

[Translation]

**Minutes of the 2022 Annual General Meeting of Shareholders  
Thai Group Holdings Public Company Limited**

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The Meeting was held on Wednesday, April 27, 2022 at 10.00 hrs., via Electronic Meeting (“**E-AGM**”) through live broadcasting from the Meeting Room, 13th floor, Southeast Building, No. 315 Silom Road, Silom, Bangrak, Bangkok 10500.

Thai Group Holdings Public Company Limited (the “**Company**”) had set the Record Date of Monday, March 14, 2022 as to determine name of the shareholder eligible to attend the 2022 Annual General Meeting of Shareholders (the “**Meeting**”). The number of entitled shareholders on the Record Date (March 14, 2022) were 442 shareholders, holding a combined total of 752,097,832 shareholders.

**Preliminary Proceeding before the Meeting**

Ms. Rotjana Udomthongkon, Acting Company Secretary, informed that the shareholders of the voting procedures and vote counting via E-AGM as follows:

1. In casting votes, one (1) share shall have one (1) vote pursuant to Clause 35 of the Company’s Article of Association.
2. Vote counting in each agenda item shall be informed in two scenarios as follows:
  - 2.1 In a case where a shareholder attends the Meeting in person or by proxy,
    - The Chairman shall request the Meeting to vote in each agenda for 15 seconds, the Company will allow shareholders/ proxy holders to vote;
    - For each agenda item, please click Vote then select Approve or Disapprove or Abstain for that agenda and click Vote in order confirm the voting. After voted, the processing bar will be shown voted and the system will process the voting;
    - In case of doing nothing in which agenda, it means that this agenda is approved, as such, the system will process the vote as Approve;
    - To edit the voted, it should be redone prior to the time out of voting in each agenda.
  - 2.2 In a case where a shareholder appointing a proxy to attend the Meeting has clearly cast his or her vote in each agenda item in the proxy form beforehand, the Company shall count the votes cast in the proxy form towards the resolution of such agenda item. As these votes have been collected and recorded for processing in advance in system, the proxies attending the Meeting thus shall not edit the voting.

3. The Company will report the result of each agenda after 15 seconds of voting passed. However, in the event that occurred due to delay of system, the Chairman shall process the next agenda and report the result to the Meeting before the Meeting adjourned.
4. Any shareholder or proxy, who arrives after the Meeting had begun, shall have the right to vote on the agenda item being considered and the subsequent agenda items only.
5. Before the voting of each agenda item, the Chairman shall invite the shareholders to ask questions on the related agenda. Any shareholder or proxy who would like to ask the question, please type a question in the menu "Chat inbox" please also inform your name - surname and status, such as coming in person or as a proxy. Then the company will answer the questions accordingly.
6. The next meeting of shareholders shall not have the agenda regarding the consideration and approval of the Minutes of the 2022 Annual General Meeting of Shareholders. The Company shall disclose the Minutes of the 2022 Annual General Meeting of Shareholders in Thai and English on the Company's website and through the information disclosure system of the Stock Exchange of Thailand (the "SET") within 14 days from the date of the Meeting. In addition, shareholders shall be given opportunity to make inquiries or give their comments regarding the Minutes of the Meeting.
7. The Company had provided an opportunity for shareholders to nominate qualified candidates for election as the Company's director during December 1, 2021 to January 31, 2022 pursuant to the criteria disclosed on the Company's website. However, no shareholder proposed any agenda for the Annual General Meeting nor was a candidate nominated for the Company's directorship. As such, there were 13 agenda items.

The Acting Company Secretary informed that there were 3 shareholders attending in persons, representing 202 shares, and 24 shareholders attending by proxies, representing 746,206,160 shares, which in total amount to 27 shareholders, representing 746,206,362 shares, or equivalent to 99.2167 percent of the Company's total issued shares (The Company has a total of 752,097,832 shares). Hence, a quorum was constituted pursuant to the Company's Article of Association.

Mr. Charoen Sirivadhanabhakdi, Chairman of the Board, attending the Meeting via E-AGM, and asked for permission from the meeting to have Dr. Apichai Boontharawara, Director, to conduct the meeting.

The Acting Company Secretary introduced to the Meeting the Directors, Management members, a representative of the legal counsel, auditor and representative being witnesses during the voting process. These persons were as follows:

**Directors attending the Meeting through E-AGM:**

- |                 |                   |   |
|-----------------|-------------------|---|
| 1. Mr. Charoen  | Sirivadhanabhakdi | Chairman of the Board                                     |
| 2. Khuning Wann | Sirivadhanabhakdi | Vice Chairman of the Board                                |
| 3. Mr. Vachara  | Tuntariyanond     | Independent Director                                      |
| 4. Mrs. Atinant | Bijananda         | Director and Vice Chairman of the Executive Board         |
| 5. Mr. Thapana  | Sirivadhanabhakdi | Director and member of the Corporate Governance Committee |

- |    |               |                |   |
|----|---------------|----------------|---|
| 6. | Dr. Somchai   | Sujjapongse    | Director, member of the Executive Board, member of the Risk Management Committee and member of the Corporate Governance Committee |
| 7. | Mr. Sithichai | Chaikriangkrai | Director, member of the Executive Board and member of the Transformation Committee  |
| 8. | Mrs. Kittiya  | Todhanakasem   | Director and member of the Transformation Committee   |

The above 8 directors attended the Meeting via E-AGM according to Emergency Decree on Electronic Meetings, B.E. 2563 (2020).

**Directors attending the Meeting in person:**

- |    |                |               |   |
|----|----------------|---------------|---|
| 1. | Mr. Yothin     | Pibulkasetkij | Independent Director, member of the Audit Committee and Chairman of the Nomination and Remuneration Committee   |
| 2. | Pol. Gen. Jate | Mongkolhutthi | Independent Director and Chairman of the Risk Management Committee  |
| 3. | Mr. Padungdej  | Indralak      | Independent Director, member of the Audit Committee, member of the Risk Management Committee and member of the Nomination and Remuneration Committee                  |
| 4. | Mr. Chotiphat  | Bijananda     | Director, Chairman of the Executive Board, member of Nomination and Remuneration Committee, member of the Transformation Committee and Acting Chief Executive Officer |
| 5. | Dr. Buranawong | Sowapru       | Independent Director and Chairman of the Transformation Committee   |
| 6. | Dr. Apichai    | Boontherawara | Director and member of the Executive Board  |

**Directors absent :**

- |    |              |             |   |
|----|--------------|-------------|---|
| 1. | Dr. Areepong | Bhoocha-oom | Vice Chairman of the Board, Chairman of the Corporate Governance Committee                          |
| 2. | Dr. Kulpatra | Sirodom     | Independent Director, Chairman of the Audit Committee, member of the Corporate Governance Committee |

The Company has a total sixteen (16) directors and fourteen (14) directors of whom attended the Meeting, representing 87.50 percent of the Company's directors.

At present, the Company has six subcommittees, i.e. the Audit Committee, the Executive Board Committee, the Risk Management Committee, the Nomination and Remuneration Committee, the Corporate Governance Committee and the Transformation Committee.

### **Executive attending the Meeting**

1. Ms. Fah Mahanavanont Chief Financial and Business Support Officer

**The Company's Auditor attending the Meeting:** Mr. Chokchai Ngamwutkul, KPMG Phoomchai Audit Ltd.

### **External Legal Advisor who acted as the voting inspector attending the Meeting:**

Mr. Wittaya Kaewkungsadan - Weerawong, Chinnavat & Partners Ltd.

The representative from Weerawong, Chinnavat & Partners Ltd. acting as the voting inspector.

### **The Meeting commenced**

The meeting moderator commenced the Meeting to consider matters under the agenda item in the invitation delivered to the shareholders as follows:

#### **Agenda 1 To acknowledge the Company's performance report as of December 31, 2021**

The meeting moderator assigned Mr. Chotiphat Bijananda, the Acting Chief Executive Officer, to present overall of the Company in the year 2021.

Mr. Chotiphat Bijananda presented as follows:

In 2021, Thai Group Holdings Plc. ("TGH") built-up the strength by looking for the new business channel which was consistent with the current business of TGH in order to support sustainable growth in the long term.

Nevertheless, critical event beyond TGH's expectation happened to Southeast Insurance Plc. ("SEIC") whom stopped its business operation officially due to the command of Ministry of Finance on April 1, 2022.

Meanwhile, SEIC had put efforts in various options either consulting or meeting with the government agency, who approved the Covid insurance policy, in order to add and/or revise the condition under order 38/2021 which determines that any insurance company shall not be able to cancel the existing Covid-19 insurance policy. Nevertheless, all action had not been accepted and approved by related regulators. Furthermore, SEIC had discussed with private company and insurance association in order to solve this matter and find the solution to policyholders and related parties with minimum effect.

Although there were more than 3 times of financial supports from major shareholder of SEIC on his personal contribution in amount of more than Baht 10,000 million, it still was not sufficient to support for the epidemic situation which became worse day by day.

As a result, SEIC decided to surrender its insurance license voluntarily to the Office of Insurance Commission ("OIC") around end of January 2022. At that time SEIC still had the net assets more than Baht 1,800 million and was ready to follow the guideline determined by OIC on the principle to take care stakeholders with the maximum benefits.

One of the actions, SEIC had proposed a program of refund in full amount of premium to Covid-19 policyholders without deducting any expense incurred during coverage period. As a result, policyholders shall be able to seek a new appropriated protection properly under the changing situation.

In order to provide continuous protection, SEIC had transferred more than 8 million policyholders of non-covid-19 policy to other insurance companies whom obtained approval from OIC.

For partner and alliance, SEIC had paid all incurred expenses.

For employee, SEIC had taken care with full responsibility;

- Some employees transferred to other companies in group with the same benefits and welfares and continuity on years of service.
- Some employees who had been terminated, SEIC had ensued under the related law and regulation and arranged the special task force to support for job-searching

Since the spread of Covid -19 which is mutated to the easily contagious Omicron, it caused the higher insurance claim to SEIC of more than 1,000 cases per day which led to the insufficient capital ratio regulated under determined laws and regulation. Furthermore, SEIC was not be able to find an additional fund to support.

As a result, SEIC had to stop the insurance service temporary since March 16, 2022 and cease the insurance operation officially under the command of Ministry of Finance on April 1, 2022.

This was a tragedy for losing one of the oldest Thailand insurance companies who determined to taking care and protecting Thai people, Thai society, and business and support forementioned in various crisis; for example, financial crisis in 1997, natural disaster and Tsunami in 2003, and the great flood in 2011 which caused claims and losses more than billions of baht.

Abovementioned crisis shall not comparable to Covid -19 crisis. Looking back in the past century on the new incurred disease, there is no such disease which affect enormously and negatively when comparing to Covid-19.

According to the operating performance and significant events during 2020 which forms parts of the Company's 2021 Annual Report / 56-1 One Report 2021 delivered to the shareholders in QR Code together with the invitation letter. The Chief Executive Officer assigned Miss Fah Mahanavanont, Chief Financial and Business Support Officer, to present the operating performance of the Company and Management Discussion and Analysis (MD&A).

**Total Revenue** of the Group Company for the year 2021 at amount of 33,639 million Baht, including extraordinary item which was gain from sales of investment in Thai Insurance Public Company Limited on September 27, 2021 amounting to 7,100 million Baht. The total revenue excluding extraordinary item was 26,539 million Baht, increase from 2020 by 3,173 million Bath of 13.58%

## **Revenue by segment**

The main income of the group company was derived from 3 core businesses; life insurance of 47%, non-life insurance 35% and financial service of 18%,

Life insurance: 2021 revenue was recorded at 12,437 million Baht, 24% increase from the previous year, resulting from 60% growth in first year premium through financial institution channel.

Non-life insurance: revenue, excluding extraordinary item, slightly increased from the previous year by 3% as a result of accident & health premium and adjustment of reinsurance proportion of retail fire business by increasing retention.

Financial service: revenue was 14%, higher than the previous year with the total income of 2021 at 4,761 million Baht as a result of selling about 1,500 used cars from expired operation lease contracts more than the previous year. The average selling price also increased by 24%.

**Net income**: The Group reported net loss of 3,360 million bath including loss arisen from COVID-19 policies of Southeast Insurance Public Company Limited of 4,206 million Baht. Excluding loss from COVID-19 policies, net profit was 846 million Baht.

**Total assets**: total assets of the Group Company was approximately Baht 91,562 million Baht, which slightly decreased from the previous year. Major assets were from core business operation; life insurance about 60%, non-life insurance about 20% and financial service about 18%.

**Classification of financial asset**: Major assets were cash and investment, representing about 67%, followed by operating leases cars, loan receivable, and reinsurance assets respectively.

**Liabilities**: total liabilities increased by 3% from the previous year, mainly from life policy reserve, non-life reserve and loan from financial institutions

**Return on equity** for 2021 decreased from the previous year due to dividend payment of 451 million Baht on February, 2021, and net operating losses in 2021 and the decrease in gain from investment valuation.

## **Corporate Governance**

Apart from the operating result, the Company adheres to and places importance on conducting business in compliance with the corporate governance principles and with transparency and fairness. It is considered an important part of the management of the company. The Management also aware of the corruption problems that may arise from the operations and dealing with stakeholders which may affect the Company's operation. The Company has therefore established Anti-Corruption Policy and Whistleblowing Policy to provide a clear guideline and a channel for reporting clues/ complain of fraud and misconduct with regular monitoring of the implementation of these policies.

The Company received the confirmation letter that the Company has certified from CAC and the certificate has 3-year period, from March 31, 2021 to March 30, 2024.

The Company campaigned project Zero Tolerance To Corruption (ZTC) “Thai Group does not tolerate any form of corruption” with a channel to report fraud clues via E-Mail : ZTC@tgh.co.th

Then asked the meeting if there were any questions or suggestions. There was no question being raised from a shareholder in the Meeting. The meeting moderator thus informed the Meeting that this agenda is for acknowledgement and voting is not required.

**Resolution:** the meeting acknowledged the Company’s performance report as of December 31, 2021

**Agenda 2 To consider and approve the audited Financial Statements for the year ended December 31, 2021**

The meeting moderator assigned Ms. Fah Mahanavanont, Chief Financial and Business Support Officer, to present the Company’s audited Financial Statements for the year ended December 31, 2021 to the Meeting, which could be summarized as follows:

In compliance with Section 112 of the Public Limited Company Act B.E. 2535, as amended (the “PLCA”) which prescribes that the Company shall prepare the annual financial statements as of the last day of accounting period of the Company which have been audited by the auditor prior to submission to the 2021 Annual General Meeting of Shareholders for consideration and approval.

The Financial Statements as of December 31, 2021, which were approved by the Audit Committee, and audited and certified by the Company's auditor, are presented in the 2021 Annual Report delivered to all shareholders together with this Invitation to the 2022 Annual General Meeting of Shareholders according to *Attachment No. 1*. Key information of the Company’s financial statements which could be summarized as follows:

Unit: million Baht

	Separated Financial Statements	Consolidated Financial Statements
<b>Total Asset</b>	10,933	91,562
<b>Total Liabilities</b>	8,338	81,545
<b>Total Revenue</b>	368	33,639
<b>Net Profit*</b>	(858)	(3,260)
<b>Earnings per share</b>	(1.14)	(4.34)

\*net profit attributed to owner of the parent

Then asked the meeting if there were any questions or suggestions. There was no question being raised from a shareholder in the Meeting.

The meeting moderator therefore proposed that the Meeting consider and approve the Company’ audited financial statements ended December 31, 2021. This agenda requires the

approval of the Meeting by a majority vote of shareholders attending the meeting and casting their votes.

**Resolution:** after due consideration, the Meeting resolved that the Company's audited financial statements ended December 31, 2021 be approved as proposed, by a majority vote of shareholders attending the meeting and casting their votes as follows:

Approved	746,206,362	Votes,	Equivalent to	100.0000%
Disapproved	0	Vote,	Equivalent to	0.0000%
Abstained	0	Vote		
Voided ballot	0	Vote		

**Agenda 3 To consider and approve no allocation of profit derived from operating results for legal reserve and no dividend payment**

The meeting moderator assigned Ms. Fah Mahanavanont, Chief Financial and Business Support Officer, to present no allocation of profit derived from operating results for legal reserve and no dividend payment as follows:

The Company has a policy to pay dividend of not less than 50% of net profit after tax each year based on the operating results and the resolution at the shareholders' meeting by considering from the separated financial statements. Therefore, the Company can pay dividends to shareholders by Section 115 and Section 116 of the Public Limited Companies Act, B.E. 2535 (1992) (as amended) (the "**PLCA**") and Article 47 of the Company's Articles of Association, which prohibit payment of dividends out of funds other than profit, and require the Company to allocate part of its annual net profit as reserve fund until this reserve is not less than the rate specified by law.

According to Article 36 (3) of the Company's Articles of Association, the Annual General Meeting of Shareholders shall consider and approve the profit appropriation. In addition, to comply with the section 116 of the Public Limited Companies Act, B.E. 2535 (1992) (as amended) (the "**PLCA**") and Article 48 of the Company's Articles of Association which stipulates that the Company is required to allocate a portion of annual net profit as a reserve fund in the amount not less than 5 percent of the annual net profit less the accumulated loss thought forward (if any) until the reserved fund attains the amount not less than 10 percent of the Company's registered capital. Presently, the Company has its registered capital of Baht 7,520,978,320 and has a legal reserve amounted as per the separate financial statements of Baht 37,850,816.

According to the Company's separated financial statements for the year ended December 31, 2021, the Company had net loss of Baht 858,487,360. Therefore, there is no allocation of profit derived from operating results for legal reserve and no dividend payment from the 2021 performance to be proposed to this Shareholders' Meeting for approval.

Then asked the meeting if there were any questions or suggestions. There was no question being raised from a shareholder in the Meeting.



The meeting moderator therefore proposed that the Meeting consider and approve no allocation of profit derived from operating results for legal reserve and no dividend payment. This agenda requires the approval of the Meeting by a majority vote of shareholders attending the meeting and casting their votes.

**Resolution:** after due consideration, the Meeting resolved that the Company's no allocation of profit derived from operating results for legal reserve and no dividend payment be approved as proposed, by a majority vote of shareholders attending the meeting and casting their votes as follows:

Approved	746,206,362	Votes,	Equivalent to	100.0000%
Disapproved	0	Vote,	Equivalent to	0.0000%
Abstained	0	Vote		
Voided ballot	0	Vote		

#### **Agenda 4 To consider and elect the directors to replace those retiring by rotation**

The meeting moderator informed that he was a director who had retired by rotation in this general meeting of shareholders, he would like to invite Mr. Yothin Pibulkasetkij Chairman of the Nomination and Remuneration Committee to be the moderator of this agenda instead.

According to the Good Corporate Governance, the five retiring directors, namely (1) Mr. Charoen Sirivadhanabhakdi (2) Khunying Wanna Sirivadhanabhakdi (3) Mr. Chotiphat Bijananda (4) Mrs. Atinant Bijananda and (5) Dr. Apichai Boontherawara have intention to leave the Meeting during this agenda item and subsequently, reported this agenda as follows:

To comply with Section 71 of the Public Limited Company Act B.E. 2535 (1992) (as amended) (the "PLCA"), Article 36 (4) and Article 18 of the Company's Articles of Association, at every annual general meeting, one-third (1/3) of the directors, or, if their number is not a multiple of three, then the number nearest to one-third (1/3), shall retire from office. A retiring director may be re-elected by the meeting of the shareholders. In the first and second year, the retired directors would be from drawing method and in every subsequent year, the directors who have been longest term of office shall be retired directors.

Currently, there were sixteen (16) directors. The following six (6) directors are due to retired this year:

1. Mr. Charoen Sirivadhanabhakdi Chairman of the Board
2. Khunying Wanna Sirivadhanabhakdi Vice Chairman of the Board
3. Mr. Areepong Bhoocha-oom Vice Chairman of the Board
4. Mr. Chotiphat Bijananda Director
5. Mrs. Atinant Bijananda Director
6. Dr. Apichai Boontherawara Director

Information of individuals nominated as the directors to replace directors retired by rotation as well as the qualifications of the Independent Director of the Company was delivered to

the Company's shareholders together with this invitation to the 2022 Annual General Meeting of Shareholders according to Attachment No. 2 and Attachment No. 3, respectively.

The Company had provided an opportunity for shareholders to propose agenda and to nominate qualified candidates for election as the Company's director during December 1, 2021 to January 31, 2022 pursuant to the criteria disclosed on the Company's website. However, no shareholder proposed any agenda for the 2022 Annual General Meeting no was an agenda and a candidate nominated for the Company's directorship.

The Board of Directors, excluding the directors with conflicts of interest in the agenda, has agreed with the suggestion of the Nomination and Remuneration Committee, which has carefully considered the qualifications beneficial to the Company's operation and the board skill matrix. The Nomination and Remuneration Committee is of the opinion that all retiring directors possess complete qualifications with no prohibited attribute as defined in the legal provisions currently applied for the Company. They have knowledge, competencies and experiences in the Company's related business operations; have performed their duties with accountability and integrity; and have contributed greatly to the operations of the Company throughout their term. The Nomination and Remuneration Committee has also considered and has not yet found any substitute. Thus, the shareholders' meeting should approve the election of these four retiring directors as the Company's directors, independent directors and their sub-committee's members for another term.

Then asked the meeting if there were any questions or suggestions. There was no question being raised from a shareholder in the Meeting.

The meeting moderator therefore proposed that the Meeting consider and approve the election of the directors to replace those retiring by rotation. This Agenda requires that each of the individuals nominated as director to replace the directors who retire by rotation receives the approval of the meeting by a majority vote of shareholders attending the meeting and casting their votes as follows:

**1. Mr. Charoen Sirivadhanabhakdi**

**Resolution:** after due consideration, the Meeting resolved that the re-election of Mr. Charoen Sirivadhanabhakdi as the Company's director for another term be approved, as proposed, by a majority vote of shareholders attending the meeting and casting their votes as follows:

Approved	746,206,362	Votes,	Equivalent to	100.0000%
Disapproved	0	Vote,	Equivalent to	0.0000%
Abstained	0	Vote		
Voided ballot	0	Vote		

**2. Khunying Wanna Sirivadhanabhakdi**

**Resolution:** after due consideration, the Meeting resolved that the re-election of Khunying Wanna Sirivadhanabhakdi as the Company's director for another term be approved, as proposed, by a majority vote of shareholders attending the meeting and casting their votes as follows:

Approved	746,206,362	Votes,	Equivalent to	100.0000%
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Disapproved	0	Vote, Equivalent to	0.0000%
Abstained	0	Vote	
Voided ballot	0	Vote	

### 3. Mr. Areepong Bhoocha-oom

**Resolution:** after due consideration, the Meeting resolved that the re-election of Mr. Areepong Bhoocha-oom as the Company's director for another term be approved, as proposed, by a majority vote of shareholders attending the meeting and casting their votes as follows:

Approved	746,206,362	Votes, Equivalent to	100.0000%
Disapproved	0	Vote, Equivalent to	0.0000%
Abstained	0	Vote	
Voided ballot	0	Vote	

### 4. Mr. Chotiphat Bijananda

**Resolution:** after due consideration, the Meeting resolved that the re-election of Mr. Chotiphat Bijananda as the Company's director for another term be approved, as proposed, by a majority vote of shareholders attending the meeting and casting their votes as follows:

Approved	746,206,362	Votes, Equivalent to	100.0000%
Disapproved	0	Vote, Equivalent to	0.0000%
Abstained	0	Vote	
Voided ballot	0	Vote	

### 5. Mrs. Atinant Bijananda

**Resolution:** after due consideration, the Meeting resolved that the re-election of Mrs. Atinant Bijananda as the Company's director for another term be approved, as proposed, by a majority vote of shareholders attending the meeting and casting their votes as follows:

Approved	746,206,362	Votes, Equivalent to	100.0000%
Disapproved	0	Vote, Equivalent to	0.0000%
Abstained	0	Vote	
Voided ballot	0	Vote	

### 6. Dr. Apichai Boontherawara

**Resolution:** after due consideration, the Meeting resolved that the re-election of Dr. Apichai Boontherawara as the Company's director for another term be approved, as proposed, by a majority vote of shareholders attending the meeting and casting their votes as follows:

Approved	746,206,362	Votes, Equivalent to	100.0000%
Disapproved	0	Vote, Equivalent to	0.0000%
Abstained	0	Vote	
Voided ballot	0	Vote	

## Agenda 5 To Consider and Approve the Directors' Remuneration for the Year 2022

The meeting moderator assigned Mr. Yothin Pibulkasetkij, Chairman of the Nomination and Remuneration Committee, to report this agenda as follows:

To comply with Section 90 of the Public Limited Company Act B.E. 2535 (as amended) and Article 36 of the Company's Articles of Association which stipulates that the payment of remuneration of directors shall be in accordance with the resolution of the shareholders meeting and Article 22 of the Company's Articles of Association which provides that directors shall be entitled to receive the remunerations as reward, meeting allowance, pension, bonus or other benefits in according to the consideration of the shareholders' meeting.

According to the remuneration policy, in determining the remuneration, the Company will, take into account the appropriateness of the assigned duties, responsibilities, and the remuneration rate can be compared with other companies in the same industry with a similar size of business listed on the Stock Exchange of Thailand. The remuneration must be sufficient to encourage the directors to efficiently perform their duties to meet the objectives and in accordance with the business goals and business strategies set by the Company through transparent process.

In the year 2021, the Company paid the remuneration to the Board of Directors and other sub-committee's members for total amount of Baht 8,670,000 (Mr. Charoen Sirivadhanabhakdi, the Chairman of the Board, and Khunying Wanna Sirivadhanabhakdi, the Vice Chairman of the Board, expressed their intention to not receive the remuneration for the year 2021) which was in accordance with the criteria approved by the 2021 Annual General Meeting of Shareholders. The details of which are shown in the 2021 Annual Report of the Company under section Management Structure which was delivered to the Company's shareholders together with this invitation to the 2022 Annual General Meeting Shareholders according to Attachment No. 1 under the topic Management Structure.

The Board of Directors has agreed with the Nomination and Remuneration Committee proposal that the remuneration is in accordance with the Company's remuneration policy and the comparison of other companies in the same size and same industry listed in the Stock Exchange of Thailand and agreed to propose the directors' remuneration for the year 2022 at the amount of not exceeding Baht 15,000,000 as following details:

### (1) Meeting allowance

Unit: (Baht/ Person)

Components of Remuneration	2022 (Propose)	2021
1. Remuneration for Director		
▪ Chairman of the Board	70,000	70,000
▪ Vice Chairman of the Board	50,000	50,000
▪ Director	40,000	40,000
2. Remuneration of Audit Committee		
▪ Chairman of Audit Committee	50,000	50,000
▪ Director	40,000	40,000

Components of Remuneration	2022 (Propose)	2021
3. Remuneration for other Sub-committees as appointed by the Board of Directors		
▪ Chairman	40,000	40,000
▪ Director	30,000	30,000

(2) Extra-remunerations (bonus), the Board of Directors is authorized to consider and allocate as appropriate based on the performance result of the Company.

-No other benefit-

Remark: Mr. Charoen Sirivadhanabhakdi, the Chairman of the Board, and Khunying Wanna Sirivadhanabhakdi, the Vice Chairman of the Board expressed their intention to not received the remuneration for the year 2022

Then asked the meeting if there were any questions or suggestions. There was no question being raised from a shareholder in the Meeting.

The meeting moderator therefore proposed that the Meeting consider and approve the Directors' Remuneration for the Year 2022. This agenda requires the approval of the Meeting by the vote of not less than two-thirds (2/3) of the total votes of shareholders attending the meeting as follows:

Resolution: after due consideration, the Meeting resolved that the Directors' Remuneration for the Year 2022 be approved as proposed, by a vote of not less than two-thirds (2/3) of the total number of votes of shareholders attending the meeting. as follows:

Approved	746,206,362	Votes,	Equivalent to	100.0000%
Disapproved	0	Vote,	Equivalent to	0.0000%
Abstained	0	Vote	Equivalent to	0.0000%
Voided ballot	0	Vote		

#### **Agenda 6 To consider and approve the appointment of the auditor and determination of the audit fee for the year 2022**

The meeting moderator assigned Mr. Yothin Pibulkasetkij, member of the Audit Committee, to report this agenda as follows

In compliance with Section 120 of the PLCA which prescribes that the annual general meeting of shareholders shall appoint an auditor and determine the remuneration of the auditor of the Company every year; and in appointing the auditor, the former auditor may be re-appointed. In addition, the Notification of the Office of the Securities and Exchange Commission provides that listed companies shall rotate auditor once the auditor has performed duties in reviewing, auditing and providing opinion to the Company's financial statements for a total period of 7 years, whether it is consecutive or not, the company is allowed to appoint the such auditor to be the auditor of the Company when 5 consecutive accounting periods have been passed.

For the year 2021, the Company’s auditor is Mr. Chokechai Ngamwuitikul, Certified Public Accountant (Thailand) No. 9728 from KPMG Phoomchai Audit Ltd. (“**KPMG**”) who is responsible for reviewing, auditing and giving opinions on the company's financial statements for one year, which is not more than the time stipulated by the Securities and Exchange Commission.

In order to select the Company’s auditor for the year 2022, the Audit Committee has taken into account the past performance, experience, and preparedness of the auditor, and standards and reliability in their working performance, independence as well as the audit fee proposed by the auditor. The Audit Committee deemed it appropriate to appoint the auditors from KPMG Phoomchai Audit Limited to be the auditor of the Company and subsidiary companies due to its high standard, expertise, good working record, independence and reasonable fee.

The Board of Directors has agreed with the Audit Committee proposal to propose the appointment of auditors as follows:

1. Appointment of the following auditors from KPMG Phoomchai Audit Limited to be the auditors of the Company for the fiscal year 2022 namely;

<b>Name of Auditor</b>	<b>CPA License no.</b>	<b>Year(s) as the auditor of the Company</b>
1. Miss Pantip Gulsantithamrong or	4208	3 years (has been appointed in 2019)
2. Mr. Chanchai Sakulkoedsin or	6827	3 years (has been appointed in 2019)
3. Mr. Chokechai Ngamwuitikul	9728	3 years (has been appointed in 2019)

to singly act as the auditor and give opinion on the Company’s financial statements. In the absence of the above-named auditors, KPMG is authorized to identify one other Certified Public Accountant within KPMG to carry out the work.

2. For the remuneration, the Board of Directors considered and agreed with the Audit Committee to propose the 2022 Annual General Meeting of Shareholders to consider and approve the audit fee in the amount of Baht 3,600,000 which is the higher than the previous year of Baht 80,000 or equivalent to 2.3%, mainly due to the additional companies namely; Me Innovation Service Company Limited, Me Insurance Broker Company Limited and Thai Wellness Living Company Limited, in the consolidated financial statement

The details of audit fee are as follows;

<b>Details</b>	<b>2022</b>	<b>2021</b>	<b>Increase / (Decrease)</b>
1. Annual Audit Fee	1,950,000	1,870,000	4.3%
2. Quarterly Financial Statements Review	1,650,000	1,650,000	-
<b>Total</b>	<b>3,600,000</b>	<b>3,520,000</b>	<b>2.3%</b>

In this regard, in 2021, the Company and its subsidiary paid for the non-audit fee in total amount of Baht 431,342.

In addition, the auditors from KPMG Phoomchai Audit Limited also serve as the Company's subsidiaries for the year 2022 with the total fee of Baht 12,000,000.

It is noted that KPMG and auditors named above are the auditors approved by the Office of the Securities and Exchange Commission, and have no relationship with, or any interest in, the Company, its subsidiaries, management, major shareholders or their respective related persons in the manner which may have affected their independent performance of auditing duties.

Information of the proposed auditors for the year 2022 are delivered to the Company's shareholders together with this invitation to the 2022 Annual General Meeting according to Attachment No. 4.

The auditor of the Company and the auditor of its subsidiary and its affiliate are of the same auditing firm. However, the Board of Directors will ensure that the consolidated financial statements will be completed on a timely basis.

Then asked the meeting if there were any questions or suggestions. There was no question being raised from a shareholder in the Meeting.

The meeting moderator therefore proposed that the Meeting consider and approve the appointment of the auditor and determination of the audit fee for the year 2022. This agenda requires the approval of the Meeting by a majority vote of shareholders attending the meeting and casting their votes as follows:

**Resolution:** after due consideration, the Meeting resolved that the appointment of the appointment of the auditor and determination of the audit fee for the year 2022 be approved as proposed, by a majority vote of shareholders attending the meeting and casting their votes as follows:

Approved	746,206,362	Votes,	Equivalent to	100.0000%
Disapproved	0	Vote,	Equivalent to	0.0000%
Abstained	0	Vote		
Voided ballot	0	Vote		

#### **Agenda 7 To consider and approve the amendment of the Company's name and the Company's seal**

The meeting moderator assigned Ms. Rotjana Udomthongkon, the Acting Company Secretary, to report this agenda as follow:

To align the Company's name in Thai and English in order to decrease the confusion of the Company's name. The name should be aligned in Thai and English, and the Company's seal also shall be amended to reflect the changed name) as the following details:

	<b>Existing</b>	<b>Propose to amend</b>
Company's name in Thai	บริษัท เครือไทย โฮลดิ้งส์ จำกัด (มหาชน)	บริษัท ไทยกรุ๊ป โฮลดิ้งส์ จำกัด (มหาชน)
Company's name in English	Thai Group Holdings Public Company Limited	Remain unchanged
Symbol in SET	TGH	Remain unchanged

	Existing	Propose to amend
Company's seal	บริษัท เกร็ทไทย โฮลดิ้งส์ จำกัด (มหาชน) THAI GROUP HOLDINGS PUBLIC COMPANY LIMITED	บริษัท ไทยกรุ๊ป โฮลดิ้งส์ จำกัด (มหาชน) THAI GROUP HOLDINGS PUBLIC COMPANY LIMITED

Then asked the meeting if there were any questions or suggestions. There was no question being raised from a shareholder in the Meeting.

The meeting moderator therefore proposed that the Meeting consider and approve the amendment of the Company's name and the Company's seal by a vote of not less than three-fourths (3/4) of total number of votes of shareholders attending the meeting and casting their votes as follows:

**Resolution:** after due consideration, the Meeting resolved that the amendment of the Company's name and the Company's seal be approved as proposed, by a vote of not less than three-fourths (3/4) of total number of votes of shareholders attending the meeting and casting their votes as follows:

Approved	746,206,362	Votes,	Equivalent to	100.0000%
Disapproved	0	Vote,	Equivalent to	0.0000%
Abstained	0	Vote		
Voided ballot	0	Vote		

**Agenda 8 To consider and approve the amendment to Clause 1 of the Company's Memorandum of Association regarding the change of the Company's name**

The meeting moderator assigned Ms. Rotjana Udomthongkon, the Acting Company Secretary, to report this agenda as follow:

With reference to the Change of the Company's name in agenda 7, it is necessary to amend Clause 1 of the Company's Memorandum of Association to reflect the change of the Company's name as the following details:

**Existing :**

Clause 1 the Company's name “บริษัท เกร็ทไทย โฮลดิ้งส์ จำกัด (มหาชน)  
and English name THAI GROUP HOLDINGS PUBLIC COMPANY LIMITED”

**To be amended :**

Clause 1 the Company's name “บริษัท ไทยกรุ๊ป โฮลดิ้งส์ จำกัด (มหาชน)  
and English name THAI GROUP HOLDINGS PUBLIC COMPANY LIMITED”

Then asked the meeting if there were any questions or suggestions. There was no question being raised from a shareholder in the Meeting.

The meeting moderator therefore proposed that the Meeting consider and approve the amendment to Clause 1 of the Company's Memorandum of Association regarding the change of the Company's name by a vote of not less than three-fourths (3/4) of total number of votes of shareholders attending the meeting and casting their votes as follows:



**Resolution:** after due consideration, the Meeting resolved that the amendment to Clause 1 of the Company’s Memorandum of Association regarding the change of the Company’s name be approved as proposed, by a vote of not less than three-fourths (3/4) of total number of votes of shareholders attending the meeting and casting their votes as follows:

Approved	746,206,362	Votes,	Equivalent to	100.0000%
Disapproved	0	Vote,	Equivalent to	0.0000%
Abstained	0	Vote		
Voided ballot	0	Vote		

**Agenda 9 To consider and approve the amendment of the Company’s Article of Association Clause 1, Clause 2 and Clause 50 regarding the change of Company’s name and Company’s seal**

The meeting moderator assigned Miss. Rotjana Udomthongkon, the Acting Company Secretary, to report this agenda as follow:

With reference to the Change of the Company’s name and the Company’s seal in agenda 7, it is necessary to amend the Company’s Article of Association Clause 1, Clause 2 and Clause 50 regarding the change of Company’s name and Company’s seal as the following details:

Existing	New
Clause 1. These Articles of Association shall be called the Articles of Association of Thai Group Holdings Public Company Limited.	Clause 1. These Articles of Association shall be called the Articles of Association of Thai Group Holdings Public Company Limited.
Clause 2. Unless otherwise specified herein, the term “ <b>Company</b> ” in these Articles of Association means Thai Group Holdings Public Company Limited.	Clause 2. Unless otherwise specified herein, the term “ <b>Company</b> ” in these Articles of Association means Thai Group Holdings Public Company Limited.
Clause 50. The Company’s seal shall hereunder be as follows:  บริษัท ไทยกรุป โฮลดิ้งส์ จำกัด (มหาชน) THAI GROUP HOLDINGS PUBLIC COMPANY LIMITED	Clause 50. The Company’s seal shall hereunder be as follows:  บริษัท ไทยกรุป โฮลดิ้งส์ จำกัด (มหาชน) THAI GROUP HOLDINGS PUBLIC COMPANY LIMITED

Then asked the meeting if there were any questions or suggestions. There was no question being raised from a shareholder in the Meeting.

The meeting moderator therefore proposed that the Meeting consider and approve the amendment of the Company’s Article of Association Clause 1, Clause 2 and Clause 50 regarding the change of Company’s name and Company’s seal by a vote of not less than three-fourths (3/4) of total number of votes of shareholders attending the meeting and casting their votes as follows:

**Resolution:** after due consideration, the Meeting resolved that the amendment of the Company's Article of Association Clause 1, Clause 2 and Clause 50 regarding the change of Company's name and Company's seal be approved as proposed, by a vote of not less than three-fourths (3/4) of total number of votes of shareholders attending the meeting and casting their votes as follows:

Approved	746,206,362	Votes,	Equivalent to	100.0000%
Disapproved	0	Vote,	Equivalent to	0.0000%
Abstained	0	Vote		
Voided ballot	0	Vote		

**Agenda 10 To consider and approve the decrease of the Company's registered capital and the amendment to Clause 4 of the Company's Memorandum of Association regarding the registered capital to reflect the decrease of the Company's registered capital**

The Chairman of the Meeting informed that Agenda 10, Agenda 11 and Agenda 12 are related matter regarding the increase of the Company's registered capital and assigned Miss Rotjana Udomthongkon, the Acting Company Secretary, to report this agenda as follow:

The Company has plan for the business expansion and growth on a continuous basis in order to generate income and profit which will generate returns to the shareholders. Therefore, in order to support the Company's business expansion as targeted and to increase a capability in sourcing fund from capital market suitably and flexibly in the case the Company has necessity to use fund. It deems appropriated to propose to shareholder to consider and approve the capital increase under the General Mandate.

Pursuant to Section 136 of the Public Limited Company Act B.E. 2535 (1992) (as amended) (the "PLCA"), the Company would be able to increase its registered capital when all shares have been sold and fully paid-up. The Company is required to decrease its registered by eliminating of 451,258,698 ordinary shares which have not been sold not and reserved to support any rights, with a par value of Baht 10.00 each prior to the increase of registered capital under the General Mandate of which to be notified in agenda 11 and agenda 12.

As such, it deems appropriate to propose the 2022 Annual General Meeting of the Shareholders to consider and approve the reduction of the Company's registered capital in amounted of Baht 4,512,586,980 from current registered capital of Baht 12,033,565,300 to new registered capital of Baht 7,520,978,320 by eliminating of 451,258,698 ordinary shares with a par value of Baht 10.00 each and to amend Clause 4 of the Memorandum of Association of the Company (Registered Capital) to be read as follows:

“Clause 4 Registered Capital	7,520,978,320 Baht	(seven thousand five hundred twenty million nine hundred seventy eight thousand three hundred twenty Baht)
Divided to	752,097,832 Shares	(seven hundred fifty two million ninety seven thousand eight hundred thirty two shares)

Par value of	10.00 Baht	(ten Baht)
Comprised of		
Ordinary shares	752,097,832 shares	(seven hundred fifty two million ninety seven thousand eight hundred thirty two shares)
Preferred shares	-None -	(-)"

To authorize the Board of Directors or the person delegated by the authorized director acting on behalf of the Company has the power to take any action as necessary and in relation to the Capital decrease of the registered capital and the amendment to Clause 4 of the Memorandum of Association of the Company (Registered Capital) and to approve the authorization to the Board of Directors to make any amendment according to the order, recommendation or opinion of the Registrar of the Department of Business Development, Ministry of Commerce.

Then asked the meeting if there were any questions or suggestions. There was no question being raised from a shareholder in the Meeting.

The meeting moderator therefore proposed that the Meeting consider and approve the decrease of the Company's registered capital and the amendment to Clause 4 of the Company's Memorandum of Association regarding the registered capital to reflect the decrease of the Company's registered capital, by a vote of not less than three-fourths (3/4) of total number of votes of shareholders attending the meeting and casting their votes as follows:

**Resolution:** after due consideration, the Meeting resolved that the decrease of the Company's registered capital by Baht 4,512,586,980 from current registered capital of baht 12,033,565,300 to the new registered capital of Baht 7,520,978,320 by eliminating of 451,258,698 ordinary shares which have not been sold not and reserved to support any rights, with a par value of Baht 10.00 each be approved and authorized the Board of Directors or the person delegated by the authorized director acting on behalf of the Company to make any amendment according to the order, recommendation or opinion of the Registrar of the Department of Business Development, Ministry of Commerce, be approved as proposed, by a vote of not less than three-fourths (3/4) of total number of votes of shareholders attending the meeting as follows.

Approved	746,206,362	Votes,	Equivalent to	100.0000%
Disapproved	0	Vote,	Equivalent to	0.0000%
Abstained	0	Votes	Equivalent to	0.0000%
Voided ballot	0	Vote		

**Agenda 11 To consider and approve the increase of the Company’s registered capital under the General Mandate and amendment to Clause 4 of the Company’s Memorandum of Association regarding the registered capital to reflect the increase of the Company’s registered capital**

The meeting moderator assigned Ms. Rotjana Udomthongkon, the Acting Company Secretary, to report this agenda as follow:

According to the approval or agenda 10, the decrease of the Company’s registered capital and in order to support the Company’s business expansion as targeted and to increase a capability in sourcing fund from capital market suitably and flexibly in the case the Company has necessity to use fund, it deems appropriated to propose to the Shareholders to approve the increase of the Company’s registered capital under the General Mandate amounted of Baht 4,512,586,980 from the existing registered capital of Baht 7,520,978,320 to the new registered capital of Baht 12,033,565,300 by issuing 451,258,698 newly-issued ordinary shares at a par value of Baht 10.00 each and to amend Clause 4 of the Memorandum of Association of the Company (Registered Capital) to be read as follows:

“Clause 4 Registered Capital	12,033,565,300 Baht	(twelve thousand thirty three million five hundred sixty five thousand three hundred Baht)
Divided to	1,203,356,530 Shares	(one thousand two hundred three million three hundred fifty six thousand five hundred thirty shares)
Par value	10.00 Baht	(ten Baht)
Comprised of		
Ordinary shares	1,203,356,530 shares	(one thousand two hundred three million three hundred fifty six thousand five hundred thirty shares)
Preferred shares	-None -	(-)”

Then asked the meeting if there were any questions or suggestions. There was question being raised from a shareholder in the Meeting as follows:

**Mr. Krirerk Bhodhiapiyanvisut, proxy of the shareholder Mr. Bordin Bhodhiapiyanvisut** asked about the company’s plan and details of using the increase of the Company’s registered capital and the increase schedule.

**Mr. Anon Chonmaitree, Investor Relations** answered that the Company increased the Company’s registered capital under the General Mandate. However, the company had not had the plan and details of using the increase of the Company’s registered capital yet. The purpose of capital increase was to prepare for the urgent usage in accordance with the suitability and business plan of the Company. The necessity and suitability shall be considered and proposed to the board of directors for further consideration.

**Mr. Chotiphat Bijananda, the Acting Chief Executive Officer**, added that according to the recent situation of Southeast Insurance Public Company Limited, the Company has given precedence to risk management, therefore the Company engaged the consultant, Boston Consulting Group Company Limited (“BCG”) to draw a roadmap and transform the Company by considering risks. The transformation process was currently in the process and the Company would have brilliant roadmap for sustainable business in the future.

The meeting moderator therefore proposed that the Meeting consider and approve the increase of the Company’s registered capital under the General Mandate and amendment to Clause 4 of the Company’s Memorandum of Association regarding the registered capital to reflect the increase of the Company’s registered capital, by a vote of not less than three-fourths (3/4) of total number of votes of shareholders attending the meeting and casting their votes as follows:

**Resolution:** after due consideration, the Meeting resolved that the increase of the Company’s registered capital and amendment to Clause 4 in the Memorandum of Association of the Company (Registered Capital) of Baht 4,512,586,980 from the existing registered capital of Baht 7,520,978,320 Baht to the new registered capital in the amount of Baht 12,033,565,300 by issuing 451,258,698 new ordinary shares with a par value of Baht 10.00 each and allocation of new ordinary shares by General Mandate and to authorize the Board of Directors or the Board of Directors or the authorized director to make any amendment according to the order, recommendation or opinion of the Registrar of the Department of Business Development, Ministry of Commerce, be approved as proposed, by a vote of not less than three-fourths (3/4) of total number of votes of shareholders attending the meeting as follows.

Approved	746,206,262	Votes,	Equivalent to	99.99999%
Disapproved	100	Vote,	Equivalent to	0.00001%
Abstained	0	Votes	Equivalent to	0.0000%
Voided ballot	0	Vote		

**Agenda 12 To consider and approve the allocation of newly issued ordinary shares under the General Mandate in the amount of 451,258,698 shares at a par value of Baht 10 per share**

The meeting moderator assigned Ms. Rotjana Udomthongkon, the Acting Company Secretary, to report this agenda as follow:

According to the approval of agenda 11 regarding the increase of the Company’s registered capital by of General Mandate, it deems appropriated to propose the shareholders to approve the allocation of newly issued ordinary shares under the General Mandate as follows:

**Method 1:** not exceeding 225,629,349 shares, representing 30 percent of the Company’s paid-up capital, by way of a Right Offering;

**Method 2:** not exceeding 150,419,566 shares, representing 20 percent of the Company’s paid-up capital, by way of a Public Offering;

**Method 3:** not exceeding 75,209,783 shares, representing 10 percent of the Company's paid-up capital, by way of a Private Placement

In addition, the Board of Directors deemed it appropriate to propose the shareholders' meeting to authorize the Board of Directors to take any action as necessary in relation to the increase of the registered capital and the amendment to Clause 4 in the Company's Memorandum of Association (Registered Capital), as follows:

- (1) to consider an offering of shares in a single or multiple offering. In allocating the newly issued ordinary shares by any or all of the methods under Method 1, Method 2 and Method 3 as mentioned above, the allocated amount shall not exceed 30 percent of the total paid-up capital or 225,629,349 shares as at the date on which the Board of Directors approves the capital increase. Nevertheless, in the case of the allocation in accordance with Method 2 and Method 3, the increased paid-up capital shall not exceed 20 percent of the total paid-up capital or 150,419,566 shares as at the date on which the Board of Directors approves the capital increase;
- (2) to specify the objectives, number of days and times of offering, offering price, including details and conditions related to the allocation of newly issued ordinary shares. The allocation of the newly issued ordinary shares under Methods 2 and 3 as mentioned above must not be allotted to the connected persons. (according to the Notification of the Capital Market Supervisory Board No. ThorChor. 21/2551 Re: Rules on Connected Transaction and the announcement of the Stock Exchange of Thailand regarding the disclosure of information and the operations of listed companies in related transactions 2546 (2003)). In relation to the offering of shares to private placement, it must not be a low-price public offering (according to the SEC announcement regarding permission and permission to offer shares to the public or to the specific investors). To determine the offering price of newly issued shares to the specific investors must be in order to maintain the best interests of the Company and the shareholders, provided that the price must not be lower than any of the following prices:
  - a) a weighted average of the share price trading on the Stock Exchange of Thailand for no less than 7 consecutive trading days but no longer than 15 consecutive trading days before the date on which the offering price is determined, and the discount must not exceed 10 percent of such price; or
  - b) a price determined under the process that allows the investors to express their intention to purchase the newly-issued shares of the Company at the desired price (Book Building), which is surveyed by a securities company (pursuant to the criteria prescribed under Notification of the Capital Market Supervisory Board No. TorChor. 72/2558, Re: Approval of Offering for Sale of Newly-Issued Shares by Listed Companies to Specific Investors (including any amendment thereto)).
- (3) to negotiate, agree to sign related documents and contracts, and take any other necessary actions appropriately in connection with the issuance and offering of the newly issued ordinary shares.

Then asked the meeting if there were any questions or suggestions. There was no question being raised from a shareholder in the Meeting.

The meeting moderator therefore proposed that the Meeting consider and approve the allocation of newly issued ordinary shares under the General Mandate in the amount of 451,258,698 shares at a par value of Baht 10 per share and to authorize the Board of Directors to take any action as necessary in relation to the increase of the registered capital and the amendment to Clause 4 in the Company's Memorandum of Association (Registered Capital), by a majority vote of shareholders attending the meeting and casting their votes as follows:

**Resolution:** after due consideration, the Meeting resolved that the allocation of newly issued ordinary shares under the General Mandate in the amount of 451,258,698 shares at a par value of Baht 10 per share be approved and authorized the Board of Directors to take any action as necessary in relation to the increase of the registered capital and the amendment to Clause 4 in the Company's Memorandum of Association (Registered Capital), as proposed, by a majority vote of shareholders attending the meeting and casting their votes as follows:

Approved	746,206,262	Votes,	Equivalent to	99.99999%
Disapproved	100	Vote,	Equivalent to	0.0001%
Abstained	0	Votes	Equivalent to	0.0000%
Voided ballot	0	Vote		

### **Agenda 13 Other Business (if any)**

The meeting moderator stated that to complied the transparency and good corporate governance, during December 1, 2021 and January 31, 2022 the Company has provided the opportunity to all shareholders to propose any agenda or nominated person to be elected for the Company's director as the criteria informed via the communication of the SET and the Company's website. After the given period, there was no shareholder propose any agenda or nominated person.

There was a question being raised from a shareholder in the Meeting as follows:

**Mr. Krirerk Bhodhiapiyanvisut, proxy of the shareholder Mr. Bordin Bhodhiapiyanvisut** asked that according to the recent situation of Southeast Insurance Public Company Limited, was there any impact to the sales of Southeast Life Insurance Public Company Limited and was there any plan for rebranding?

**Mr. Chotiphat Bijananda, the Acting Chief Executive Officer,** answered that, at an early stage, some of the clients of Southeast Life Insurance Public Company Limited surrendered their policies. The management therefore explained to the clients that Life insurance business were completely separate from and Non-Life insurance business and Southeast Life Insurance Public Company Limited also had strong registered capital and CAR Ratio, therefore, there would be no impact to Southeast Life Insurance Public Company Limited. For rebranding in the future, the Company would consider which brand should be used which would consult with the consultant for further suggestions.

The meeting moderator informed the Meeting that all agenda indicated in the notice of this Meeting has been completely considered. No shareholders proposed other matters for the meeting to

consider, therefore, he would like to invite Mr. Charoen Sirivadhanabhakdi chairman of the meeting closed the meeting

Mr. Charoen Sirivadhanabhakdi, Chairman of the Board, thanked Dr. Apichai Boontherawara, the meeting moderator, all member of the Board attending the meeting, executive of the Company and also thanked the shareholders to attend the Meeting and gave many valuable suggestions to the Management, then declared the Meeting adjourned at 11.42 hrs.

(Mr. Charoen Sirivadhanabhakdi)  
Chairman of the Meeting

(Ms. Rotjana Udomthongkon)  
Acting Company Secretary and minutes taker