

The Minutes of the 28th Annual General Meeting of Shareholders

Charan Insurance Public Company Limited

Wednesday, April 28, 2021

**The Meeting was held at the Company's conference room on 11th floors,
Charan Insurance Building 408/1, Ratchadaphisek road, Samsen Nok, Huaykwang, Bangkok**

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The Meeting started at 14.00 hours

Mr. Sapon Kluaymai Na Ayudhaya, Chairman of the Board, is Chairman of the Meeting.

The Chairman informed the Meeting that there were 7 shareholders present in person, and 23 shareholders by proxy. In total, 30 shareholders and proxy holders attended the meeting, holding a total of 5,585,804 shares, equivalent to 46.55% of the total 12,000,000 issued shares which constitutes a quorum pursuant to the Company's Articles of Association. The Chairman declared the 28th Annual General Meeting of Shareholders open. Before commencing the meeting, Chairman assigned Mr. Sukich Charanvas, Managing Director, to introduce those in attendance to the meeting, e.g. Directors, Executives, and external auditors as well as explain the voting procedures are as follows:

The Managing Directors suggested the Directors and the External Auditors are as follows:

Director present at the Meeting:

- | | |
|----------------------------------|--------------------------------------|
| 1. Mr. Sapon Kluaymai Na Ayudhya | - Chairman of the Board |
| 2. Mrs. Poodpong Arsingsamanunta | - Member of Audit Committee |
| | - Independent Director |
| 3. Mr. Pon Titipanichayangoon | - Director |
| 4. Mr. Kittipong Charanvas | - Director |
| 5. Mr. Sukich Charanvas | - Managing Director |
| | - Secretary of the Board of Director |

Directors absent from the Meeting:

- | | |
|-----------------------------|-------------------------------|
| 1. Mr. Sompol Chaiyachow | - Chairman of Audit Committee |
| | - Independent Director |
| 2. Mr. Vorayuth Charoenloet | - Member of Audit Committee |
| | - Independent Director |

Auditors

1. Sivachai Komthongsatid from DIA International Auditing Company Limited

In addition, there were the Company executives and the legal team attended the meeting.

All 5 Directors attended the meeting from the total Board members of 7 equivalents to 71.43%

The Chairman declared to the meeting, in accordance with the good corporate governance practice and realizes the importance of shareholders to be equally treated. In case that shareholder unable to attend the meeting in person, the company provided the shareholders assign a proxy to an Independent Director and / or Managing Director to attend the meeting and cast votes on his/her behalf. The Company also provided an opportunity for every shareholder to propose the meeting agenda and submit the question for the Annual General

Meeting of Shareholder in advance, the company was informed the criteria and procedure via the Stock Exchange of Thailand's website and the Company's website for the period from October 1, 2020 to December 31, 2020. However, there was neither proposal of the meeting agenda nor submit the question in advance to the Company.

The Chairman assigned Mr. Sukich Charanvas, Managing Director to inform the meeting for the voting procedures are as follows:

1. Each shareholder shall have one vote for every share held.
2. The Chairman will ask in every agenda, any shareholders who wish to vote to **disapprove** or **abstain**, if there no, the remainder shall be deemed that all shareholders agree on that agenda.
3. In casting votes on each agenda item, shareholders who voted to **disapprove** or **abstain** on such an agenda item would be requested to raise their hands and **mark** the voting card to notify the Company's officer to have their barcodes scanned and their voting cards collected. For shareholders who voted to **approve** should **mark** the voting card and do not required to raise their hands. All the approval voting cards were to be collected when the meeting adjourned.
4. For the agenda item that needs the majority voting of shareholders attending the meeting and casting their votes, the **abstain** and **void** are not included as part of the total votes. For the agenda item that needs three-fourths (if any) voting of shareholders attending the meeting, such **voting cards above** will be included as part of the total votes. In counting and summing up the votes for each agenda, the votes indicated in proxy forms shall also be counted. For each agenda item, the votes shall be counted, and the results shall be announced on the screen after the counting votes was finished.

Void shall be consider in the event that the shareholder or proxy holder fails to clearly specify their intention on the voting cards, such as when more than one box is marked on the voting cards, or a signature is not provided to verify a correction made on the cards.
5. The total number of shareholders or proxy holders and the casting votes on each agenda might vary from item to item since shareholders or proxy holders might leave the meeting or later enter the meeting.
6. In case the shareholders or proxy holders wished to leave before the end of the meeting, it was requested that they return all the voting cards at the exit so that the officer could update the attendance lists
7. Due to the outbreak of the Coronavirus Disease 2019 ("COVID-19") which rapidly spread, the company necessary to have the precautionary measures and guidelines about the Annual General Meeting of Shareholders, prescribed by the Department of Disease Control and Ministry of Public Health as announced in the Notice of 2020 which has been sent to the shareholders. All the Shareholders and proxy holders shall be required to fill in the Health Declaration Form, the screening and registration might be late, so please forgive any errors/mistakes.
8. For the shareholders or proxy holders wishing to asked questions on each agenda items, please write down on the question form which provided by the Company instead of speaking through microphone. In the meeting, all the questions were not addressed during the meeting; the Company will post the answers on the Company's website within 7 business days.

9. On Agenda 2, this item was for acknowledge the Board of Directors' report on the Company's Performance for the year ended December 31, 2020 only and therefore did not require to be vote on.

10. On Agenda 6, this item was for appoint directors to succeed those completing their terms for the year 2020, so please the shareholders or proxy holders elect each director clearly as the voting procedures which mentioned above.

After the meeting acknowledged the voting procedure, the Chairman informed the meeting that in order for the meeting to proceed with transparency, Mrs. Suree Namchan, a proxy, was requested to represent those who attended the meeting, act as witnesses in the vote counting, and propose to consider the following agendas:

Agenda 1: To consider and certify the Minutes of the 27th Annual General Meeting of Shareholders held on July 22, 2020

The Chairman informed the meeting to consider and certify the Minutes of the 27th Annual General Meeting of Shareholders held on July 22, 2020 which are shown in the Company's website, for this meeting the copy of Minutes together with the Notice was shown in the **Attachment 1** which are shown as a QR code

After that, the Chairman gave opportunity for the shareholders to question and comment on relevant matters by writing on provided question form, there was no neither question nor comment.

The meeting considered and certified the Minutes of the 27th Annual General Meeting of Shareholders held on July 22, 2020. The vote results are as follows:

Approve	5,585,804	votes equivalent to	100%
Disapprove	0	votes equivalent to	0
Abstain	0	votes	
Void	0	votes	

Agenda 2: To acknowledge the Board of Directors' Report on the Company's Performance for the year 2020

The Chairman assigned the Managing Director to inform the meeting.

The Managing Director delivered a summary as follows; the Premium written for the year 2020 of 198.56 million baht, decrease by 52.14% from the prior year. The Earned premium Written after deducing the Premium Ceded and the Unearned Premium Reserves of 275.30 million baht. The total Revenues consisting of Fee and Commission Income, and Income on Investment of 311.97 million baht. The total Expenses after deducing the Underwriting Expenses, Operating Expenses, and Net Impairment Losses on Financial Assets of 252.09 million baht. The Profit before Income Tax of 59.88 million baht, the Company's Profit for the year after deducing Tax Income of 51.22 million baht or earning per share of 4.27 baht, compared to prior year which loss per share of 2.59 baht or increasing equivalent to 246.86%. Causes of increase in the Company's profit due to the Unearned Premium Reserves from prior period is added back of 111.21 million baht together with the Underwriting Expenses decrease by 43.34%.

Financial Position as at December 31, 2020, the Company has the total Assets of 787.24 million baht, decrease from the prior year of 113.11 million baht or 12.56%. The total Liabilities of 229.98 million baht, decrease from the prior year 141.81 million baht or 38.14%. The total Shareholder' equity of 557.26 million baht, increase by 5.43% or 46.44 baht per share. The Capital Adequacy Ratio (CAR) as at December 31, 2020 of 220% or 1.8 times as prescribed by The Office of Insurance Commission (OIC).

After that, the Chairman gave opportunity for the shareholders to question and comment on relevant matters by writing on provided question form, there was no neither question nor comment.

The Chairman requested the meeting to acknowledge the Board of Director's report for the year 2020.

The meeting acknowledged the Board of Directors' Report on the Company's Performance for the year 2020.

This item was for acknowledge only and therefore did not require to be voted on.

Agenda 3: To consider and approve the Company's Statement of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2020

The Chairman informed the meeting that the Directors provided the Company's Statement of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2020 which have been Audited from the DIA International Auditing Co., Ltd. and reviewed by the Audit Committee. The details are disclosed in the 2020 Annual Report as provided in QR Code.

After that, the Chairman gave opportunity for the shareholders to question and comment on relevant matters by writing on provided question form, there was no neither question nor comment.

The Chairman requested the meeting to consider and approve the Company's Statement of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2020.

The meeting considered and approved the Company's Statement of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2020. The vote results are as follows:

Approve	5,585,804	votes equivalent to	100%
Disapprove	0	votes equivalent to	0
Abstain	0	votes	
Void	0	votes	

Agenda 4: To consider and approve the Allocation Net Profit and Dividend Payment for the year 2020

The Chairman assigned the Managing Director to inform the meeting.

The Managing Director informed to the meeting that in the 2020, the Company has Net Profit of 51.22 million baht. According to the Company's dividend payment policy prescribes that dividends are paid at the rate of not less than 60% of 2020 Net Profit for the operating results, from January 1, 2020 to December 31, 2020 at 2.60 baht per share, totaling 31.2 million baht, 12 million shares, which will be paid from the Net Profit on May 27, 2021. **The payment of such dividend will be paid to the shareholders**

whose names appeared on the list of shareholders at the date to determine the right to receive dividend on May 11, 2021.

After that, the Chairman gave opportunity for the shareholders to question and comment on relevant matters by writing on provided question form, there was no neither question nor comment.

The Chairman requested the meeting to consider and approve allocation net profit and dividend payment for the year 2020.

The meeting considered and approved the dividend payment for the operating result for the year 2020. The vote results are as follows:

Approve	5,585,804	votes equivalent to	100%
Disapprove	0	votes equivalent to	0
Abstain	0	votes	
Void	0	votes	

Agenda 5: To consider and approve the Directors' Remuneration for the year 2021

The Chairman assigned the Managing Director to inform the meeting.

The Managing Director informed to the meeting that the Director's remuneration is not determined by the Remuneration Committee, as such committee has not yet been appointed. However, the Board of Directors in the meeting has carefully considered by the responsibilities appropriateness and comparing with familiar industries as well as the Company's business expansion and financial results, deems it appropriate to propose the Director's remuneration for the year 2021. The details are as follows:

Component of Remuneration	2021	2020
<u>Board of Directors</u>		
Meeting Allowance		
- Chairman of the Board	20,000 baht / meeting	20,000 baht / meeting
- Member of the Board	15,000 baht / member / meeting	15,000 baht / member / meeting
Directors' fee	1,560,000 baht, which is computed from the rate of 5% of the dividend payout; the fee payable to the Chairman shall be 50% higher than the rate payable to each member of the Board.	300,000 baht, which is computed from the rate of 5% of the dividend payout; the fee payable to the Chairman shall be 50% higher than the rate payable to each member of the Board.
<u>Audit Committee</u>		
Meeting Allowance		
- Chairman of the Committee	20,000 Baht / meeting	20,000 Baht / meeting
- Member of the Committee	15,000 Baht / member / meeting	15,000 Baht / member / meeting
Directors' remuneration is not applicable to the Executive Committee, the Investment Committee and the Risk Management Committee.		

After that, the Chairman gave opportunity for the shareholders to question and comment on relevant matters by writing on provided question form, there was no neither question nor comment.

The Chairman requested the meeting to consider and approve the Directors' Remuneration for the year 2021

The meeting considered and approved the Directors' Remuneration for the year 2021. The vote results are as follows:

Approve	5,585,804	votes equivalent to	100%
Disapprove	0	votes equivalent to	0
Abstain	0	votes	
Void	0	votes	

Agenda 6: To consider and appoint directors to succeed those completing their terms

The Chairman assigned the Managing Director to inform the meeting.

The Managing Director informed to the meeting that, according to the Article No.14 of the Company's Articles of Association, in every Annual Ordinary General Meeting, one – third or the nearest to one – third of the directors who served the Company longest will be retired by rotation; however, the retired directors are eligible for re-election.

In 2020, three directors are due to retire by rotation which are **Mr. Sompol Chaichow**, the Chairman of Audit Committee and Independent Director, and **Mr. Sukich Charanvas**, the Director, and **Mr. Kittipong Charanvas**, the Director, the Company prescribed the qualifications under the definition of the Securities and Exchange Commission and the Stock Exchange of Thailand which are not holding more than 1% of the total number of voting shares of the Company, not involve in the management, not being a relation by blood of any director or executives, not being a provider of any professional service with the Company, not being the Director who has been appointed to represent major shareholder, not engaging in any business of the same nature with the Company and not having any characteristics which could interfere with the exercise of their independent judgment on the Company's operation.

The Company invited all shareholders to nominated any qualified person to be elected as the Company's Directors, the Company was informed the criteria and procedure via the Company's website for the period from January 27, 2020 to February 21, 2020. However, there was no proposal of the director nominee submitted to the Company.

The Board of Directors, excluding directors who might have conflict of interests, propose to the meeting to considerer and appoint the three directors to succeed those completing their terms serves as the Company's Directors for another term. For the proposal **Mr. Sompol Chaichow** to the meeting for the consideration serves as the Independent Director for another term. Even though **Mr. Sompol Chaichow** had served as Independent Director with more than nine years in his directorship, the Board of Director considered that he is knowledgeable person, the ability and his diverse experience which shall develop the Company's business and shall make the Company achieve the goal. In addition he also expressed his opinion

independently to relevant rules and regulation. Details of each Director are disclosed in **Attachment 3** as provided in QR Code.

After that, the Chairman gave opportunity for the shareholders to question and comment on relevant matters by writing on provided question form, there was no neither question nor comment.

The Managing Director requested the meeting to consider and appoint directors to succeed those completing their terms individually for each nominated director.

The meeting considered and appointed the three Directors to serve as the Company's Director for another term. The vote results are as follows:

Directors	Approve		Disapprove		Abstain		Void	
	Vote	Percent %	Vote	Percent %	Vote	Percent %	Vote	Percent %
1. Mr. Sompol Chaiyachow	5,585,604	99.996	200	0.004	0	0	0	0
2. Mr. Sukich Charanvas	5,585,804	100	0	0	0	0	0	0
3. Mr. Kittipong Charanvas	4,867,704	100	0	0	718,100	0	0	0

Agenda 7: To consider and appoint the external auditor and fix the audit fee for the year 2021

The Chairman assigned the Managing Director to inform the meeting.

The Managing Director informed to the meeting that, the Audit Committee had considered the performance, independence as well as the audit fees proposed to the Board of Directors and recommended the shareholders to consider and appoint auditors from the DIA International Auditing Co., Ltd which was registered with the Federation Accounting Profession in accordance with the Accounting Profession Act, B.E. 2547 (2004). The details are as follows:

Name	CPA Registration No.	Experiences in Providing Audit Services to the Company
1. Mrs. Suvimol Kritthayakiern	2982 and / or	2018 – Present
2. Miss Somjintana Pholhirunrat	5599 and / or	2013 – 2017
3. Mr. Chumpot Prairattanakorn	7645 and / or	Nil
4. Miss Supaporn Mangjit	8125 and / or	Nil

In 2021, Miss Supaporn Mangjit shall sign the audit report of the Company. All four auditors from the DIA International Auditing Co., Ltd had neither any relationships nor any transactions that could constitute a conflict of interest with the Company or any of its executives or any related parties.

The Managing Director requested the meeting to consider and appoint the external auditor and fix the audit fee for the year 2021 totaling 1,550,000 baht are as follows;

Audit Fees	2021	2020
Fee for review three quarterly Financial Statement	570,000	570,000
Audit Fee for the year ended December 31, 2020	780,000	780,000
Fee for review of the Risk Based Capital (RBC) report for half - yearly	200,000	200,000
Other	-	-
Total	<u>1,550,000</u>	<u>1,550,000</u>

After that, the Chairman gave opportunity for the shareholders to question and comment on relevant matters by writing on provided question form, there was no neither question nor comment.

The meeting considered and appointed Mrs. Suvimol Krittiyakiern, CPA Registration No.2982 and/or Miss Somjintana Pholhirunrat, CPA Registration No. 5599 and/ or Mr. Chumpot Prairattanakorn, CPA Registration No. 7645 and/or Miss Supaporn Mangjit, CPA Registration No. 8125 from the DIA International Auditing Co., Ltd as Company's Auditor for the year 2021, and fixed the audit fees totaling 1,550,000 baht. The vote results are as follows:

Approve	5,585,804	votes equivalent to	100%
Disapprove	0	votes equivalent to	0
Abstain	0	votes	
Void	0	votes	

Agenda 8: To consider and approve the amendment dividend payment policy from not less than 60 percent of net profit to not less than 20 percent of net profit

The Chairman assigned the Managing Director to inform the meeting.

The Managing Director informed to the meeting that, according to the Office of the Insurance Commission (OIC) has an announcement base on Prescribe the rules, Methods and Condition for preparing the Capital Fund Maintenance Report of Non-Life Insurance Company B.E. 2563 No.3, which affective on September 30, 2020 up to now, to manage the capital fund maintenance comply with the law and appropriate to current economic conditions and support the risks arising from the epidemic of COVID-19 situation. The OIC has requested non-life insurance companies consider to the effects of above situation and dividend payout per risk based capital adequacy framework for non-life insurance companies (RBC) at risk of confidence level at 95 percentile currently and risk of confidence level at 99.5 percentile in the future. As a result, The Company has change the dividend payment policy from not less than 60 percent of net profit to not less than 20 percent of net profit from operating results. Every dividend payment must be approved by Annual General Meeting of Shareholders' resolution.

After that, the Chairman gave opportunity for the shareholders to question and comment on relevant matters by writing on provided question form, there was no neither question nor comment.

The Chairman requested the meeting to consider and approve the amendment dividend payment policy from not less than 60 percent of net profit to not less than 20 percent of net profit.

The meeting considered and approved the amendment dividend payment policy.
The vote results are as follows:

Approve	5,585,804	votes equivalent to	100%
Disapprove	0	votes equivalent to	0
Abstain	0	votes	
Void	0	votes	

Agenda 9: To consider other matter (if any)

The Chairman informed the meeting that the Company announced in the Company's website for the period from October 1, 2020 to December 31, 2020, there was no the proposal of the meeting agenda submitted to the Company.

After that, the Chairman informed the meeting that the Annual General Meeting of Shareholders for the year 2020 completed all the agendas. If any shareholders or proxy holders would like to question and comment, so please write on provided question form and submit to the Company's staff for answer in the Company's website.

The Chairman then declared the meeting closed and thanked all shareholder and Proxy Holders for attend the 2020 Annual General Meeting of Shareholders, and apologized for the inconvenience caused by the sudden change of meeting place according to the announcement of Bangkok Metropolitan Administration on Monday, April 26, 2021, then the meeting closed.

The meeting adjourned at 14.30 hours

Sign Chairman
(Mr. Sopon Kluaymai Na Ayudhya)

Sign Minute Taker
(Mr. Sukich charanvas)
Managing Director and Secretary to the Board of Director