
- Certificate of Distance Learning Course for Insurance Supervisors (Module 2), World Bank
- Advance Audit Committee Programs (ACCP 43/2022)

Work Experience

2000 Deputy Director General, Department of Insurance, Ministry of Commerce
 2004 Deputy Director General, Department of Business Development, Ministry of Commerce
 2006 Commercial Advisor, Ministry of Commerce
 2007 - 2010 Chief of Inspector General, Ministry of Commerce
 Member of Foreign Business Commission, Ministry of Commerce
 Audit Committee, The Support Arts and Crafts International Center of Thailand
 Member of Life Insurance Fund Commission, Life Insurance Fund
 Chairman of Ethics /Committee and Member of CPA Examination Committee, Federation of Accounting Professions Under the Royal Patronage of His Majesty the King
 Member of Foreign Business Commission, Ministry of Commerce
 Qualified Person in Finance and Account, Office of the Civil Service Commission

Director position of Thaivivat Insurance Public Co., Ltd.**Director Position**

Independent Director (as the company's definition of independent director)
(appointment April 8, 2015– present)

The Audit committee (appointment April 8, 2015– May 12,2021)

Chairman of the Audit committee (appointment May 12, 2021 – present)

The Investment committee (appointment May 12, 2016– February 25, 2021)

Chairman of the Investment committee (appointment February 25, 2021 – present)

Chairman of the Corporate Governance committee (appointment February 27, 2020– present)

Number of year being as director 8 years

Executive position - None

Share holding in the company - None

Legal matters in dispute No contentious case in past 5 years

Other current position

- Independent Director, the Audit Committee, Chairman of the Investment Committee and Chairman of the Good Corporate Governance Committee, Thaivivat Holdings PCL, Investment
- Independent Director, Audit Committee, Dusit Thani PCL. , Tourism & Leisure
- Independent Director , Chairman of The audit committee and Chairman of the Nomination and Compensation Committee, SCI Electric PCL. , Energy
- Sub-Committee, Federation of Accounting Professions Under the Royal Patronage of His Majesty the King

Share holding in the company none

Legal matters in dispute No contentious case in past 5 years

- Being the directors / executives in other businesses which may generate conflict of interest with the Company. **No**

- Being the close relative to the executive or the major shareholders of the Company or the Subsidiary Company **No**

Meeting attendance / Number of Meeting

Meeting attendance for Company Director (appointment April 8,2015 – Present)

	Presented	Held
2022	8	8
2021	5	5
2020	5	5

Meeting attendance for Audit committee (appointment April 8,2015 – Present)

	Presented	Held
2022	5	5
2021	5	5
2020	5	5

Meeting attendance for Investment committee (appointment May 12, 2016)

	Presented	Held
2022	2	2
2021	2	2
2020	2	2

Meeting attendance for the Good Corporate Governance committee (appointment, February 27, 2020)

	Presented	Held
2022	2	2
2021	2	2
2020	2	2

Being Stakeholders in the proposed agenda for the meeting on 30/2023

This Independent director whom are dominated to be a proxy from the shareholders have no interest than other directors in the proposed agenda of the meeting in any way except Agenda 6 To consider and determine the Pensions of director committee

The Independent directors whom are dominated to be a proxy from the shareholders



Mrs. Poonsub Sakunee

Address 31 Soi Muban Seri Villa Yaek 4, Nong Bon, Prawet District Bangkok 10250

Date of Birth February 16, 1954

Age 69 years

Nationality Thai

Present Position Independent Director and The Audit Committee

Education background / Training course

B.A., Accounting, Thammasat University

B.A. Law, Thammasat University

The Civil Service Executive Development Program, Visionary and Moral Leadership Class 45, Civil Service Development Institute (OBEC)

Public Economic Management Course, Class 6, King Prajadhipok's Institute

Advance Certificate Course in Public Administration and Law for Executives Class 9, King Prajadhipok's Institute

Senior Executive Development Programme (SEDP), Civil Service Development Institute (OBEC)

High Administrative Justice Administrators (CDC), College of Administrative Justice Office of the Administrative Court Organize training courses

Work Experience

2011 -2012 Deputy Director-General (Primary Executive), Department of Energy Business Ministry of Energy

2012 – 2014 Ministry Inspector (Top Executives) Office of the Permanent Secretary Ministry of Energy

2014- 2020 Ethics Committee, Federation of Accounting Professions under the Royal Patronage of His Majesty the King

2014-2019 Qualified Director Institute of Energy Fund Management (Public Organization)

2018-Present - Civil Service Commissioner with qualifications in administration and management
Department of Energy Business, Ministry of Energy

2020-Present - Public Sector Audit and Evaluation Committee (PAEC), Ministry of Energy

Director position of Thaivivat Insurance Public Co., Ltd.

Director Position Independent Director (appointment, April 28, 2022 – Present)

The Audit Committee (appointment, April 28, 2022- Present)

Executive position None

Number of year being as director 1 Years

Share holding in the company None

Legal matters in dispute No contentious case in past 5 years

Other current position

Public Sector Audit and Evaluation Committee (PAEC), Ministry of Energy

Civil Service Commissioner with qualifications in administration and management, Department of Energy Business, Ministry of Energy

- Being the directors / executives in other businesses which may generate conflict of interest with the Company **No**

- Being the close relative to the executive or the major shareholders of the Company or the Subsidiary Company **No**

Meeting attendance / Number of Meeting

Meeting attendance for Company Director (appointment April 28, 2022)

	Presented	Held
2022	5*	8

Meeting attendance for The Audit Committee (appointment April 28, 2022)

	Presented	Held
2022	4*	5

*appointment April 28, 2022

Being Stakeholders in the proposed agenda for the meeting on 30/2023

This Independent director whom are dominated to be a proxy from the shareholders have no interest than other directors in the proposed agenda of the meeting in any way except Agenda 6 To consider and determine the Pensions of director committee.

Chapter 5 General Meeting of Shareholders

Article 27. The Board must arrange the shareholder's annual generating meeting within 4 months after the company's accounting period.

Any other shareholder's meeting shall be referenced to as the Extraordinary Shareholder Meeting. The Board can arrange the Extraordinary Shareholder Meeting whenever they see fit or one or more shareholder(s) holding not less than ten (10) percent of the total issued shares may request in writing to the Board of Directors to hold an extraordinary meeting of shareholders at any time but they shall clearly specify reasons for such request in the notice. In such case, the Board of Directors must hold a meeting of shareholders within forty-five days from the date of receipt of the notice.

In the case of the Board of Directors does not hold such meeting within a specified period, the shareholders who have submitted the request or other shareholders holding the aggregate Existing Provision Proposed Amendment number of shares as prescribed in this Article may hold the meeting by themselves within forty-five days from the lapse of the specified period. In this case, it shall be deemed that such shareholder's meeting is the meeting called by the Board of Directors. The Company shall be responsible for all necessary expenses incurring from the holding of the meeting and reasonable facilitation.

In the case that the quorum of the meeting convened as requested by the shareholders cannot be formed as required by this Articles of Association, the shareholders who requested the meeting shall be jointly responsible for any expenses incurring from the convening of such meeting.

In this regard, the meeting of shareholders can be conducted by means via electronic media, provided that such meeting shall be convened in accordance with the method prescribed under applicable law and regulations at the time, or the relevant law and regulations applied mutatis mutandis. Such meeting of shareholders conducted by means via electronic media bear the same effects as any meeting which the shareholders attend the meeting at the same venue in accordance with the methods at the same venue in accordance with the methods prescribed under the law and these Articles of Association.

Article 28. Fir the shareholder meeting calls, the managing director must send them the invitation letter that specifies the meeting's place, date, time, agenda and proposal, as well as any other concerning information. These information have to be clearly specify in the invitation letter, whether they are matter for approval or consideration, for the board's fairness on such matter. The letter must be delivered to the shareholder for at least 7 days prior to the meeting.

Also, the meeting call must be advertised in the newspaper, for at least 3 consecutive days and at least 3 days prior to the meeting. If Shareholder's meeting is conducted by means via electronic media a notice of the meeting and supporting documents can be sent by e-mail,

provided that such notice and supporting documents shall be sent within the period and the notice of the meeting shall be published in the newspaper for the period prescribed in this paragraph.

Article 29. During the shareholder meeting, regardless of whether the meeting is conducted in physical or by means via electronic media, there must be at least 25 shareholders, or the shareholder's authorized person (if any), attend such meeting; or at least half of the shareholders must attend the meeting and the accumulated amount of shares of attendees must be more than one third of the total sold share; only then such meeting can have the quorum.

In any meeting, after one hour of the appointment passed and there were not enough attendees so the meeting could not require a quorum as specified. If such meeting was called by the shareholders, the meeting would be canceled. However, if such meeting wasn't called by the shareholders and the invitation letter had been sent to the shareholders at least 7 days before the meeting, the quorum was not required in the latter meeting.

Article 30. In the shareholders' meeting, regardless of whether the meeting is conducted in physical or by means via electronic media, the chairperson of the board of managing director will be the chairperson of the meeting. In the event that the board's chairperson is absent or unable to attend the meeting, any of the vice chairperson can be the meeting's chairperson. In the event that there is no vice chairperson, or there is any chairperson but he is unable to attend the meeting, the attended shareholders can choose one of the shareholders to act as the meeting chairperson.

To cast their vote, all shareholders have votes that equal to the amount of the shares they have; simply put: one share equal one vote.

The voting shall be done openly, unless there are more than 5 shareholders make a request that the voting to be done anonymously. The method to cast the vote shall be decided by the meeting's chairperson.

Article 31. A resolution of the meeting of shareholders shall be made by the following votes:

(1) in an ordinary event, the majority vote of the shareholders who attend the meeting and cast their votes. In case of an equality of votes, the chairman of the meeting shall have an additional vote as a vesting vote;

(2) in the following cases, a vote of note less than three-fourths of the total number of votes of shareholders who attend the meeting and have the right to vote:

(a) the sale or transfer of the whole or essential part of the business of the company to other persons;

(b) the purchase or acceptance of transfer of the business of other

companies or private companies by the company;

(c) an executing, amending or terminating of contracts with respect to the granting of a hire of the whole or essential part of the business of the company, the entrustment of the management of the business of the company to any other person or the amalgamation of the business with other persons with the purpose of profit and loss sharing;

Article 32. The annual ordinary general meeting of shareholders shall consider the following matters:

- (1) consideration of the report of the Board of Directors concerning the company's operating performance during the preceding year;
- (2) consideration and approval of the balance sheet;
- (3) consideration of the profit allocation;
- (4) election of the directors in place of those directors retiring by rotation;
- (5) appointment of an auditors and determination of remuneration;
- (6) other matters.

แบบ ก.

อากรแสตมป์

Form A

หนังสือมอบฉันทะ

Duty Stamp

PROXY

20บาท/Baht

เขียนที่.....

Written at

วันที่เดือนพ.ศ.

Date Month Year

ข้าพเจ้า สัญชาติ

I/We Nationality

อยู่บ้านเลขที่ ถนน ตำบล/แขวง

Reside at Road Sub district

อำเภอ/เขต จังหวัด รหัสไปรษณีย์

District Province Postal Code

เป็นผู้ถือหุ้นของบริษัท ประกันภัยไทยวิวัฒน์ จำกัด (มหาชน) จำนวนหุ้น หุ้น

Am / are a shareholder of Thaiivat Insurance Public Company Limited, Holding altogether shares

ขอมอบฉันทะให้

Hereby appoint

(1) ชื่อ อายุปี อยู่บ้านเลขที่ ถนน.....

Name age years Resides at Road

ตำบล/แขวง อำเภอ/เขต จังหวัด รหัสไปรษณีย์.....

Sub district District Province Postal Code

(2) ชื่อ นางปราณี ภาวิมล กรรมการอิสระ อายุ 73 ปี อยู่บ้านเลขที่ 44 ถนนติวานนท์ 40

Name Mrs. Pranee Phasipol Independent Director age 73 years Resides at 44 Tiwanon Road

ตำบล/แขวง ท่าทราย อำเภอ/เขต เมืองนนทบุรี จังหวัด นนทบุรี รหัสไปรษณีย์ 11000

Sub district Tha-sai District Muang Nontaburi Province Nontaburi Postal Code 11000

(3) ชื่อ นางพูนทรัพย์ สุกุณี กรรมการอิสระ อายุ 69 ปี อยู่บ้านเลขที่ 386 ถนนเทพคุณากร

Name Mrs. Poonsub Sakunee Independent Director Age 69 years Resides at 386 Thepkunakorn Road

ตำบล/แขวง หน้าเมือง อำเภอ/เขต เมือง จังหวัด ฉะเชิงเทรา รหัสไปรษณีย์ 24000

Sub district Na Mueang District Mueang Province Chachoengsao Postal Code 24000

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุม และออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2566

Each one of the above as my / our proxy to attend and vote on my /our behalf at the Annual General Meeting of Shareholders Year 2023

ในวันที่ 27 เมษายน 2566 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

on April 27 ,2023 at 2.00 p.m., via electronic method (E-AGM) or at any adjournment thereof to any other date, time and venue.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried by the proxy in the said meeting shall be deemed as having been carried out by myself/ ourselves.

ลงชื่อ/Signedผู้มอบฉันทะ/Grantor

(.....)

ลงชื่อ/Signedผู้รับมอบฉันทะ/Proxy

(.....)

หมายเหตุ**Note**

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
1. The Shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.
2. ผู้ถือหุ้นจะมอบฉันทะเท่ากับจำนวนหุ้นที่ถือ โดยไม่สามารถจะมอบฉันทะเพียงบางส่วนน้อยกว่าจำนวนที่ถือไว้ได้
2. The Shareholder must grant all of the shares to the proxy. The Shareholder may not grant a portion of the Shares to the proxy.

แบบ ข.

Form B

แบบหนังสือมอบฉันทะ

PROXY

อากรแสตมป์

Duty Stamp

20 บาท/Baht

เขียนที่.....

Written at

วันที่เดือนพ.ศ.

Date Month Year

(1) ข้าพเจ้า สัญชาติ

I/We

Nationality

บ้านเลขที่ ถนน ตำบล/แขวง เขต.....

Reside at Road Sub district District

จังหวัด รหัสไปรษณีย์

Province Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท ประกันภัยไทยวิวัฒน์ จำกัด (มหาชน) จำนวนหุ้น.....หุ้น

Am/are a shareholder of Thaivivat Insurance Public Company Limited, Holding Altogether Share

(3) ขอมอบฉันทะให้

Hereby appoint

(1) ชื่ออายุปี อยู่บ้านเลขที่ถนน.....

Name age years Resides at Road

ตำบล/แขวง อำเภอ/เขต จังหวัด รหัสไปรษณีย์.....

Sub district District Province Postal Code

(2) ชื่อ นางปราณี ภาณีผล กรรมการอิสระ อายุ 73 ปี อยู่บ้านเลขที่ 44 ถนนติวานนท์ 40

Name Mrs. Pranee Phasipol Independent Director age 73 years Resides at 44 Tiwanon Road

ตำบล//แขวง ท่าทราย อำเภอ/เขต เมืองนนทบุรี จังหวัด นนทบุรี รหัสไปรษณีย์ 11000

Sub district Tha-sai District Muang Nontaburi Province Nontaburi Postal Code 11000

(3) ชื่อ นางพูนทรัพย์ สุกณี กรรมการอิสระ อายุ 69 ปี อยู่บ้านเลขที่ 386 ถนนเทพคุณากร

Name Mrs. Poonsub Sakunee Independent Director Age 69 years Resides at 386 Thepkunakorn Road

ตำบล//แขวง หน้าเมือง อำเภอ/เขต เมือง จังหวัด ฉะเชิงเทรา รหัสไปรษณีย์ 24000

Sub district Na Mueang District Mueang Province Chachoengsao Postal Code 24000

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุม และออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2566

Each one of the above as my / our proxy to attend and vote on my /our behalf at the Annual General Meeting of Shareholders Year 2023

ในวันที่ 27 เมษายน 2566 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

on April 27 ,2023 at 2.00 p.m., via electronic method (E-AGM) or at any adjournment thereof to any other date, time and venue.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We hereby authorize the proxy to vote on my/our behalf at this meeting as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ครั้งที่ 29/2565

Agenda 1 To consider and approve the Minutes of the Annual General Shareholders' Meeting No. 29/2022

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote as per my / our intention as follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ 2 พิจารณารับทราบรายงานของคณะกรรมการเกี่ยวกับผลการดำเนินงานของบริษัทฯ ในรอบปี 2565

Agenda 2 To consider the Board of Directors annual report of the company's performance for 2022.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote as per my / our intention as follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ 3 พิจารณานุมัติงบการเงินของบริษัทฯ สำหรับรอบระยะเวลาบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2565

Agenda 3 To consider and approve the company's 2022 Financial Statement

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote as per my / our intention as follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ 4 พิจารณานุมัติการจัดสรรเงินกำไรและการจ่ายเงินปันผล

Agenda 4 To consider and approve the appropriation of the Company's annual net profit and dividend.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote as per my / our intention as follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ 5 พิจารณานุมัติการเลือกตั้งกรรมการแทนกรรมการที่ด้อยออกตามวาระ

Agenda 5 To consider and approve the election of the directors replacing the directors whose term expired.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote as per my / our intention as follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

การแต่งตั้งกรรมการทั้งหมด

Appoint all in the list

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

การแต่งตั้งกรรมการเป็นรายบุคคล

Appoint individually

1. นางสุภาภรณ์ บุรพุกุลศรี

Mrs. Supaporn Burapakusolsri

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

2. นายจิรพันธ์ อัสวะธนกุล

Mr. Jiraphant Asvatanakul

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

3. รองศาสตราจารย์ ดร.สมบัติ ธีระตระกูลชัย

Associate Professor Dr. Sombat Thiratrakoolchai

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ 6 พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการประจำปี 2566

Agenda 6 To consider and approve Director's remuneration.

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote as per my / our intention as follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ 7 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชี

Agenda 7 To consider approve and appoint the external auditor and set auditing fee.

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote as per my / our intention as follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ 8 พิจารณานุมัติการแก้ไขเพิ่มเติมข้อบังคับของบริษัทฯ

Agenda 8 To consider and approve the amendment to the Company's Articles of Association.

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote as per my / our intention as follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ 9 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 9 To consider other matters (If any)

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote as per my / our intention as follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

The votes of the proxy in any agenda is not specified in the proxy form, the vote is not correct and not the vote from myself / Ourselves in the position of shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case, I/We have not specified my/our voting intention in any agenda or not clearly specified of in case the meeting considers or passes resolutions in any matter other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried by the proxy in the said meeting shall be deemed as having been carried out by myself/ourselves

ลงชื่อ/Signedผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ/Signedผู้รับมอบฉันทะ/Proxy
(.....)

หมายเหตุ 1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

Note

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.

2. ผู้ถือหุ้นจะต้องมอบฉันทะเท่ากับจำนวนหุ้นที่ระบุไว้ในข้อ (2) โดยไม่สามารถจะมอบฉันทะเพียงบางส่วนน้อยกว่าจำนวนที่ระบุไว้ในข้อ(2) ได้

A shareholder must grant all of the shares specified in Clause (2). The shareholder may not grant a portion of the shares less than those specified in Clause (2) to the proxy.

3. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมไว้ในใบประจำต่อแบบหนังสือมอบฉันทะตามแนบ

In case of the considered agenda is more than the agenda specified in this form, the shareholder can be specified in the attached allonge of the proxy form.

Proxy

เขียนที่

Written at

วันที่ เดือน พ.ศ.

Date Month Year

(1) ข้าพเจ้า

I/We,

สำนักงานตั้งอยู่เลขที่ ถนน ตำบล/แขวง

The office resides at Road Sub district

อำเภอ/เขต จังหวัด รหัสไปรษณีย์

District Province Postal Code

ในฐานะผู้ประกอบการธุรกิจเป็นผู้รับฝากและดูแลหุ้น ให้กับ

Am/are in the business of a custodian for

ซึ่งเป็นผู้ถือหุ้นของ บริษัท ประกันภัยไทยวิวัฒน์ จำกัด (มหาชน) โดยถือหุ้นสามัญจำนวนทั้งสิ้นรวม หุ้น

is a shareholder of Thaivivat Insurance Public Company Limited holding altogether..... Shares

(3) ขอมอบฉันทะให้

Hereby appoint

(1) ชื่อ อายุ ปี อยู่บ้านเลขที่ ถนน

Name age years Resides at Road

ตำบล/แขวง อำเภอ/เขต จังหวัด รหัสไปรษณีย์

Sub district District Province Postal Code

(2) ชื่อ นางปราณี ภาสิผล กรรมการอิสระ อายุ 73 ปี อยู่บ้านเลขที่ 44 ถนนติวานนท์ 40

Name Mrs. Pranee Phasipol Independent Director age 73 years Resides at 44 Tiwanon Road

ตำบล/แขวง ท่าทราย อำเภอ/เขต เมืองนนทบุรี จังหวัด นนทบุรี รหัสไปรษณีย์ 11000

Sub district Tha-sai District Muang Nontaburi Province Nontaburi Postal Code 11000

(3) ชื่อ นางพูนทรัพย์ สุกณี กรรมการอิสระ อายุ 69 ปี อยู่บ้านเลขที่ 386 ถนนเทพคุณากร

Name Mrs. Poonsub Sakunee Independent Director Age 69 years Resides at 386 Thepkunakorn Road

ตำบล/แขวง หน้าเมือง อำเภอ/เขต เมือง จังหวัด ฉะเชิงเทรา รหัสไปรษณีย์ 24000

Sub district Na Mueang District Mueang Province Chachoengsao Postal Code 24000

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุม และออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2566

Each one of the above as my / our proxy to attend and vote on my /our behalf at the Annual General Meeting of Shareholders Year 2023

ในวันที่ 27 เมษายน 2566 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

on April 27 ,2023 at 2.00 p.m., via electronic method (E-AGM) or at any adjournment thereof to any other date, time and venue.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We hereby authorize the proxy to vote on my/our behalf at this meeting as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ครั้งที่ 29/2565

Agenda 1 To consider and approve the Minutes of the Annual General Shareholders' Meeting No. 29/2022

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote as per my / our intention as follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ 2 พิจารณารับทราบรายงานของคณะกรรมการเกี่ยวกับผลการดำเนินงานของบริษัทฯ ในรอบปี 2565

Agenda 2 To consider the Board of Directors annual report of the company's performance for 2022.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote as per my / our intention as follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ 3 พิจารณานุมัติงบการเงินของบริษัทฯ สำหรับรอบระยะเวลาบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2565

Agenda 3 To consider and approve the company's 2022 Financial Statement

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote as per my / our intention as follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ 4 พิจารณานุมัติการจัดสรรเงินกำไรและการจ่ายเงินปันผล

Agenda 4 To consider and approve the appropriation of the Company's annual net profit and dividend.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote as per my / our intention as follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ 5 พิจารณานุมัติการเลือกตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ

Agenda 5 To consider and approve the election of the directors replacing the directors whose term expired.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote as per my / our intention as follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

การแต่งตั้งกรรมการทั้งหมด

Appoint all in the list

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

- การแต่งตั้งกรรมการเป็นรายบุคคล
Appoint individually
1. นางสุภาภรณ์ บุรพกุลศรี
Mrs. Supaporn Burapakusolsri
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
2. นายจिरพันธ์ อัสวะธนกุล
Mr. Jiraphant Asvatanakul
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
3. รองศาสตราจารย์ ดร.สมบัติ ชีระตระกูลชัย
Associate Professor Dr. Sombat Thiratrakoolchai
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 6 พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการประจำปี 2566

Agenda 6 To consider and approve Director’s remuneration.

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy shall vote as per my / our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 7 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชี

Agenda 7 To consider approve and appoint the external auditor and set auditing fee.

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy shall vote as per my / our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 8 พิจารณานุมัติการแก้ไขเพิ่มเติมข้อบังคับของบริษัทฯ

Agenda 8 To consider and approve the amendment to the Company’s Articles of Association.

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy shall vote as per my / our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 9 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 9 To consider other matters (If any)

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote as per my / our intention as follows:

เห็นด้วย
Approve

ไม่เห็นด้วย
Disapprove

งดออกเสียง
Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่ากรลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

The votes of the proxy in any agenda is not specified in the proxy form, the vote is not correct and not the vote from myself / Ourselves in the position of shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case, I/We have not specified my/our voting intention in any agenda of not clearly specified of in case the meeting considers or passes resolutions in any matter other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried by the proxy in the said meeting shall be deemed as having been carried out by myself/ourselves

ลงชื่อ/Signedผู้มอบฉันทะ/Grantor

(.....)

ลงชื่อ/Signedผู้รับมอบฉันทะ/Proxy

(.....)

หมายเหตุ

Note

1. หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น

The proxy form C. is valid only in case of the register shareholder is the foreigner and appointed the custodian in Thailand as A depository.

2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะคือ

The documents attach along with the proxy form as follows :

- (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน

(1) The power attorney from the shareholders to the custodian granted for the action and sign on behalf of the shareholders.

- (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)

(2) The confirmation of the signed person in the proxy form is authorized to do the custodian business.

- 3 ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบอำนาจเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy must authorize only one proxy only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.

4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งทั้งชุด หรือเลือกตั้งกรรมการเป็นรายบุคคล

In the agenda subject to appoint the directors, the shareholder may vote for the whole group or individual director.

5. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมไว้ในใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ค. ตามแนบ

In case of the considered agenda is more than the agenda specified in this form, the shareholder can be specified in the attached allonge of the proxy form C.

Guidelines for the Electronic Meeting (E-AGM) Attendance

Thaivivat Insurance Public Company Limited (TVI) convene the Annual General Meeting of Shareholders No.30/ 2023 on Thursday 27 April, 2023 at 14.00 p.m. by electronic meeting platform (E-AGM) in accordance with the Emergency Decree on Electronic Meeting B.E. 2563.

To attend the No.30/2023 E-AGM either in person or by proxy, please kindly see details about preparation for e-Registration, attending the e-Meeting, asking questions, and voting procedures in the User Manual Electronics Meeting System for the Shareholders' Meeting (Enclosure 13).

The pre-registration will start from 12 April 2023 until the Meeting is ended.

For more information:

E-AGM service for Registration and Attending the Meeting

<https://portal.eservice.set.or.th/Account/Login?refer=sdbvyDC9tApJlwSf491xWX8IBNq2MCCF9p%2bZppgVv0GHZNIveHgh1g%3d%3d>



User's Manual for the Electronic Meeting System for the Shareholders' Meeting (E-AGM)

<https://www.set.or.th/th/dap/services/e-shareholder-meeting>



Registration Procedures

Online self-registration via DAP e-Shareholder Meeting system

1. Attend the meeting in person - Individual person with the ID card

Please proceed the followings: -

- (1) Self-Register via



<https://portal.eservice.set.or.th/Account/Login?refer=sdbvyDC9tApJlwSf491xWXIBNq2MCCF9p%2bZppgVv0GHZNIveHgh1g%3d%3d>

- (2) Select "New Registration"
- (3) Shareholders accept the terms and conditions for attending the shareholders' meeting via DAP e-Shareholder Meeting system by marking and pressing "OK" button
- (4) Select "Attend in person"
- (5) Select "Thai person"
- (6) Shareholders fill out information as specified, including:
 - Name-Surname
 - ID card number and laser code on the back of the ID card
 - Date of birth(Please specify the year as B.E.)
 - Email address (It will be used as your username when logging in)
 - Password
 - Mobile phone number
- (7) Shareholders consent to receive documents in electronic format from the meeting organizer by marking
- (8) Click "Next"
- (9) OTP will be sent to your mobile phone number and email as specified (If shareholder have registered by using a foreign phone number, the OTP will be only sent to your email) Enter OTP and click "Next"
- (10) Shareholders need to take pictures of yourself holding the ID card as explained in 3 steps below:
 - Picture 1: Picture of yourself
 - Picture 2: Picture of your ID card
 - Picture 3: Picture of yourself holding your ID card
- (11) Shareholders review the registration information and securities holding information. If the information is correct, click "Submit"
- (12) Shareholders will receive an email confirming your registration result. If you cannot find the email, please check Junk mail or contact the Company's staff.

*** Please keep your Username and Password confidential.
Your login account should never be disclosed to others ***

2. Attend the meeting in person – Foreign person / person without the ID card or juristic person

Please proceed the followings: -

(1) Self-Register via



<https://portal.eservice.set.or.th/Account/Login?refer=sdbvyDC9tApJlwSf491xWX8IBNq2MC CF9p%2bZppgVv0GHZNIveHgh1g%3d%3d>

(2) Select “New Registration”

(3) Shareholders accept the terms and conditions for attending the shareholders' meeting via DAP e-Shareholder Meeting system by marking and pressing “OK” button

(4) Select “Attend in person”

(5) Select “Foreign person / person without the ID card or juristic person”

(6) Shareholders fill out information as specified, including:

Foreign person / person without the ID card

- Name-Surname
- Passport / Non -Thai ID / Government Officer Number
- Email address (It will be used as your username when logging in)
- Password
- Mobile phone number Juristic person
- Juristic person name (Company Name)
- Registration Number
- Juristic person representative information: ID card number / laser code on the back of the ID card and date of birth
- Email address (It will be used as your username when logging in)
- Password
- Mobile phone number

(7) Shareholders consent to receive documents in electronic format from the meeting organizer by marking

(8) Click “Next”

(9) OTP will be sent to your mobile phone number and email as specified (If shareholder have registered by using a foreign phone number, the OTP will be only sent to your email) Enter OTP and click “Next”

(10) Foreign person / person without the ID card Take a picture of yourself and upload attachments as specified in the invitation letter and pressing “Upload File” Juristic person Upload attachments as specified in the invitation letter and pressing “Upload File”

(11) Shareholders review the registration information and securities holding information. If the information is correct, click “Submit”

(12) Shareholders will receive an email confirming your registration result. If you cannot find the email, please check Junk mail or contact the Company’s staff.

*** Please keep your Username and Password confidential.
Your login account should never be disclosed to others ***

3. Proxy A (Another person)

Please proceed the followings: -

(1) Self-Register via



<https://portal.eservice.set.or.th/Account/Login?refer=sdbvyDC9tApJlwSf491xWX8IBNq2MC CF9p%2bZppgVv0GHZNIveHgh1g%3d%3d>

(2) Select “New Registration”

(3) Shareholders accept the terms and conditions for attending the shareholders' meeting via DAP e-Shareholder Meeting system by marking and pressing “OK” button

(4) Select “Proxy”

(5) Select “Proxy A (Another person)”

(6) Shareholders fill out information of the shareholder who appoints a proxy, including:

- Name-Surname
- ID card number and laser code on the back of the ID card
- Date of birth(Please specify the year as B.E.)
- Email address ▪ Mobile phone number

(7) Shareholders consent to receive documents in electronic format from the meeting organizer by marking

(8) Click “Next”

(9) OTP will be sent to your mobile phone number you have registered, Enter OTP and click “Next”

(10) Fill out proxies information

- Name-Surname / Age
- ID card number / Address
- Email address
- Mobile phone number

(11) Shareholder uploads the proxy form A with Documents Required for Attending the Meeting and pressing “Upload File”

(12) When filling out all information, press the button “Next”

(13) Shareholders review the registration information and securities holding information. If the information is correct, click “Submit”

Proxies will receive an email with the initial password. Proxies will have to reset a new password before logging in to DAP e-Shareholder Meeting.

4. Proxy B (Independent director)

Please proceed the followings: -

(1) Self-Register via



<https://portal.eservice.set.or.th/Account/Login?refer=sdbvyDC9tApJlwSf491xWX8IBNq2MCCF9p%2bZppgVv0GHZNIveHgh1g%3d%3d>

- (2) Select “New Registration”
- (3) Shareholders accept the terms and conditions for attending the shareholders' meeting via DAP e-Shareholder Meeting system by marking and pressing “OK” button
- (4) Select “Proxy”
- (5) Select “Proxy B (Independent director)”
- (6) Shareholders fill out information of the shareholder who appoints a proxy, including:
 - Name-Surname
 - ID card number and laser code on the back of the ID card
 - Date of birth (Please specify the year as B.E.)
 - Email address
 - Mobile phone number
- (7) Shareholders consent to receive documents in electronic format from the meeting organizer by marking
- (8) Click “Next”
- (9) OTP will be sent to your mobile phone number you have registered, Enter OTP and click “Next”
- (10) Specify an independent director you wish to appoint a proxy
- (11) Shareholder who appoints a proxy cast a vote in advance for all agenda
- (12) Shareholder uploads the proxy form B with Documents Required for Attending the Meeting and pressing “Upload File”
- (13) When filling out all information, press the button “Next”
- (14) Shareholders review the registration information and securities holding information. If the information is correct, click “Submit”

The shareholder will receive an email informing your proxy registration result to confirm that the proxy registration has been completed. However, the shareholder will not receive the password, as the proxy are appointed to independent director and your vote was already.

Manual registration by the Company on behalf of the Shareholders

Shareholders attend the meeting in person

1. Individual Shareholders

Please proceed the followings: -

- (1) fill out “Notification of Meeting” which the Company has sent together with the invitation letter of the meeting (first page with QR Code)
- (2) a copy of “Identification document”¹ of the shareholders and certified true copy by the shareholders

2. Juristic Shareholders

Please proceed the followings: -

- (1) fill out “Notification of Meeting” which the Company has sent together with the invitation letter of the meeting (first page with QR Code)
- (2) a copy of “affidavit or certificate of incorporation of the juristic shareholders”²
- (3) a copy of “Identification document”¹ of the shareholders and certified true copy by the shareholders’ representatives
- (4) a copy of “Identification document”¹ of the proxy holder and certified true copy by the proxy holder

- Please send the original copy of the above documents to the Company by post within April 21, 2023 to the following address:

Miss Nantawan Arunpiriyakul

Thaivivat Insurance Public Company Limited

71 Dindaeng Road, Sansen Nai, Phaya Thai, Bangkok 10400

Email : Nantawan_aru@thaivivat.co.th

- Shareholders will receive email confirming your registration result. If you cannot find the email, please check junk mail, or contact the Company’s staff.

- The Company reserves the right not to register in the case of documents deliver after the date specified above or documents are incomplete or incorrect or not comply to specified conditions.

* Please keep your Username and Password confidential.

Your login account should never be disclosed to others *

² “Affidavit or Certificate of Incorporation of the shareholder” issued by the Ministry of Commerce, a competent authority of the country in which such juristic person is situated, or an officer of such juristic person, in where the information as to the name, the address of the head office, and the person(s) having power to place his/her/their signature(s) or to act on behalf of such juristic person (including any condition or limitation thereof), etc. must be specified, which the issuing date of such document must not be longer than 1 year from the meeting date, and such document must be certified as true and correct by such authorized representative(s) (proxy granter) Appointing a Proxy to another person to attend the Meeting

¹ “Identification document” must be the document containing the photo of such person issued by the Government Agency, such as Identification Card, Driver License, or Passport (In case of Foreign Shareholder). In case of changing name or surname, please submit a copy of Certification of Name Change.

Appointing a Proxy to another person to attend the Meeting

1. Individual Shareholders

Please proceed the followings: -

- (1) fill out "Notification of Meeting" which the Company has sent together with the invitation letter of the meeting (first page with QR Code)
- (2) a Proxy Form B attached to the invitation of the Meeting, accurately completed and signed by the shareholders' representatives and the proxy holder
- (3) a copy of "Identification document" ¹of the shareholders and certified true copy by the shareholders' representatives
- (4) a copy of "Identification document" of the proxy holder and certified true copy by the proxy holder

2. Juristic Shareholders

Please proceed the followings: -

- (1) fill out "Notification of Meeting" which the Company has sent together with the invitation letter of the meeting (first page with QR Code)
- (2) a Proxy Form B attached to the invitation of the Meeting, accurately completed and signed by the shareholders' representatives and the proxy holder
- (3) a copy of "affidavit or certificate of incorporation of the juristic shareholders" ²
- (4) a copy of "Identification document"¹ of the shareholders and certified true copy by the shareholders' representatives
- (5) a copy of "Identification document"¹ of the proxy holder and certified true copy by the proxy holder

▪ Please send the original copy of the above documents to the Company by post within 21 April 2023 to the following address:

Miss Nantawan Arunpiriyakul

Thaivivat Insurance Public Company Limited

71 Dindaeng Road, Sansen Nai, Phaya Thai, Bangkok 10400

Email : Nantawan_aru@thaivivat.co.th

- Shareholders will receive email confirming your registration result. If you cannot find the email, please check junk mail or contact the Company's staff.
- The Company reserves the right not to register in the case of documents deliver after the date specified above or documents are incomplete or incorrect or not comply to specified conditions.

Proxies will receive an email with the initial password. Proxies will have to reset a new password before logging in to DAP e-Shareholder Meeting

¹ "Identification document" must be the document containing the photo of such person issued by the Government Agency, such as Identification Card, Driver License, or Passport (In case of Foreign Shareholder). In case of changing name or surname, please submit a copy of Certification of Name Change.

² "Affidavit or Certificate of Incorporation of the shareholder" issued by the Ministry of Commerce, a competent authority of the country in which such juristic person is situated, or an officer of such juristic person, in where the information as to the name, the address of the head office, and the person(s) having power to place his/her/their signature(s) or to act on behalf of such juristic person (including any condition or limitation thereof), etc. must be specified, which the issuing date of such document must not be longer than 1 year from the meeting date, and such document must be certified as true and correct by such authorized representative(s) (proxy granter) Appointing a Proxy to another person to attend the Meeting

Appointing a Proxy to Independent Director

1. Individual Shareholders

Please proceed the followings: -

- (1) fill out “Notification of Meeting” which the Company has sent together with the invitation letter of the meeting (first page with QR Code)
- (2) a Proxy Form B attached to the invitation of the Meeting, accurately completed and signed by the shareholders’ representatives and the proxy holder
- (3) a copy of “Identification document”¹ of the shareholders and certified true copy by the shareholders’ representatives

2. Juristic Shareholders

Please proceed the followings: -

- (1) fill out “Notification of Meeting” which the Company has sent together with the invitation letter of the meeting (first page with QR Code)
- (2) a Proxy Form B attached to the invitation of the Meeting, accurately completed and signed by the shareholders’ representatives and the proxy holder
- (3) a copy of “affidavit or certificate of incorporation of the juristic shareholders”²
- (4) a copy of “Identification document”¹ of the shareholders and certified true copy by the shareholders’ representatives

3. Non-Thai Individual Shareholders or Non-Thai Juristic Persons Established under Foreign Laws Appointing Custodian in Thailand

Please proceed the followings: -

- (1) fill out “Notification of Meeting” which the Company has sent together with the invitation letter of the meeting (first page with QR Code)
- (2) a Proxy Form C which can be downloaded from <https://thaivivat.co.th/pdf/Investor/meeting/2022/Proxy.pdf> accurately completed and signed by the shareholders’ representatives and the proxy holder
- (3) a copy of “affidavit or certificate of incorporation of the juristic shareholders”²
- (4) a copy of “Identification document”¹ of the shareholders and certified true copy by the shareholders’ representatives
- (5) a copy of “confirmation letter stating that the custodian has obtained a license” to undertake or engage in custodian business

¹ “Identification document” must be the document containing the photo of such person issued by the Government Agency, such as Identification Card, Driver License, or Passport (In case of Foreign Shareholder). In case of changing name or surname, please submit a copy of Certification of Name Change.

² “Affidavit or Certificate of Incorporation of the shareholder” issued by the Ministry of Commerce, a competent authority of the country in which such juristic person is situated, or an officer of such juristic person, in where the information as to the name, the address of the head office, and the person(s) having power to place his/her/their signature(s) or to act on behalf of such juristic person (including any condition or limitation thereof), etc. must be specified, which the issuing date of such document must not be longer than 1 year from the meeting date, and such document must be certified as true and correct by such authorized representative(s) (proxy granter) Appointing a Proxy to another person to attend the Meeting

(6) a copy of “Identification document of the Custodian”³

(7) Original documents which are neither in Thai nor in English must be submitted together with Thai or English translation, certified true and correct by its authorized officer (if any)

▪ Please send the original copy of the above documents to the Company by post within 21 April 2023 to the following address:

Miss Nantawan Arunpiriyakul

Thaivivat Insurance Public Company Limited

71 Dindaeng Road, Sansen Nai, Phaya Thai, Bangkok 10400

Email : Nantawan_aru@thaivivat.co.th

▪ Shareholders will receive email confirming your registration result. If you cannot find the email, please check junk mail or contact the Company’s staff.

▪ The Company reserves the right not to register in the case of documents deliver after the date specified above or documents are incomplete or incorrect or not comply to specified conditions.

The shareholder will receive an email informing your proxy registration result to confirm that the proxy registration has been completed. However, the shareholder will not receive the password, as the proxy are appointed to independent director and your vote was already casted

NOTIFICATION OF IDENTITY VERIFICATION

After receiving documents for registration and / or proxy appointment; the Company will check and verify for completeness and correctness of all documents. Then, the Company will send Username and Password along with the WebLink to log-in to the E-AGM meeting system via e-mail specified in the document. The Company reserves the right not to register in the case of documents deliver after the date specified above or documents are incomplete or incorrect or not comply to specified conditions.

*** Please keep your Username and Password confidential.**
Your login account should never be disclosed to others *

³ “Affidavit of the custodian” issued by the Ministry of Commerce no longer than 1 year from the meeting date and certified true and correct by the authorized representative(s) or the attorney-in-fact of the custodian (if a power of attorney is presented, such power of attorney must state that the attorney-in-fact is empowered to certify the document as such)

Documents Required for Attending the Meeting

1) For Natural Person (Proxy)

- (1) Notification of Meeting, which is sent together with the notice of the invitation of the meeting.
- (2) One of the Proxy Forms as attached to the Notice to Shareholders, completely filled in and Signed by the Shareholder and the Proxy
- (3) Copy of valid identification card or government officer card or driving license or passport (in case of foreign shareholders) of the grantor, certified as true and correct copy by the grantor.
- (4) Copy of Valid identification card or government officer card or driving license or passport (in case of foreign shareholders) of the proxy, certified as true and correct copy by the proxy.

2) For Juristic Person

2.1) Representative of Shareholder (Authorized Director) Attending the Electronic Meeting.

- (1) Notification of Meeting, which is sent together with the notice of the invitation of the meeting.
- (2) Registration form for authorized of juristic person which has been filled in completely and correctly and signed by the authorized signatory of juristic person.
- (3) Copy of an affidavit of the shareholder, issued by the Ministry of Commerce within 6 months of the meeting date, certified as true and correct copy by the authorized representative, with the statement showing that such authorized representative who attends the meeting is empowered to act on behalf of such juristic shareholder.
- (4) Copy of valid identification card or government officer card or driving license or passport (in case of foreign shareholders) of the authorized representative, certified as true and correct copy by the representative.

* In case of the authority to bind the company comprise authorized signatory of 2 or above directors, please grant the proxy to individual to attend the meeting as specified in 2.2) below.

2.2) Proxy

- (1) Notification of Meeting, which is sent together with the notice of the invitation of the meeting.
- (2) One of the Proxy Forms as attached to the Notice to Shareholders, completely filled in and signed by the Shareholder and the Proxy
- (3) Copy of an affidavit of the shareholder, issued by the Ministry of Commerce within 6 months of the meeting date, certified as true and correct copy by the authorized representative, with the statement showing that such authorized representative who attends the meeting is empowered to act on behalf of such juristic shareholder.
- (4) Copy of valid identification card or government officer card or driving license or passport (in case of foreign shareholders) of the authorized representative, certified as true and correct copy by the representative.
- (5) Copy of Valid identification card or government officer card or driving license or passport (in case of foreign shareholders) of the proxy, certified as true and correct copy by the proxy.

ATTENDING THE ELECTRONIC ANNUAL GENERAL MEETING OF SHAREHOLDERS (E-AGM)

Please kindly see details about preparation for attending the e-Meeting, asking questions, and voting procedures in the User Manual Electronics Meeting System for the Shareholders' Meeting via

<https://www.set.or.th/th/dap/services/e-shareholder-meeting>



Shareholders or Proxy holders can log in to e-service from 13.00 p.m. on the Meeting date with the provided Username & Password and OTP code at

<https://portal.eservice.set.or.th/Account/Login?refer=sdbvyDC9tApJlwSf491xWX8IBNq2MCCF9p%2bZppgVv0GHZNIveHgh1g%3d%3d>

or scan QR code here.



ASKING QUESTIONS IN THE E-MEETING

Before casting the vote in each agenda, the Company will give shareholders an opportunity to make inquiries or comments on the issues related to such agenda as appropriate or during the Meeting, shareholders can submit questions in advance:

- Click "Send Question"
- Choose the agenda you wish to ask question
- Type your question (Optional)
- Click "Send Question"

Please wait for notification from the system administration by returning to the WebEx application and preparing to open microphone and camera and making inquiries and comments accordingly. Shareholder are requested to notify their names before making the inquiries or comments in the Meeting.

VOTING PROCEDURES

To cast a vote, one share shall have one vote

Shareholders are able to vote by press the voting button and vote on such agenda

A shareholder or a proxy may cast a vote to "Approve" or "Disapprove" or "Abstain"

If the shareholders have assigned the proxy to vote on each agenda item as stated in the Proxy Form, the Company will record the votes as specified by the shareholders in the Proxy Form.

VOTE COUNTING

In counting the votes for each agenda item, the Company will count the votes for “Approve” or “Disapprove” and “Abstain”. For a simple majority vote of the shareholders who attend the Meeting, the “Abstain” votes would not be counted as base score. For a special resolution which require two-thirds of the total shares held by the shareholders attending the Meeting or three- quarters of the total shares held by the shareholders attending the Meeting, the “Abstain” votes would be counted as base score.

To pass a resolution, a simple majority vote of the shareholders who attend the Meeting and are entitled to vote is required, except Agenda 6 To consider and approve Director’s remuneration, which requires the vote of not less than two-thirds of the total shares held by the shareholders who attend the Meeting. Agenda 8 To consider and approve the amendment to the Company’s Articles of Association to be consistent with the Shareholding Management Restructuring Plan, which requires the vote of not less than three-fourths of the total number of shareholders votes present at the meeting and entitled to vote.

ANNOUNCING VOTE COUNTING RESULT

After vote counting for each agenda item is completed, the Company will announce the voting results as approval, disapproval, or abstention as a percentage of total votes. For the agenda item concerning the election of directors, the Company will announce the voting results by individual directors.

Any questions or problems regarding the Electronic Annual General Meeting of Shareholders (E-AGM), please contact:

Miss Nantawan Arunpiriyakul
Thaivivat Insurance Public Company Limited
71 Dindaeng Road, Sansen Nai, Phaya Thai, Bangkok 10400
Telephone 026950800 Ext. 5938
Email nantawan_aru@thaivivat.co.th

Registration Form to attend the meeting via Electronic Meeting (E-AGM)

Written at

Date.....

I/We..... Nationality.....

ID Card Number/Passport No.....

Address.....Road.....Sub-District.....

District.....Province..... Postal Code.....

E-mail.....(* Important please specify)

Mobile Phone Number(* Important please specify)

AS Shareholder (**Manual registration by the Company on behalf of the Shareholders**)

As a proxy from..... shareholder (*specify a name)

I hereby confirm to attend and vote at the 30th/2023 Annual General Meeting of Shareholders on April 27th,2023 at 14.00 pm via Electronic Meeting (E-AGM). Please send the username and password to log in to my email for attending the Annual General Meeting of Shareholders via Meeting (E-AGM) above.

NOTE: Please submit this completed form. along with attaching documents proving identity and other documents specified in the documents used in the meeting Enclosure 11, for use in verifying your right to attend the meeting, to the Company by Friday, April 21st, 2023 via the following channels:

- Via Fax : 02-6950808

- Via Email : nantawan_aru@thaivivat.co.th

- Via Mail : Ms. Nantawan Arunpiriyakul

Thaivivat Insurance Public Company Limited

71 Dindeang Road, Samsen Nai

Phaya Thai, Bangkok 10400

Should you have and inquiries or suggestions please contact: 02-6950800 ext 5938

User Manual

e-Shareholder Meeting System



DAP e-Shareholder Meeting

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3

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4

e-Question and e-Voting functions

5

Resetting password

1 Preparation for DAP e-Shareholder Meeting



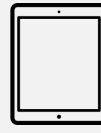
For registration, please prepare an electronic device **with a camera**.



PC Computer



Notebook



Tablet



Mobile



Access to DAP e-Shareholder Meeting via Web Browser.



Google Chrome (recommended)



Safari



Internet Explorer

Documents required for registration

Individual shareholder



ID Card

or



Passport

Juristic person



Juristic person
certificate



ID Card

or



Passport

1 Preparation for DAP e-Shareholder Meeting



Registration methods for attending
the shareholder meeting

1 e-Registration via DAP e-Shareholder Meeting system

Attend the meeting in person

Thai person Foreign person Juristic person

Proxy to another person (A)

Proxy to another person (B)

Proxy to independent director (B)



* In the case of appointing a proxy to another person (B), registration can be done by sending documents to the company (Method 2).

2 Register by sending documents to the company*

For registration, shareholders submit the documents for identity verification to the company, as specified in the invitation to the shareholders' meeting

The company officer will check the information and proceed registration. The system will inform the shareholders of the registration result and username for attending the meeting.

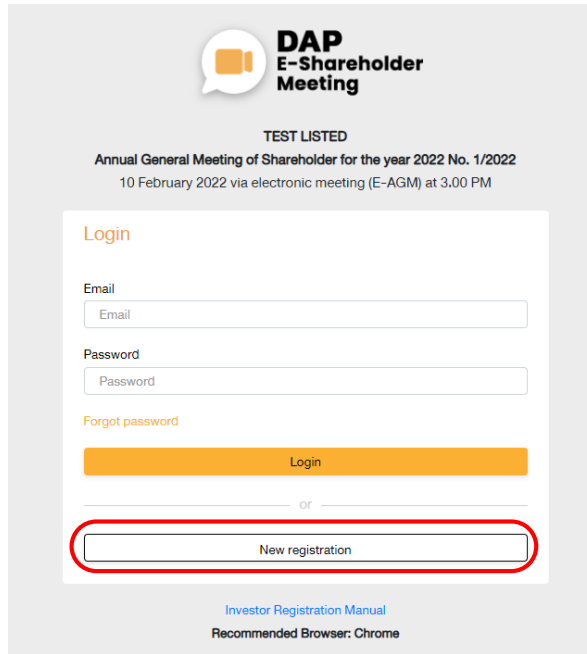
*Please study the details of registration such as document list / document submission, as specified in the invitation to the shareholders' meeting

In case of proxy

For shareholder who is unable to attend the meeting, they may appoint a proxy. Please find more information about proxy in the invitation letter to shareholders' meeting.

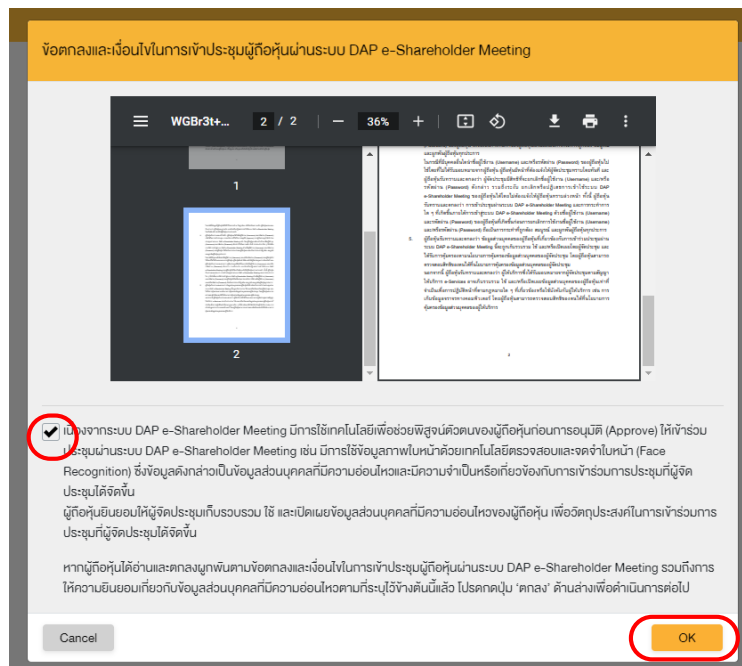
2

Steps of e-Registration



Log in to register from the registration link provided in the invitation to the shareholders' meeting.

1. Click “New registration”



2. Shareholders accept the terms and conditions for attending the shareholders' meeting via DAP e-Shareholder system by marking and click “OK”

2

Steps of e-Registration

2.1 Attend the meeting in person – Individual person with the ID Card

Step 1

Choose a registration form

Attend in person Proxy

Step 2

Specify the type of shareholder

Thai person Foreign person / Person without the ID card Juristic person

Step 3

Fill out shareholder's information

- Name-Surname
- ID card number / laser code on the back of the ID card
- Date of birth
- Email address (It will be used as your username when logging in)
- Password
- Mobile phone number

Your password must be between 8-15 characters and must contain:

1. Uppercase letter
2. Lowercase letter
3. Number

Shareholders consent to receive documents in electronic format from the meeting organizer by marking and click "Next"

Step 4

Enter OTP



Please fill 6 digits to confirm

Reference Code : YBPCYJ

[Resend OTP](#) (02:56)

OTP will be sent to the mobile phone number and email you have entered.

(If shareholder have entered a foreign phone number, the OTP will be only sent to your email.)

Enter OTP and click "Next"

2

Steps of e-Registration

2.1 Attend the meeting in person – Individual person with the ID Card

Step 5

Take pictures of yourself

ยืนยันตัวตนผ่านรูปถ่ายปัจจุบัน *
ทำการถ่ายภาพหน้าบัตรของตัวคุณ

ถ่ายภาพรูปบัตรประชาชนตัวจริง *
ทำการถ่ายภาพรูปบัตรประชาชนตัวจริง

ถ่ายภาพปัจจุบันถือบัตรประชาชนตัวจริง *
ทำการถ่ายภาพปัจจุบันถือบัตรประชาชนตัวจริง

Shareholders need to take pictures of yourself holding the ID card as explained in 3 steps below:

- Picture 1 : Picture of yourself
- Picture 2 : Picture of your ID card
- Picture 3 : Picture of yourself holding the ID card

Step 6

Review registration and securities holding information

ลงทะเบียน : การลงทะเบียนผู้ถือหุ้นแบบรายตัว 1:2565 (ปี เมษายน 2565 จนถึง 13:00 - เวลาท้องถิ่น SET (GMT))

Register

Registration Type	เจ้าของธุรกิจส่วนตัว
Investor Type	บุคคลธรรมดา
Full name (Thai language)	DR. นพ.วิญญู
Identity Number	310500321195
Date of birth	2 กุมภาพันธ์ 2554
Email	eeagn001@hotmail.com
Mobile number	+66 801234567

e-KYC

ยืนยันตัวตนผ่านรูปถ่ายปัจจุบัน ถ่ายภาพรูปบัตรประชาชนตัวจริง ถ่ายภาพปัจจุบันถือบัตรประชาชนตัวจริง

Stock information details

No.	Full name	Common Stock	Preferred Stock	Address
1	นายวิญญู นพ.วิญญู	1,000	1,000	หมู่ 5 ถนนวิสุทธิกษัตริย์ แขวงจตุจักร เขตจตุจักร
Total		1,000	1,000	

Shareholders review the registration information and securities holding information. If the information is correct, click "Submit"

Please keep your username and password confidential. Your login account should never be disclosed to others.

2

Steps of e-Registration

2.2 Attend the meeting in person – Foreign person / Person without the ID card OR Juristic Person

Step 1

Choose a registration form

Attend in person Proxy

Step 2

Specify the type of shareholder

Thai person Foreign person / Person without the ID card Juristic person

Step 3

Fill out personal information

Foreign person / Person without the ID card

- Name-Surname
- Passport / Non-Thai ID / Government Officer Number
- Email address (It will be used as your username when logging in)
- Password
- Mobile phone number

Juristic person

- Juristic person Name (Company Name)
- Registration Number
- Juristic person representative information: ID card number / laser code on the back of the ID card and date of birth
- Email address (It will be used as your username when logging in)
- Password
- Mobile phone number

Your password must be between 8-15 characters and must contain:

1. Uppercase letter
2. Lowercase letter
3. Number

Shareholders consent to receive documents in electronic format from the meeting organizer by marking and click "Next"

Step 4

Enter OTP



Please fill 6 digits to confirm
Reference Code : YBPCYJ

Resend OTP (02:56)

OTP will be sent to the mobile phone number and email you have entered.

(If shareholder have entered a foreign phone number, the OTP will be only sent to your email.)

Enter OTP and click "Next"

Step 5

Take a picture of yourself / Attach files

Take a picture of yourself and upload attachments as specified in the invitation letter

Upload attachments as specified in the invitation letter

Step 6

Review registration and securities holding information

Shareholders review the registration information and securities holding information. If the information is correct, click "Submit"

Please keep your username and password confidential.
Your login account should never be disclosed to others.

2

Steps of e-Registration

2.3 Proxy to another person (A)

Step 1

Choose a registration form

- Attend in person Proxy

Step 2

Fill out the information of the [shareholder who appoints a proxy](#) and enter OTP

- Name-Surname
- ID card number / laser code on the back of the ID card
- Date of birth
- Email Address
- Mobile phone number

Shareholders consent to receive documents in electronic format from the meeting organizer by marking and click “Next”

- Enter OTP

Step 3

Specify the type of proxy

- Proxy to another person (A) Proxy to independent director (B)

Step 4

Fill out [proxies](#) information

- Name-Surname / Age
- ID card number / Address
- Email Address
- Mobile phone number



อัปโหลดไฟล์

The shareholder uploads the proxy form A with attachments as specified in the invitation letter

Proxy form A can be downloaded at [เอกสารในขอบันทึก: ก.](#)

Click “Next”

Step 5

Review registration and securities holding information

Shareholders review the registration information and securities holding information. If the information is correct, click “Submit”

Proxies will receive an email with the initial password.

Proxies will have to [reset a new password](#) before logging in to DAP e-Shareholder Meeting

2

Steps of e-Registration

2.4 Proxy to another person (B)

Step 1

Choose a registration form

- Attend in person
- Proxy

Step 2

Fill out the information of the [shareholder who appoints a proxy](#) and enter OTP

- Name-Surname
- ID card number / laser code on the back of the ID card
- Date of birth
- Email Address
- Mobile phone number

Shareholders consent to receive documents in electronic format from the meeting organizer by marking and click "Next"

- Enter OTP

Step 3

Specify the type of proxy

- Proxy to another person (A)
- Proxy to another person (B)

Step 4

Fill out [proxies](#) information

- Name-Surname / Age
- ID card number / Address
- Email Address
- Mobile phone number

Step 5

Cast a vote in advance

Agenda No 1 To acknowledge the overall operation of the Company during 2020

Agenda No 2 To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year ended 31st December 2020

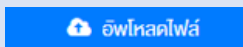
Agenda No 3 To consider and approve the appointment of Directors for replacement of those who retired.

Agenda No 3.1 Mr. Somchai Kamtong

The shareholder who appoints a proxy cast a vote in advance for all agenda.

There are 3 voting options:

- Agree
- Disagree
- Abstain



The shareholder uploads the proxy form B with attachments as specified in the invitation letter

Proxy form B can be downloaded at [เอกสารใบมอบฉันทะ v.](#)

Click "Next"

Step 6

Review registration and securities holding information

Shareholders review the registration information and securities holding information. If the information is correct, click "Submit"

Proxies will receive an email with the initial password.

Proxies will have to [reset a new password](#) before logging in to DAP e-Shareholder Meeting

2

Steps of e-Registration

2.5 Proxy to independent director (B)

Step 1

Choose a registration form

Attend in person Proxy

Step 2

Fill out the information of the [shareholder who appoints a proxy](#) and enter OTP

- Name-Surname
- ID card number / laser code on the back of the ID card
- Date of birth
- Email Address
- Mobile phone number

Shareholders consent to receive documents in electronic format from the meeting organizer by marking and click “Next”

- Enter OTP

Step 3

Specify the type of proxy

Proxy to another person (A) Proxy to independent director (B)

Step 4

Specify the name of the independent director

Specify an independent director you wish to appoint a proxy

Independent Director *

Independent Director

Step 5

Cast a vote in advance

Agenda No 1 To acknowledge the overall operation of the Company during 2020

Agenda No 2 To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year ended 31st December 2020

Agree Disagree Abstain

Agenda No 3 To consider and approve the appointment of Directors for replacement of those who retired.

Agenda No 3.1 Mr. Somchai Kamtong

Agree Disagree Abstain

The shareholder who appoints a proxy cast a vote in advance for all agenda.

There are 3 voting options:

- Agree
- Disagree
- Abstain

อัปโหลดไฟล์

The shareholder uploads the proxy form B with attachments as specified in the invitation letter

Proxy form B can be downloaded at [เอกสารใบมอบอำนาจ v.](#)

Click “Next”

Step 6

Review registration and securities holding information

Shareholders review the registration information and securities holding information. If the information is correct, click “Submit”

The shareholder will receive an email informing your proxy registration result to confirm that the proxy registration has been completed. However, the shareholder will not receive the password, as the proxy are appointed to independent director and your vote was already casted.

3

Steps of joining the e-Meeting

Step 1

<https://portal.eservice.set.or.th>

Shareholders log in to DAP e-Shareholder Meeting system on the date and time specified by the company
Click the meeting link in the email received from the system.

Step 2

The screenshot shows a login form with the following elements:

- Title: Login
- Field: Email (with placeholder text 'Email')
- Field: Password (with placeholder text 'Password')
- Link: Forgot password
- Button: Login

Enter username (email address that you have registered) and password

Step 3

The screenshot shows a search interface for meetings with the following elements:

- Title: Meeting list
- Filters: Company Name (dropdown), Meeting Type (dropdown), Status (dropdown), Year (dropdown)
- Buttons: Search, Cancel
- Result: Annual General Meeting of Shareholder for the year 2022 No. 1/2022 (บริษัท ก่อสร้าง SET)
- Meeting Date: 19 July 2022
- Meeting Type: AGM
- Meeting Location: Online
- Join Meeting button

1. Search for the meeting by finding the Company name / Meeting type etc.
2. Click on the meeting you wish to join

Step 4

The screenshot shows the meeting details page with the following elements:

- Title: Meeting list
- Buttons: Meeting, Join Meeting
- Section: Meeting information
 - Company Name: SET (บริษัท ก่อสร้าง SET)
 - Company Number: 1001
 - Meeting Name: Annual General Meeting of Shareholder for the year 2022 No. 1/2022
 - Meeting Type: AGM
 - Meeting Location: e-electronic meeting @ AGM at 1001 SET
- Section: Stock information details

No.	Full name	Common Stock	Preferred Stock	Address
1	มหาชนก่อสร้าง	1,000	1,000	200 01 Ng 11 road/Bankroad/Phrasuwan road/SET
Total		1,000	1,000	

Menu bar will display information as follow:

1. Meeting information
2. Meeting agenda
3. Your question list
4. Voting result (after announced)

- Click “Join Meeting” [Join Meeting](#)
- Agree to the terms and conditions of service by marking and click “Join Meeting”
- Confirm name and voting rights
- Enter OTP

3

Steps of joining the e-Meeting

Meeting Room Open WebEx Leave Meeting

1

Agenda

- 1 To acknowledge the overall operation of the Company during 2021
- 2 To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year 2020
- ★ 3 To consider and approve the appointment of Directors for replacement of those who retired.
- 2 Mr. A
Mr. B
- 4 Agenda No 4 To consider appointing auditors and setting audit fees for the year 2022
Agenda No 4.1 To consider appointing auditors of ABC Company in place of the former company whose contract has expires in 2021
Agenda No 4.2 To consider and approve the audit fee for the year 2022

Q&A 5

Summary voting results 6

Q&A

⊕ To acknowledge the overall operation of the Company during 2021

Question : I would like to know the operating results of the company in 2021

Remark : Completed

🕒 06 February 2022 14:09 Delete

Question : สอบถามการเลือกตั้งกรรมการที่จะครบกำหนดลาออก

Remark : ยกยอดไปตอบในวาระที่ 3 Completed

🕒 06 February 2022 14:09 Delete

Description

1. Meeting Display: Webex Meeting screen will be embedded in DAP e-Shareholder Meeting, If the screen does not work, click 'Open WebEx' on the top right to view the meeting via Application Cisco Webex Meeting instead
2. Current agenda will be indicated by star icon and yellow bar.
3. e-Voting functions: voting can be casted only within appointed time frame
4. e-Question functions: queueing your questions for both current and upcoming agenda
5. Your questions submitted in the meeting
6. Voting results: It will be only shown after the company has announced results for each agenda

4

e-Question and e-Voting functions

e-Question functions

The screenshot shows a meeting interface with an agenda on the right and a 'Send Question' button highlighted in a red box. The agenda items are:

- To acknowledge the overall operation of the Company during 2021
- To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year 2020
- To consider and approve the appointment of Directors for replacement of those who retired.
Mr. A
Mr. B
- Agenda No 4 To consider appointing auditors and setting audit fees for the year 2022
Agenda No 4.1 To consider appointing auditors of ABC Company in place of the former company whose contract has expires in 2021
Agenda No 4.2 To consider and approve the audit fee for the year 2022

Below the agenda, there are two buttons: 'Submit Vote' (orange) and 'Send Question' (blue). A red box highlights the 'Send Question' button, with an arrow pointing to a detailed view of the 'Send Question' form.

The 'Send Question' form includes:

- Agenda * (dropdown menu)
- Questioner * (dropdown menu)
- Question (Optional) (text input area)
- Close and Send Question buttons at the bottom right.

During the meeting, shareholders can submit questions in advance:

- Click "Send Question"
- Choose the agenda you wish to ask question
- Type your question (Optional)
- Click "Send Question"

When you are allowed to ask questions, the company will call your name. Please turn on your microphone and/or camera (VDO) to ask such question by yourself

e-Voting functions

The screenshot shows the 'Submit Vote' dialog box. At the top, there are 'Submit Vote' (orange) and 'Send Question' (blue) buttons. The dialog box contains the following information:

- Agenda:** To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year ended 31st December 2020
- Submit Vote:** Agree All Disagree All Abstain All
- Shareholder:** Mr. A Tester
 Agree Disagree Abstain
- 1) Proxy:** Mr. B Testerproxy
 Agree Disagree Abstain
- 2) Proxy:** Mr. C Testerproxy
 Agree Disagree Abstain
- Close and Submit Vote buttons at the bottom.

For each agenda, there are 3 voting options: "Approve", "Disapprove" and "Abstain"

- Click "Submit Vote"
- Vote within the period of time given for both your vote rights and proxy's (if any)
- Click "Submit Vote"


Shareholders are able to vote only within given time frame.

4

e-Question and e-Voting functions

e-Voting functions

Example of voting results





DAP
E-Shareholder
Meeting

การประชุมสามัญผู้ถือหุ้นประจำปี 2565 ครั้งที่ 1/2565
บริษัท ทดสอบโดย SET

Annual General Meeting of Shareholder for the year 2022 No. 1/2022
TEST LISTED

วันจันทร์ที่ 31 มกราคม 2565 เวลา 13:00 (31 January 2022 13:00)





วาระที่ 2 พิจารณายอมรับงบแสดงฐานะการเงินและงบกำไรขาดทุนสุทธิประจำปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2564
(Agenda No 2 To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year ended 31st December 2021)

สรุปผลการลงคะแนน

	จำนวนเสียงทั้งหมด (Number of Votes)	ร้อยละ (Percentage)
เห็นด้วย (Agree)	45,000	60.0000
ไม่เห็นด้วย (Disagree)	15,000	20.0000
งดออกเสียง (Abstained)	15,000	20.0000
บัตรเสีย (Voided ballot)	0	-
รวม	75,000	100.0000

e-Summary



- เห็นด้วย (Agree) 60%
- ไม่เห็นด้วย (Disagree) 20%
- งดออกเสียง (Abstained) 20%

การพิจารณา: คณะเสียงไม่น้อยกว่า 3/4 ของจำนวนเสียงทั้งหมดของผู้ถือหุ้นซึ่งมาประชุมและมีสิทธิออกเสียงลงคะแนน และสิทธิคัดค้าน (Veto)
Resolution:



Send Question or Vote


Submit Vote
Send Question


Q&A

Summary voting results

Summary voting results

No.	Agenda Name	Vote	Summary
1	To acknowledge the overall operation of the Company during 2021		
2	To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year ended 31st December 2020	✔	
3	To consider and approve the appointment of Directors for replacement of those who retired.		
4	Mr. A	✔	
5	Mr. B	✔	

✔ Agenda has voting.  Voting Result Summary

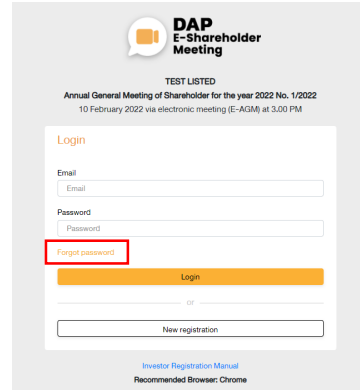
After the closing of voting in each agenda, the company will announce results. Shareholders can check the result of each agenda by clicking the  icon

5

Resetting password



To retrieve your password, shareholders can reset password by clicking “Forgot password” button.

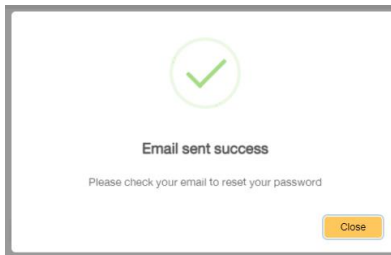


There are 2 options to reset your password:

1 Reset password via email

Enter your registered email

Check your inbox



Set new password

2 Reset password via mobile phone number

Click the link to reset password via mobile phone

Enter your mobile phone number

Request for OTP and enter OTP

Set new password

To download user manual,



DAP e-Shareholder Meeting



shareholders could study more information at:

<https://www.set.or.th/en/eservice/shareholder.html>



Or scan the following QR Code:



Terms and conditions of use of the DAP e-Shareholder Meeting service (for registration of shareholders)

Shareholders who wish to register to attend the shareholder's meeting organised by the meeting organiser through the DAP e-Shareholder Meeting system accepts and agrees to comply with the terms and conditions for attending the shareholder's meeting through the DAP e-Shareholder Meeting system as follows in all respects.

1. Definition In the terms and conditions for attending the shareholder's meeting through the DAP e-Shareholder Meeting system, the definitions are as follows:

"The meeting organiser" means the public limited company that organises shareholder's meeting via DAP e-Shareholder Meeting system.

"The shareholders" means shareholders who are eligible to attend the shareholder's meeting including those who have been appointed as proxies by the shareholders in the proxy form.

"The service provider" means Digital Access Platform Company Limited or DAP.

"DAP e-Shareholder Meeting" means the meeting control system by using information technology that the meeting organiser requested to use the service from the service provider as an additional channel for shareholders to attend the shareholder's meeting via electronic platform.

2. The shareholders acknowledge and agree that shareholders are obliged to procure any tools and/or equipment, including the internet network according to the conditions informed by the meeting organiser so that they can attend the meeting via the DAP e-Shareholder Meeting system efficiently and continuously at the expense of the shareholders themselves.
3. The shareholders certify and confirm that the information entered into the DAP e-Shareholder Meeting system including any other information provided by the shareholders and/or the information in which will be given to the meeting organiser later via the DAP e-Shareholder Meeting system in the registration for the meeting via the DAP e-Shareholder Meeting system, it is the information of the shareholders without using a pseudonym or anonymity, and the information is complete, accurate and true in all respects. In addition, in the event that technology is used to help verify the identity of the shareholders before approval for attend the meeting via the DAP e-Shareholder Meeting system, such as face recognition technology, which the shareholders certify and confirm that the shareholders have taken such steps by the shareholders themselves and not the twins or any other person having a similar appearance to the shareholders.

In the event that the information provided by the shareholders is incomplete, incorrect or not true, the shareholder agrees and acknowledges that the shareholders account or username will be suspended, cancel or deny any access to the DAP e-Shareholder Meeting system without prior notice to shareholders.

4. Shareholders acknowledge and understand that shareholders will receive a username and password to use in attending the meeting after receiving approval from the meeting organiser. Having attended the meeting via DAP e-Shareholder Meeting system, shareholders must keep their username and password confidential. Any action that occurs under the DAP e-Shareholder Meeting login with the shareholder's username and password is considered an act of the shareholders themselves and is the acts that are correct, complete and binding shareholders in all respects.

In the event that any other person uses the username and/or the password of the shareholders to use without being assigned by the shareholders. Shareholders are obliged to notify the meeting organiser immediately and the shareholders acknowledge and agree that the meeting organiser has the right to suspend, cancel, or deny access of the username and/or password to the DAP e-Shareholder Meeting system of shareholders without prior notice to shareholders.

In this regard, the shareholders acknowledge and agree that attendance through the DAP e-Shareholder Meeting system and any actions occurring under the system login DAP e-Shareholder Meeting with the username and password of the shareholders that occurred before the cancellation of the use of the username and/or password is an act that correct, complete, and binding on shareholders in all respects.

5. The shareholders acknowledge and agree that personal information of shareholders related to attendance through this DAP e-Shareholder Meeting system will be collected and used and/or disclosed by the meeting organiser and protected by the meeting organiser's personal data protection policy whereby shareholders can check their rights according to the Privacy Notice pursuant the Personal Data Protection Act B.E. 2562 (2019) for the Annual General Meeting of Shareholders No. 19/2022 included in this invitation letter. Services assigned by the meeting organiser pursuant to a service contract, e-Services may collect, use and/or disclose shareholder personal information to the extent necessary for the performance of any legal obligations applicable to the service provider such as computer traffic data collection, whereby shareholders can check their rights at the service provider's privacy policy.