

TVI.011/2024

March 18, 2024

- Subject:** Notice of the Annual General Shareholders' Meeting No.31/2024
- Attention:** Shareholders of Thaivivat Insurance Public Company Limited
- Attachments:**
- (1) Minutes of the 30/2023 Annual General Meeting of Shareholders held on April 27, 2023
 - (2) Annual Report 2022 and The Report and financial statements 31 December 2023 in QR code format (For Agenda 3,4)
 - (3) Profile of Nominated Directors for another term. (For Agenda 6)
 - (4) Profile of Director proposed to be elected as independent directors (For Agenda 7)
 - (5) Profile of Nominated Auditors for election (For Agenda 9)
 - (6) Definition of Independent Directors
 - (7) Profile of Independent Directors that the shareholders could consider to be a proxy
 - (8) Company Article of Association about General Meeting of Shareholders
 - (9) Procedures for Attending Annual Meeting of Shareholders
 - (10) Explanations on the Method of Granting Proxy, Effecting Registrations, Producing Documentation before Attending the Meeting, Regulations Concerning Meetings of Shareholders, and Voting
 - (11) Map of the Annual General Meeting of Shareholders Venue
 - (12) Proxy form A and Proxy form B

The Board of Directors of Thaivivat Insurance Public Company Limited (the "Company") has called for the Ordinary Shareholder Meeting No.31/2024 on April 24, 2024 at 9:00 a.m. at conference room the 1st floor Thaivivat Insurance Building, 71 Din Daeng Road, Phaya Thai, Bangkok 10400, to consider the following agendas: -

Agenda 1 To consider and approve the Minutes of the Annual General Shareholders' Meeting No. 30/2023.

Rationale: The Company held the annual general shareholders meeting No.30/2023 on April 27, 2023 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. 30/2023 on April 27, 2023 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.

Agenda 2 To acknowledge the interim dividend paid during the year.

Rationale: The Board of Directors Meeting No.7/2023 held on December 7, 2023, resolved to approve the interim dividend in cash for the nine months period ended September 30, 2023. The dividend was paid at the rate of Baht 0.50 per share for ordinary share of 303,000,000 shares with the total amount of Baht 151,500,000. The payment of such dividends was made on December 28, 2023.

Opinion of the Board: The Board considered and agreed to propose to The General Shareholder's Meeting for acknowledgement of the interim dividend paid during the year.

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

Agenda 3 To acknowledge the Board of Directors annual report of the company's performance in 2023.

Rationale: The Company's Performance for the year 2023 was in the Annual Report in QR Code format (**enclosure 2**) and can be summarized as follows:

(Unit : Million Baht)

	Separate financial statements		Change %
	2023	2022	
Underwriting Income	6,869.62	6,425.48	6.91
Underwriting Expenses	(5,719.37)	(5,265.42)	8.62
Profit from Underwriting before Operating expenses	1,150.25	1,160.06	(0.85)
Operating expenses	(917.56)	(855.92)	7.20
Profit (Loss) from Underwriting	232.69	304.14	(23.49)
Investment Income	115.67	(60.47)	291.28
Other Income	13.14	24.77	(46.95)
Other Expense	0.76	2.46	(69.11)
Profit from Operation	362.26	270.90	33.72
Income Tax Revenue	(71.18)	(54.66)	30.22
Net Profit	291.08	216.24	34.61

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 2023.

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

Agenda 4 To consider and approve the company's 2023 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, 2023 which had been audited by auditor and expressed the unconditional opinion as it appears in the report and Financial Statement ending December 31, 2023 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, 2023 that have been approved by the Auditor.

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

Agenda 5 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 31/2024	AGM 30/2023	AGM 29/2022
Net Profit (Baht)	291,081,824	216,243,364	484,631,685
Earnings Per Share (Baht)	0.96	0.71	1.60
Number of Share (share)	303,000,000	303,000,000	303,000,000
Dividend Payment Per Share (Baht)	0.77	0.29	0.70
Total Dividend Payment (Baht)	233,310,000	87,870,000	212,100,000
Dividend Payout Ratio	80.15%	40.63%	43.77%

Opinion of the Board: In 2023, the company had net profit after tax 291,081,824 Baht with no accumulated losses. The Board agreed to propose to the General Shareholder’s Meeting for approval the dividend payment 2023 at the rate of Baht 0.77 per share with total amount 233,310,000 Baht or 80.15% **higher than dividend payment policy**. The Board of Directors had agreed and already made the interim dividend payments of Baht 0.50 per share so the final dividend payment of Baht 0.27 per share with total amount 8,181,000 Baht is payable. 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 book closing date on April 5, 2024 for determining the shareholders right to receive dividend. The final dividend payment will be made on May 20, 2024.

However, the right to receive dividend mentioned above is still uncertain as it must be approved by shareholders in this meeting.

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

Agenda 6 To consider and appoint directors to replace those who are due to retire by rotation.

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 2024, three directors are due to retire by rotation at the Annual General Shareholders Meeting as follows;

- | | |
|-------------------------|---|
| 1. Mrs. Pranee Phasipol | Independent Director, Chairman of Audit Committee, Chairman of Investment Committee and Chairman of Good Corporate Governance Committee |
| 2. Mrs. Poosub Sakunee | Independent Director, Audit Committee |
| 3. Mr. Thawan Viranont | Director, Advisor of CEO and Good Corporate Governance Committee |



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 three directors who retired by rotation to serve as directors for another term as follows:

There are two directors who are independent directors as 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**.

Mrs. Pranee Phasipol was nominated for re-election as an Independent Director for another term, even though she had been in this position 9 years if re-elected for another term will be 12 years. 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 three directors who retired by rotation to serve as directors for another term.

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

Agenda 7 To consider and appoint the new independent director.

Rationale: The Nomination and Remuneration Committee has considered nominating qualified persons to appoint new independent director and has agreed that Police General Chinnaphat Sarasin 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 that will encourage the committee to consist of people with diverse knowledge, create a 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 Police General Chinnaphat Sarasin as a director and independent director of the Company.

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**.

Opinion of the Board: The Board of Directors has undergone a process of consideration and scrutiny, they agree that Police General Chinnaphat Sarasin has qualifications suitable for the Company's business and agree to propose to the shareholders' meeting for electing Police General Chinnaphat Sarasin to be a director and independent director of the Company.

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

Agenda 8 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, the meeting allowance approval of committee and sub-committee who attends the meeting as follows:

Details of Compensation	2024	2023	2022
1. Director's Bonus (Baht /Board)	4,000,000	4,000,000	4,000,000
Number of Directors (Person)	10	9	9
2. The Audit Committee's Bonus (Baht /Board)	1,000,000	1,000,000	1,000,000
Number of Directors (Person)	3	3	4
Details of Compensation	2024	2023	2022
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)	2024	2023	2022
1. The Board of Director			
- Chairman/Vice Chairman	30,000	30,000	30,000
- Director	20,000	20,000	20,000
2.The Audit Committee			
- Chairman	30,000	30,000	30,000
- 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 9 To consider approval the external auditor appointment and setting audit fee.

Rationale: EY Office Company Limited has been appointed by the 30th Annual General Meeting of Shareholders to be the Company's auditor for the year 2023, whose term has expired. Therefore, it is proposed that the shareholders' meeting consider the following.

1. **Appoint the auditor for 2024** by proposing to any of the following persons to be auditors, who sign for certification of financial statements (Details of the auditor's history as per attachment 5)



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
Ms. Bongkot Kriengphanamorn	6777	Nil

2. Consider the audit fee with the following details:

2.1 Additional audit fees for 2023

According to the Annual general meeting of shareholders no.30/2023 approved the audit fee in the amount of 2,720,000 baht because it was expected that Thaivivat Holdings Public Company Limited would be able to be listed on the stock exchange and delist the company's shares. could be removed from the stock exchange in the second quarter of 2023, but the process had been extended until completed in the third quarter, causing EY Office Company Limited to had to adjust the second quarter financial statement review fee by an additional 50,000 baht. Therefore, it was considered appropriate to present it to the shareholder meeting for Approve the additional audit fee.

2.2 Auditor fees for the year 2024

Ask the meeting to consider determining the auditor's compensation for the year 2024 in the amount. 2,640,000.-Baht The details of the audit fee proposed to shareholders are as follows:

Unit: Baht

	2023	2023	Change	%
1. Fee for the annual financial statements ending 31 December	1,240,000	1,240,000	-	-
2. Fee for review of interim financial statements (3 quarters)	870,000	970,000	-100,000	(10.31)
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)	350,000	380,000	30,000	(7.89)
Total	2,640,000	2,770,000	-130,000	(4.69)

The Audit Committee considered performance of the auditors in 2023 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 4 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 2024, the audit fee is Bht. 2,640,000 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:



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

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, approve the additional audit fees 50,000 and the audit fee of 2024 Baht 2,640,000.- decrease from last year in the amount of 130,000.- Baht as the Audit Committee approval.

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

Agenda 10 other business (if any)

The registration book is scheduled to be closed to collect the names of shareholders who have the right to attend the Annual General Shareholder's Meeting No.31/2024 on April 5, 2024 until the meeting is completed.

The company has attached documents according to the list of attachments for acknowledgment and consideration. The report and financial statements for the year 2023 and the Annual Report have been prepared in QR code format. The shareholders who wish to get printing of The Financial report and the Annual Report please contact the Investment Relations, telephone number 02-6950800 Ext. 5938, 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 30/2023
of Thaivivat Insurance Public Company Limited**

Date April 27, 2023 at 2.00 pm

Venue Electronic meeting platform via DAP e- Shareholder Meeting & Webex; broadcasting from the Company Conference Room, 1st Floor, Thaivivat Insurance Building, 71 Din Deang Road, Samsen Nai subdistrict, Phaya-Thai District Bangkok, 10400.

Shareholders who attend the meeting.

**1 online-attended shareholders, holding an aggregate number of 5,000 shares
29 proxies, holding an aggregate number of 238,041,216 shares which accounted for
Total of 30 shareholders attending, 239,046,216 shares or 78.56%**

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 8 Directors or 89% attended the meeting as follows:

- | | |
|---------------------------------|--|
| 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) Mrs. Poonsub Sakunee | Independent Director and the Audit Committee |
| 5) Mr. Jiraphant Asvatanakul | Director, CEO & President and the Investment Committee |



- | | |
|----------------------------------|---|
| 6) Mr. Thawan Viranont | Director and the Good Corporate Governance Committee |
| 7) Mrs. Sutepee Asvatanakul | Director, CFO and the Nomination and Remuneration Committee |
| 8) 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:

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|------------------------------|-----------------------------------|
| 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 Khunnapasut | Partner |
| 2) Ms. Kittiya Waruttamonunta | Senior Manager |

Financial Advisor for the Shareholding and Management Restructuring Plan from KTBST Securities Public Company Limited There were 1 Financial Advisors who attended the meeting as follows:

- | | |
|---------------------------|------------------------------------|
| 1) Mr. Tharkool Hengsakul | Assistant Senior Managing Director |
|---------------------------|------------------------------------|

Legal Advisor from Thanathip & Partners Legal Counsellors Limited There were 1 Legal Advisors who attended the meeting as follows:

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|-----------------------------|-----------|
| 1) Mr. Phumrapee Kangsatree | Associate |
|-----------------------------|-----------|

Witness to vote counting Mr. Phumrapee Kangsatree from Thanathip & Partners Legal Counsellors Limited.

The Meeting started at 2.00 p.m.

Mr. Phisit Setthawong, Chairman, acted as the Chairperson declared the Meeting open and welcomed the shareholders who attended the Meeting and appointed Miss Nantawan Arunpiriyakul acted as the Meeting moderator.



Secretary of the meeting informed the meeting that there were 1 shareholders attending in person, and 29 proxies with the total 30 persons, holding 239,046,216 shares or 78.56% 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.
- In case shareholders want to make inquiries or comments, please wait for notification from the system administration by preparing to open microphone and camera in order to make inquiries and comments accordingly. Shareholders are requested to notify their name and surname before making the inquiries or comments in the Meeting.
- 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 2023 Annual General Shareholder's Meeting and nominate a name of qualified candidate as the Company's director in advance during November 15, 2022 to January 31, 2023.

For transparency of vote counting process, the Company invited Mr. Phumrapee Kangsatree, 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. 29/2022

The secretary of the meeting proposed the meeting to consider and approve the minutes of the 29/2022 Annual General Meeting of Shareholders, and gives the opportunity to shareholders to ask questions.

There were 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 29/2022 Annual General Meeting of Shareholders held on April 28, 2022 with the following numbers of votes:

Approved ... 238,047,517..... votes equal to 100% of all votes of shareholders who attend the meeting

Disapproved-.....votes

Abstained-.....votes

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

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 2022 as compared to 2021, the details were summarized as follows:

For the year 2022, the Company's underwriting income were 6,430.1 million Baht, increased by 885.4 million Baht or an account for 16.0 percent is divided into net earned premium written to 6,256.7 million Baht, increased by 839.5 million Baht came from growth of motor insurance to 794.9 million Baht and miscellaneous insurance to 42.5 million Baht. During the year 2022, the Company has development of new products and services to suit the needs of consumers. Including expand the customer base and increased ways of sales channel. Also launching new products such as PA Active Shield accident insurance, Cancer Care cancer insurance and Pet Insurance etc. Together with continuous promoting marketing activities.

For the year 2022, the Company's underwriting expenses were 5,268.3 million Baht, increased by 891.4 million Baht which came from increased in claim of motor insurance. In the second half of the year 2022, as a result of the government relaxation measures to prevent and control of COVID-19 effected to an accident rate return to the normal situation. Also, the flood situation in many provinces during quarter 3 and 4 from the past year made the Company's Loss Ratio was 60.15 percent, increased by 3.82 percent from the past year. Additionally, the Company had operating expenses were 870.0 million Baht, increased by 83.2 million Baht or an account for 10.6 percent.

At the same time, for the year 2022 the Company's had loss in investment were 58.4 million Baht due to loss in adjustment the fair value, the investment market fluctuation and securities price global declined when compare with the previous year.

In this regard, the Company's had net profit for the year 2022 of 204.8 million Baht, decreased by 267.2 million Baht or and account for 56.6 percent from previous year.

The Company had total assets at Year-End 2022 in total of 9,699.5 million Baht increased by 854.5 million Baht or an account for 9.7 percent when compare with the previous year is divided into

Investment assets in total amount of 6,295.4 million Baht increased by 1,154.7 million Baht which investment assets at the end of period comprise of debentures and Government bonds were 4,438.8 million Baht / stock were 725.2 million Baht / unit trust were 1,038.0 million Baht / Fixed deposit were 46.6 million Baht / and others in total of 1.8 million Baht.

Premium receivables amount 870.6 million Baht declined by 76.5 million Baht came from the Company had more monitoring payment premium written when compare with the previous year. Premium Receivable Turnover in 2022 is 44.83 days declined from last year that was 48.47 days.

The Company had liabilities and equity at Year-End 2022 in total of 9,699.5 million Baht increased by 854.5 million Baht or an account for 9.7 percent when compare with the previous year is divided into Claim reserve and accrued claim expenses amount 2,598.2 million Baht increased by 475.0 million Baht.

Premium reserve amount 3,813.2 million Baht increased by 474.9 million Baht in line with premium written expansion from group of motor insurance, fire insurance and miscellaneous insurance.

The Company's had capital adequacy ratio to capital adequacy required by law is higher than the standard set by the Office of Insurance Commission (OIC) and is used as an important measure for corporate the business of the organization. In order to the business for operated stability and efficiency by having the capital adequacy ratio (CAR) as of December 31, 2022 was 322.11 percent, which exceeded the legal rate of 140 percent or approximately 2.30 times.

The secretary of the Meeting informed the meeting that according to the shareholder were pass a resolution to approve the shareholding and management restructuring plan of the Company in the Annual General Meeting of Shareholders No. 29/2022 on April 28, 2022 to increase agility, competitiveness and business expansion and reduce investment limitations of the Group Companies. Ensure an able to clear separation of scopes and business risk management and increased more operation efficiency of each business group.

In the past operation, the Company has established a holding company in the form of a public limited company under the name of Thaivivat Holdings Public Company Limited ("TVH") on March 4, 2022 to support making a tender offer for all securities of TVI for exchange same securities types of TVH at a swap ratio of 1:1. After the tender offer is completed, TVH's ordinary shares will be listed on the Stock Exchange of Thailand ("SET") in place of ordinary shares of TVI which will be withdraw from being listed on the SET. on the same day. Which the shareholding and management restructuring plan has already been get preliminarily approved in written by the Stock Exchange of Thailand according to the Stock Exchange of Thailand's letter No. BorJor. 275/2022 dated September 7, 2022 and later on December 21, 2022, the Company has submitted an approval application for offering newly issued securities to SEC, which the SEC has notified accepted One application form to the Company on the last March 20, 2023.

However, during the past period there may be a delayed in the shareholding and management restructuring due to the Company's had a procedure for revised the documents of the Company and its subsidiaries to be consistent with the restructuring plan in this time.

Before submitting to the SET and the SEC, along with the audit of the Company's internal control system to ensure for the relevant institution that the Company has sufficient and appropriate controlled and supervised the internal control system and has been audited or reviewed continually and at present.

However, on the past April 24, 2023, the SEC already issued a letter of approval to offering newly issued securities along with a tender offer for existing securities to the Company. And expected that the registration statement for the offering of securities along with the tender offer or Form 69/247-1 will become effective on April 28, 2023 or tomorrow, and the Company expected to able to started the process of tender offer during May 2, 2023 until July 6, 2023, with a tender offer period of 45 working days. Which the Company will inform the process of making a tender offer again via the SET's information dissemination system. After the completion of the tender offer, TVH will be listed on the SET instead of TVI within the third quarter of the year 2023.

In this regard, the shareholders are requested to follow-up the any progress through the information dissemination system of the Stock Exchange of Thailand, which the Company will inform you later.

For the anti-corruption part, the Company has been renewed its membership in Thailand's Private Sector Collective Action Against Corruption for the second time in September 2022.

In 2022, the company received the "Outstanding Non-life Insurance Development Award 2021" from the Prime Minister's Insurance Awards 2022 from the OIC.

The secretary of the Meeting informed the meeting to acknowledge operation result in 2022, this agenda was for acknowledgement, therefore no voting was required, and gave the opportunity to shareholders to ask questions.

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

RESOLUTION: The meeting acknowledged the report.

Agenda 3: To consider and approve the company's 2023 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 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, 2022 as following numbers of votes:

Approve ... 238,065,517..... votes equal to 100% of all votes of shareholders who attend the meeting

Disapprove-.....votes

Abstain-..... votes

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

The secretary of the meeting 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 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	0.20
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: 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 216.24 million Baht, proposes to approve the dividend payment 2022 at the rate of Baht 0.29 (twenty-nine satang) per share, total amount 87,870,000 Baht or 40.63% of net profit. The company set the record date on March 16, 2023 for determining the shareholders right to receive dividend. The payment is on May 25, 2023.

The secretary of the meeting 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 0.29 (twenty-nine satang) per share as following numbers of votes:

Approve ... 238,065,517..... votes	equal to 100% of all votes of shareholders who attend the meeting
Disapprove-.....votes	
Abstain-..... votes	

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

The secretary of the meeting informed the meeting that in every Annual General Meeting, one-third of the total number of the Directors shall vacate their office. In 2023, three directors were due to retire by rotation at the Annual General Shareholders Meeting as follows;

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

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.

Mr. Jiraphant Asvatanakul stated that the Public Company Act prohibits a director to operate business or be the director in other companies of the same business and in competition with the company's activities, unless the meeting has been notified before resolution is made for

appointment. Mr. Jiraphant Asvatanakul informed the detailed of being directors in other insurance companies as follow :

- Chairman and the nomination and remuneration Committee , Thai Reinsurance Public Company Limited.
- Vice Chairman and Chairman of Investment Committee , Road Victims Protection Company Limited

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.

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**.

The secretary of the Meeting 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 before voting, the secretary of the meeting asked 2 nominated directors to leave the meeting room. 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 elect 3 Directors as the following numbers of votes:

Mrs. Supaporn Burapakusolsri

Approve ... 238,065,517..... votes equal to 100% of all votes of shareholders who attend the meeting

Disapprove-.....votes

Abstain-..... votes



Mr. Jiraphant Asvatanakul

Approve ... 237,970,289..... votes equal to 100% of all votes of shareholders who attend the meeting

Disapprove-.....votes

Abstain1,081,128...votes not count as voting base

Associate Professor Dr. Sombat Thiratrakoolchai

Approve 239,051,417.. votes equal to 100% of all votes of shareholders who attended the meeting

Disapprove-.....votes

Abstain-.....votes

Agenda 6: To consider and approve Director's remuneration

The secretary of the meeting 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	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	3	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	30,000	20,000

Details of Compensation	2023	2022	2021
- 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

The secretary of the meeting proposed the meeting to consider and approve the Directors remuneration for the year 2023, 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 ... 239,051,417 votes equal to 100% of all votes of shareholders who attended the meeting

Disapprove-.....votes

Abstain-..... votes

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

The secretary of the meeting invited Mr. Sucheep Lakthong, Accounting Manager to report to the meeting.

Mr. Sucheep informed the meeting that The EY Office Limited had been appointed, by the resolution of the 29/2022 Annual Ordinary General Meeting of shareholders, as the Company's auditor for the year 2022 which the auditors had completed their duty. The Audit Committee

considered electing the auditor for 2023 and would like to reappoint EY Office Limited to be auditor of the company in 2023 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 Parent 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 2023 was Baht 2,720,000 decreasing from last year in the amount of 230,000 baht, as per following details:

Unit : Baht

	2022	2022	Change	%
1. Fee for the annual financial statements ending 31 December	1,240,000	1,370,000	-120,000	-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	-	-7.8

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 Year
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 2,720,000 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 2,720,000 Baht.

Mr. Sucheep 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 2023, with the audit fee Baht 2,720,000 as the following numbers of votes:

Approve ... 239,051,417 votes equal to 100.00% of all votes of shareholders
who attended the meeting

Disapprove-..... votes

Abstain-..... votes



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

The secretary of the meeting 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 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. Details on draft of the Company’s Articles of Association as follow:

**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</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</p>

Existing Articles of Association	Proposed amendments to the Articles of Association
<p>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>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>
<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 <u>three</u> 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>	<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</u></p>

Existing Articles of Association	Proposed amendments to the Articles of Association
<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><u>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 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 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 which the shareholders attend the meeting at the</p>

Existing Articles of Association	Proposed amendments to the Articles of Association
	<p>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 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</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 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</p>

Existing Articles of Association	Proposed amendments to the Articles of Association
<p>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 Company, The definition of “controlling power over the businesses” will be as prescribed by the law on securities and exchange.</p>	<p>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 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>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>

Existing Articles of Association	Proposed amendments to the Articles of Association
<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> <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</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 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</p>

Existing Articles of Association	Proposed amendments to the Articles of Association
<p>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 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 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; 	<p>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 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 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;

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 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 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 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.</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</p>	<p>(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</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 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 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.</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</p>

Existing Articles of Association	Proposed amendments to the Articles of Association
<p>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.</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 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), <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 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), <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 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</p>	<p>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.</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 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), <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 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), <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 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</p>

Existing Articles of Association	Proposed amendments to the Articles of Association
<p>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, regarding 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: 40px;">(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: 40px;">(2) the sale or transfer of all or a substantial part of the Company’s business to another person;</p> <p style="padding-left: 40px;">(3) the purchase or acceptance of the transfer of another company’s business to the Company;</p> <p style="padding-left: 40px;">(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 style="padding-left: 40px;">(5) the rental or hire–purchase of all or substantial part of the Company’s business or assets.</p>	<p>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, regarding 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: 40px;">(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: 40px;">(2) the sale or transfer of all or a substantial part of the Company’s business to another person;</p> <p style="padding-left: 40px;">(3) the purchase or acceptance of the transfer of another company’s business to the Company;</p> <p style="padding-left: 40px;">(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 style="padding-left: 40px;">(5) the rental or hire–purchase of all or substantial part of the Company’s business or assets.</p>

Existing Articles of Association	Proposed amendments to the Articles of Association
<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>(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>(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</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>(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</p>

Existing Articles of Association	Proposed amendments to the Articles of Association
<p>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>(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</p>	<p>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> <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</p>

Existing Articles of Association	Proposed amendments to the Articles of Association
<p>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 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>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 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>

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 ... 239,051,417	votes	equal to 100.00% of all votes of shareholders
		who attended the meeting
Disapprove	-..... votes	
Abstain	-..... votes	

Agenda 9: 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 was no query; the secretary of the Meeting informed the Meeting that the Company would post the minutes of 2023 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 afore mentioned minutes of Meeting. In addition, the Company also recorded the Meeting in form of video media.



Then the secretary of the Meeting invited the Chairman to close the Meeting. The Chairman informed the meeting that the 30th 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 34 shareholders, who presented either in person or by proxy representing 239,051,417 shares or 78.89% of the total outstanding shares of the Company.

The meeting adjourned at 3.08 p.m.

Phisit Setthawong

(Mr. Phisit Setthawong)
Chairman of the Meeting

Jiraphant Asvatanakul

(Mr. Jiraphant Asvatanakul)
Chief Executive Officer and President



Thaivivat Insurance Public Company Limited
Report and financial statements
31 December 2023



**Biographies of the proposed Director
(Supporting document for consideration of agenda 6)**



Mrs. Pranee Phasipol

Address 44 Tiwanon Road,Tha-sai, Muang Nontaburi ,Nontaburi 11000
Date of Birth October 13, 1949
Age 74 Years
Nationality Thai
Present Position Independent Director 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 Defense 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 Advanced Insurance Science Program, Class 5 – Institute of Advanced Insurance Science
- 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 years being as director 9 years if re-elected for another term will be 12years

Executive position None

Other current position

- Independent Director, 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

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

	Presented	Held
2023	8	8
2022	8	8

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

	Presented	Held
2023	5	5
2022	5	5

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

	Presented	Held
2023	4	4
2022	3	3

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

	Presented	Held
2023	2	2
2022	2	2

**Biographies of the proposed Director
(Supporting document for consideration of agenda 6)**



Mrs. Poonsub Sakunee

Address 386 Thepkunakorn Road, Na Mueang Subdistrict, Mueang District,
Chachoengsao Province 24000

Date of Birth February 16, 1954

Age 70 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

Director Accreditation Program (DAP), Thai Institute of Directors (IOD)

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 Thaivat 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 2 Years if re-elected for another term will be 5 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
2023	8	8
2022	5*	8

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

	Presented	Held
2023	5	5
2022	4*	5

*appointment April 28, 2022

Biographies of the proposed Director
(Supporting document for consideration of agenda 6)



Mr. Thawan Viranont

Address 123 Ramkhamhang 30/1 Hau-mak Bangkapi Bangkok 10240
Date of Birth March 13,1948
Age 76
Nationality Thai
Present Position Director, Advisor of CEO and Good Corporate Governance committee

Education background / Training course

B.A. Law, Thammasart University
 Director Accreditation Program (DAP), Thai Institute of Directors (IOD)

Work Experience

Senior Executive Vice President, Legal Department, Thaivivat Insurance Public Co., Ltd.

Director position of Thaivivat Insurance Public Co., Ltd.

Director Position Director (appointment – renewal, April 29,1987 – Present)
 The Corporate Governance committee (appointment, February 27,2020 - present)

Executive position Advisor of CEO

Other current position Director, Good Corporate Governance Committee, Thaivivat Holdings PCL.,

Number of year being as director 37 years if re-elected for another term will be 40 years

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 29,1987 - Present)

	Presented	Held
2023	8	8
2022	8	8

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

	Presented	Held
2023	2	2
2022	2	2

**Biographies of the proposed Director
(Supporting document for consideration of agenda 6)**



Police General Chinnaphat Sarasin

Address 122 Saladaeng Road, Silom Subdistrict, Bang Rak District, Bangkok 10500

Date of Birth 3 September 1963

Nationality Thai

Education background / Training course

Bachelor's degree in Business Administration, Central Missouri state University, USA

Master's Degree, Faculty of Political Science, Chulalongkorn University

Director Training Course Director Accreditation Program (DAP)

Work Experience

3 October 2023 – present - Advisor to the Prime Minister

1 October 2022 – 30 September 2023 - Deputy Commissioner of the Royal Thai Police

1 October 2020 – 30 September 2022 - Assistant Commissioner of the Royal Thai Police

1 October 2018 – 30 September 2020 - Commissioner of Narcotics Suppression Police

Other current position

3 October 2023 – present - Advisor to the Prime Minister

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 9)

Name : Ms. Narissara Chaisuwan
Certified Auditor No. 4812

Age : 52 years

Education : Master of Science (Accounting)
Chulalongkorn University

Position in the Audit Firm : Partner



Auditing Experiences:

- Thai Reinsurance Public Company Limited
- BlueVenture Group Public Company Limited
- Bangkok Insurance Public Company Limited
- Thaivivat Insurance Public Company Limited
- The Navakij Insurance Public Company Limited
- Krungthai Panich Insurance Public Company Limited
- Road Accident Victims Protection Company Limited
- ERGO Insurance (Thailand) Public Company Limited
- Rabbit Life 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 9)

Name : Ms. Rachada Yongsawadvanich
Certified Auditor No. 4951

Age : 53 years

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

Position in the Audit Firm : Partner



Auditing Experiences:

- Prudential Life Assurance (Thailand) Public Company Limited
- Thai Reinsurance Public Company Limited
- Thaire Life Assurance Public Company Limited
- FWD Life Insurance Public Company Limited
- Bangkok Insurance Public Company Limited
- 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

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 9)

Name : Ms. Wanwilai Phetsang
Certified Auditor No. 5315

Age : 52 years

Education : Master Degree in Business Administration,
Thammasat University

Position in the Audit Firm : Partner



Auditing Experiences:

- Thanachart Bank Public Company Limited
- Thanachart Capital Public Company Limited
- Krung Thai Bank Plc.
- Mizuho Bank, Ltd. Bangkok Branch
- Roojai Insurance Public Company Limited
- JMT Network Services Plc.
- Thanachart Training & Development Company Limited
- National Leasing Company Limited
- Impact Growth Real Estate Investment Trust

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 9)

Name : Ms. Bongkot Kriangphanamorn
Certified Public Accountant (Thailand) No. 6777

Age : 47 years

Education : Master of Science (Accounting),
Thammasat University

Position in the Audit Firm: Partner

Auditing Experience : - Jaymart Insurance Public Company Limited
- JMT Network Services Public Company Limited
- Star Money Company Limited
- Knight Club Capital Asset Management Public Company Limited
- LH Financial Group Public Company Limited
- Land and Houses Bank Public Company Limited
- Land and Houses Securities Public Company Limited
- Land and Houses Fund Management Co.,Ltd



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

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



Mr. Phisit Setthawong

Address 31 Inthamara 24 Din Daeng, Bangkok 10400
Date of Birth March 18, 1945
Age 79 Years
Nationality Thai
Present Position Independent Director , Chairman, Chairman of Audit Committee and Chairman of Nomination and Remuneration Committee

Education background / Training course

B.A. Commerce and Accountancy (with honors), Chulalongkorn University
 M.A. and Ph.D. Economics, Michigan State University, U.S.A.
 Director Accreditation Program (DAP), Thai Institute of Directors (IOD)

Work Experience

Deputy Permanent Secretary, Ministry of Commerce
 Director-General, Department of Internal Trade
 Consultant, Innovation Center Co., Ltd.
 Consultant to Director, The Agricultural Futures Exchange of Thailand

Director position of Thaivivat Insurance Public Co., Ltd.

Director Position

Independent Director (appointment October 28, 2005- Present)
 Chairman (appointment May 12, 2021- Present)
 Chairman of Nomination and Remuneration Committee (appointment September 11, 2016- Present)

Executive position None

Number of year being as director 19 years

Share holding in the company None

Legal matters in dispute No contentious case in past 5 years

Other current position Independent Director, Chairman, Chairman of Audit Committee
 Chairman of Nomination and Remuneration 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**

- Having the relationship in the following nature to the Company or the Subsidiary Company or Juristic person which may have a conflict in current year or in the past 2 years **No**
- (1) Being the director who participates in the management of works, employees and staff or being a consultant who receives monthly salary **No**
- (2) Being service provider for professional matter (such as auditors or legal advisor) **No**
- (3) Having business relationship (such as buying/selling raw materials/goods/service, borrowing/lending) **No**

Meeting attendance / Number of Meeting

Meeting attendance for Company Director (appointment October 28, 2005- Present)

	Presented	Held
2023	8	8
2022	8	8

Meeting attendance for Audit committee (appointment September 11, 2016 - Present)

	Presented	Held
2023	1	1
2022	1	1

Being Stakeholders in the proposed agenda for the meeting on 31/2024

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 8 To consider and determine the Pensions of director committee

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



Mrs. Supaporn Burapakusolsri

Address 31 Soi Muban Seri Villa Yaek 4, Nong Bon, Prawet District Bangkok 10250
Date of Birth February 28, 1953
Age 71 years
Nationality Thai
Present Position Independent Director, Audit Committee, Nomination and Remuneration Committee, Good Corporate Governance Committee and Investment 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 Management 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

Director position of Thaivivat Insurance Public Co., Ltd.**Director Position** Independent Director (appointment November 14, 2016- Present)

Good Corporate Governance Committee (appointment February 27, 2020- Present)

Audit Committee (appointment June 2, 2020- Present)

Investment Committee (appointment February 25, 2021- Present)

Nomination and Remuneration Committee (appointment February 27, 2024- Present)

Executive position None**Number of year being as director** 8 Years**Share holding in the company** None**Legal matters in dispute** No contentious case in past 5 years**Other current position**

Independent Director, Audit Committee, Nomination and Remuneration Committee, Good Corporate Governance Committee, Investment Committee, Nomination and Remuneration Committee – Thaivivat Holdings Public Company Limited

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

- 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 November 14, 2016- Present)

	Presented	Held
2023	8	8
2022	8	8

Meeting attendance for The Audit Committee (appointment June 2, 2020- Present)

	Presented	Held
2023	5	5
2022	5	5

Meeting attendance for CG Committee (appointment February 27, 2020- Present)

	Presented	Held
2023	2	2
2022	2	2

Meeting attendance for Investment Committee (appointment February 25, 2021)

	Presented	Held
2023	4	4
2022	3	3

Being Stakeholders in the proposed agenda for the meeting on 31/2024

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 8 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 event that shareholders call an extraordinary general meeting of shareholders by themselves as described in the third paragraph, procedures for sending meeting invitations and disclosure of meeting invitation must be in accordance with any applicable laws, rules, procedures or regulations.

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. In the case of a meeting via electronic means, the Company's head office shall be deemed the venue of such meeting.

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. This information has to be clearly specified 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.

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.

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.

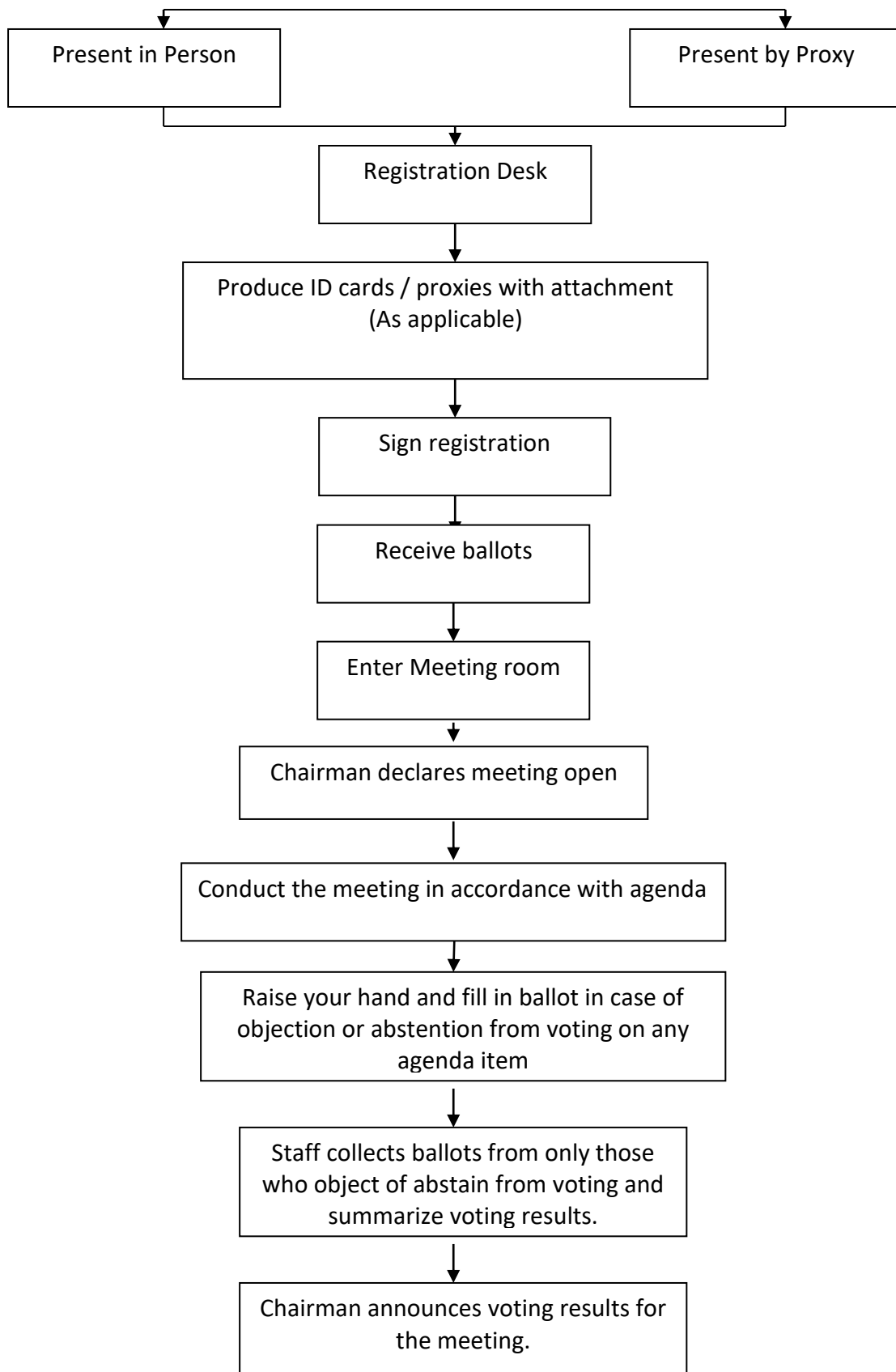
Article 31. A resolution of the meeting of shareholders shall be made by the following votes:

- (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.

Procedures for Attending Annual Meeting of Shareholders



Documents and evidence required for registration of the shareholders meeting attendance:

Proxy and Voting Procedures in the Shareholders Meeting
and Shareholders Meeting Attendance Procedure

1. Proxy Procedure

The company has sent a proxy form as prescribed by the Department of Business Development, Ministry of Commerce, to any shareholder who is unable to attend the ordinary meeting of shareholders no. 31/2024 in person may appoint a proxy in accordance with the follows manners:

- 1) The shareholder may appoint any person according to its intention or appoint any independent directors of the company as a proxy by specifying name and details of the person to whom the shareholder wishes to grant a proxy. The shareholder can appoint only one proxy holder to attend the meeting;
- 2) A 20 Baht duty stamp shall be affixed, crossed out and dated the date of execution of such proxy for validly and legally binding effect;
- 3) submit a proxy form to the company's office within the 20 of April 2024 or at least thirty minutes before the commencement of the meeting so as to allow the company officers to verify such documents before the meeting starts. In any case, regardless of the number of the company's shares held by any shareholder, the shareholder shall not execute a proxy more than one copy or grant a proxy to several proxy holders.

2. Registration prior to the meeting

The company will start the registration of attendance no less than 1 hour prior to the commencement of the meeting or from 08.00 hours, at head office of THAIVIVAT INSURANCE PUBLIC COMPANY LIMITED, located at 71, Dindaeng Road, Samsennai Sub-district, Phayathai District, Bangkok as shown in the map of the meeting venue enclosed.

3. Presentation of documents prior to the meeting

The meeting attendees shall present the following documents (as the case may be) prior to the meeting:

3.1 In case of individual

3.1.1 If the shareholder attends the meeting in person, the shareholder shall present a valid documents issued by governmental agencies, such as identification card, civil servant identification card, driving license or passport, and if there is any change of name-surname , document relating thereto shall be presented.

3.1.2 If the proxy holder attends the meeting, the following documents shall be presented:

- (1) any of proxy forms as enclosed with the notice of meeting signed by the proxy grantor and proxy holder;
- (2) copies of official documents of the shareholders issued by governmental agencies as specified in clause 3.1.1 with "certified true copy" by such shareholders;
- (3) official documents of the proxy holders issued by the governmental agencies as specified in clause 3.1.1

3.2 In case of Juristic person

3.2.1 If the shareholders representative (director) attends the meeting in person,

- (1) official documents of the shareholders representative issued by governmental agencies as specified in clause 3.1.1 for individual;
- (2) copies of company registration certificate of the shareholders and certified true copies by the juristic person representative (director) and specified a statement indicating that such juristic person representative attending the meeting has been authorized to act on behalf on such shareholders in the capacity of juristic person;

3.2.2 If a proxy attends the meeting,

- (1) any proxy forms as enclosed with the notice of meeting signed by juristic person representative (director) acting as proxy grantor and proxy holder;
- (2) copies of company registration certificate of the shareholders and certified true copies by the juristic person representative (director) and specified a statement indicating that such juristic person representative who signed the proxy has been authorized to act on behalf of such shareholders in the capacity of juristic person;
- (3) certified true copies of official documents of the juristic person representative (director) acting as a proxy grantor as specified in clause 3.1.1;
- (4) official documents of the proxy holder issued by governmental agencies as specified in clause 3.1.1 for individual;

3.3 In case of the shareholder is a non-Thai nationality or a juristic person registered under foreign laws

The same set of documents as specified in previous section shall be prepared and presented. Any original documents which are not made in English shall be translated into English and certified correct translation by the shareholder or the juristic person representative as additional attachment.

4. Voting

4.1 Voting Rules

(1) Each shareholder is entitled to votes equal to the number of shares held. One share is equal to one vote. A vote shall be made as “approve”, “disapprove” or “abstain”. Partial vote is prohibited.

(2) In case of casting a vote by proxy, a proxy holder shall cast a vote in accordance with the intention of the shareholder as specified in the proxy only. If the proxy grantor has not specified its intention regarding a vote in the proxy, or it is specified unclearly, the proxy holder is entitled to determine and cast a vote on behalf of the proxy grantor.

(3) A resolution of the meeting shall comprise the following votes:

- a) In normal case, a majority of vote shall be a resolution of the meeting.
- b) In other cases where laws or Articles of Association of the company specify otherwise, it shall proceed with such provision. The chairman or any person designated by chairman shall inform shareholders in the meeting before casting a vote for each agenda.

(4) In case of equality of vote, the chairman of the meeting shall have a casting vote.

(5) Any shareholder who has special interest in any matter shall have no right to vote on

such matter and the chairman of the meeting may request such shareholder to leave the meeting temporary.

(6) A secret vote shall be made if requested by at least 5 shareholders and the meeting has granted a resolution to do so. In this regard, the chairman of the meeting shall determine a procedure for secret vote and inform the meetings thereof before casting a secret vote.

4.2 Voting procedure for each agenda

The chairman or any person designated by chairman shall propose the shareholders to cast a vote for each agenda by show of hands, by asking the meeting that whether shareholder disapproves or abstains in accordance with the following voting procedures:

(1) In case where shareholder attends the meeting in person

If any shareholder disapproves or abstains from voting, such shareholder shall show his hands and mark “disapprove” or “abstain” in voting confirmation ballots as distributed to shareholders at meeting attendance registration process and sign his name, and the company officers shall collect such voting confirmation ballots for further counting purpose.

For any shareholder who does not show his hands in the meeting, it shall be deemed that such shareholder votes “approve” as proposed by the board of director.

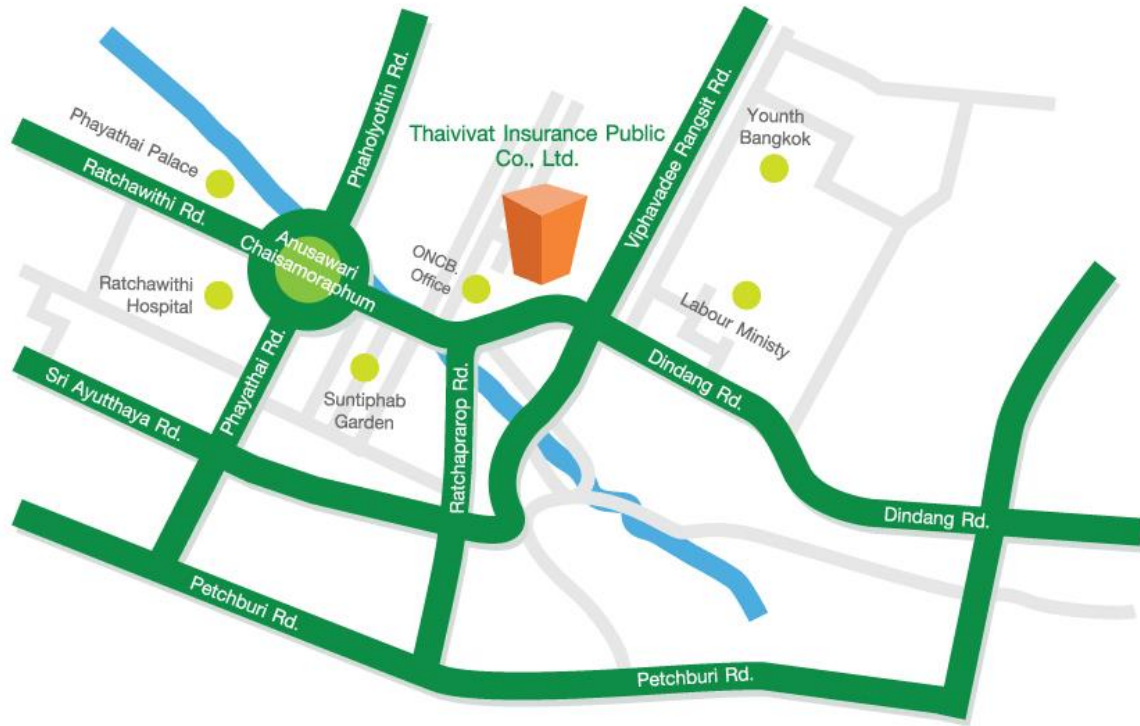
(2) In case where a proxy holder attends the meeting

A) A vote for each agenda marked by the shareholder in the proxy form which has been submitted by the proxy holder to the company officer at meeting attendance registration process shall be counted in considering of meeting resolution. A proxy hold is not required to cast a vote in voting ballot.

B) If the shareholder does not specify his intention to vote in the proxy form or his intention is specified unclearly, the proxy holder is entitled to determine and cast a vote on his behalf by following the manners as specified in clause 4.2 (1).

4.3 Vote count and announcement of vote result

At each agenda of the meeting, a vote shall be counted by deducting a vote for disapproval and abstain from voting from total shares of shareholders/proxy holders attending the meeting and having a right to vote, and a vote result for each agenda shall be announced to the meeting regarding the number of votes for approval, disapproval or abstain from voting.



แบบ ก.

Form A

หนังสือมอบฉันทะ

PROXY

อากรแสตมป์

Duty Stamp

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 Thaivivat 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 ดร.พิศิษฐ เศรษฐวงศ์ กรรมการอิสระ อายุ 79 ปี อยู่บ้านเลขที่ 31 ซอยอินทามระ 24

Name Mr. Phisit Sethawong Independent Director Age 79 years Resides at 31 Soi Indramara 24

ตำบล/แขวง ดินแดง อำเภอ/เขต ดินแดง จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10400

Sub district Dindang District Dindang Province Bangkok Postal Code 10400

 (3) ชื่อ นางสุภาภรณ์ บุรพุกศลศรี กรรมการอิสระ อายุ 71 ปี อยู่บ้านเลขที่ 31 ซ.หมู่บ้านเสรีวิลล่า แยก 4

Name Mrs. Supaporn Burapakusolsri Independent Director Age 71 years Resides at 31 Soi Muban Seri Villa Yaek 4

ตำบล/แขวง นongบอน อำเภอ/เขต ปะเรวต จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10250

Sub district Nong Bon District Prawet Province Bangkok Postal Code 10250

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุม และออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567

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 2024

ในวันที่ 24 เมษายน 2567 เวลา 09.00 น. ณ ห้องประชุมชั้น 1 อาคารประกันภัยไทยวิวัฒน์ เลขที่ 71 ถนนดินแดง แขวงสามเสนใน

on April 24 ,2024 at 9.00 a.m., at conference room the 1st floor Thaivivat Insurance Building, 71 Din Daeng Road, Samsen Nai,

เขตพญาไท กรุงเทพมหานคร 10400 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Phaya Thai, Bangkok 10400 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 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 ดร.พิศิษฐ เสรษฐวงษ์ กรรมการอิสระ อายุ 79 ปี อยู่บ้านเลขที่ 31 ซอยอินทามระ 24

Name Mr. Phisit Setthawong Independent Director Age 79 years Resides at 31 Soi Indramara 24

ตำบล//แขวง ดินแดง อำเภอ/เขต ดินแดง จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10400

Sub district Dindang

District Dindang

Province Bangkok

Postal Code 10400

(3) ชื่อ นางสุภาภรณ์ นูรพทกุลศรี กรรมการอิสระ อายุ 71 ปี อยู่บ้านเลขที่ 31 ซ.หมู่บ้านเสรีวิลล่า แยก 4

Name Mrs. Supaporn Burapakusolsri Independent Director Age 71 years Resides at 31 Soi Muban Seri Villa Yaek 4

ตำบล//แขวง นongบอน อำเภอ/เขต ประเวศ จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10250

Sub district Nong Bon

District Prawet

Province Bangkok

Postal Code 10250

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุม และออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567

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 2024

ในวันที่ 24 เมษายน 2567 เวลา 09.00 น. ณ ห้องประชุมชั้น 1 อาคารประกันภัยไทยวิวัฒน์ เลขที่ 71 ถนนดินแดง แขวงสามเสนใน

on April 24 ,2024 at 9.00 a.m., at conference room the 1st floor Thaivivat Insurance Building, 71 Din Daeng Road, Samsen Nai,

เขตพญาไท กรุงเทพมหานคร 10400 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Phaya Thai, Bangkok 10400 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 30/2566

Agenda 1 To consider and approve the Minutes of the Annual General Shareholders' Meeting No. 30/2023

(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 พิจารณารับทราบการจ่ายเงินปันผลระหว่างกาล ปี 2566

Agenda 2 To acknowledge the interim dividend paid during the year.

เนื่องจากเป็นวาระเพื่อทราบ จึงไม่มีการลงคะแนนเสียง

This agenda was the shareholders' acknowledgment; no voting.

วาระที่ 3 พิจารณารับทราบรายงานของคณะกรรมการเกี่ยวกับผลการดำเนินงานของบริษัทฯ ในรอบปี 2566

Agenda 3 To consider the Board of Directors annual report of the company's performance for 2023.

เนื่องจากเป็นวาระเพื่อทราบ จึงไม่มีการลงคะแนนเสียง

This agenda was the shareholders' acknowledgment; no voting.

วาระที่ 4 พิจารณานุมัติงบการเงินของบริษัทฯ สำหรับรอบระยะเวลาบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2566

Agenda 4 To consider and approve the company's 2023 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 5 พิจารณานุมัติการจัดสรรเงินกำไรและการจ่ายเงินปันผล

Agenda 5 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 6 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ

Agenda 6 To consider and appoint directors to replace those who are due to retire by rotation.

(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:

การแต่งตั้งกรรมการทั้งหมด

Appoint all in the list

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

การแต่งตั้งกรรมการเป็นรายบุคคล

Appoint individually

1. นางปราณี ภาชีผล

Mrs. Pranee Phasipol

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

2. นางพูนทรัพย์ สุกณี

Mrs. Poonsub Sakunee

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

3. นายถวัลย์ วิจารณ์นท์

Mr. Thawan Viranont

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ 7 พิจารณาเลือกตั้งกรรมการอิสระเข้าใหม่

Agenda 7 To consider and appoint the new independent director.

(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 8 พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการประจำปี 2567

Agenda 8 To consider and approve Director's remuneration.

(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 9 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชี

Agenda 9 To consider approve and appoint the external auditor and set auditing fee.

(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 10 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 10 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 ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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 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.

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.

แบบ ค.

Form C

หนังสือมอบฉันทะ

Proxy

อากรแสตมป์

Duty / Stamp

20 บาท / Baht

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 ให้อีก

Am/are in the business of a custodian for

(2) ซึ่งเป็นผู้ถือหุ้นของ บริษัท ประกันภัยไทยวิวัฒน์ จำกัด (มหาชน) โดยถือหุ้นสามัญจำนวนทั้งสิ้นรวม

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

(3) ขอมอบฉันทะให้

Hereby appoint

(1) ชื่อ อายุ ปี อยู่บ้านเลขที่

Name age years Resides at Road

ตำบล/แขวง อำเภอ/เขต จังหวัด รหัสไปรษณีย์

Sub district District Province Postal Code

(2) ชื่อ ดร.พิศิษฐ เศรษฐวงศ์ กรรมการอิสระ อายุ 79 ปี อยู่บ้านเลขที่ 31 ซอยอินทามระ 24

Name Mr. Phisit Setthawong Independent Director Age 79 years Resides at 31 Soi Indramara 24

ตำบล/แขวง ดินแดง อำเภอ/เขต ดินแดง จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10400

Sub district Dindang District Dindang Province Bangkok Postal Code 10400

(3) ชื่อ นางสุภาภรณ์ บุรพุกุลศรี กรรมการอิสระ อายุ 71 ปี อยู่บ้านเลขที่ 31 ซ.หมู่บ้านเสรีวิลล่า แยก 4

Name Mrs. Supaporn Burapakulsri Independent Director Age 71 years Resides at 31 Soi Muban Seri Villa Yaek 4

ตำบล/แขวง หนองบอน อำเภอ/เขต ประเวศ จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10250

Sub district Nong Bon District Prawet Province Bangkok Postal Code 10250

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุม และออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567

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 2024

ในวันที่ 24 เมษายน 2567 เวลา 09.00 น. ณ ห้องประชุมชั้น 1 อาคารประกันภัยไทยวิวัฒน์ เลขที่ 71 ถนนดินแดง แขวงสามเสนใน

on April 24 ,2024 at 9.00 a.m., at conference room the 1st floor Thaivivat Insurance Building, 71 Din Daeng Road, Samsen Nai,

เขตพญาไท กรุงเทพมหานคร 10400 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Phaya Thai, Bangkok 10400 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 30/2566
- Agenda 1 To consider and approve the Minutes of the Annual General Shareholders' Meeting No. 30/2023
- (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 ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 2 พิจารณารับทราบการจ่ายเงินปันผลระหว่างกาล ปี 2566
- Agenda 2 To acknowledge the interim dividend paid during the year.
เนื่องจากการเป็นวาระเพื่อทราบ จึงไม่มีการลงคะแนนเสียง
This agenda was the shareholders' acknowledgment; no voting.
- วาระที่ 3 พิจารณารับทราบรายงานของคณะกรรมการเกี่ยวกับผลการดำเนินงานของบริษัทฯ ในรอบปี 2566
- Agenda 3 To consider the Board of Directors annual report of the company's performance for 2023.
เนื่องจากการเป็นวาระเพื่อทราบ จึงไม่มีการลงคะแนนเสียง
This agenda was the shareholders' acknowledgment; no voting.
- วาระที่ 4 พิจารณาอนุมัติงบการเงินของบริษัทฯ สำหรับรอบระยะเวลาบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2566
- Agenda 4 To consider and approve the company's 2023 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 ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 5 พิจารณาอนุมัติการจัดสรรเงินกำไรและการจ่ายเงินปันผล
- Agenda 5 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 ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 6 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ
- Agenda 6 To consider and appoint directors to replace those who are due to retire by rotation.
- (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:
- การแต่งตั้งกรรมการทั้งหมด
Appoint all in the list
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

- การแต่งตั้งกรรมการเป็นรายบุคคล
 Appoint individually
1. นางปราณี ภาชีผล
 Mrs. Pranee Phasipol
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain
2. นางพูนทรัพย์ สุกุณี
 Mrs. Poonsub Sakunee
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain
3. นายถวัลย์ วิจารณ์
 Mr. Thawan Viranont
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

วาระที่ 7 พิจารณาเลือกตั้งกรรมการอิสระเข้าใหม่

Agenda 7 To consider and appoint the new independent director.

- (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 พิจารณาอนุมัติการกำหนดค่าตอบแทนกรรมการประจำปี 2567

Agenda 8 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 9 พิจารณาอนุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชี

Agenda 9 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 10 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 10 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 ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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 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.

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. 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. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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.