



Notice of 2024

Annual General Meeting of Shareholders

(The 31st Meeting)

Charan Insurance Public Company Limited

Wednesday, April 24, 2024 at 14.00 hours

At The Company's conference room on 11th floors, Charan Insurance Building 408/1, Ratchdaphisek road, Samsen Nok, Huaykwang, Bangkok

Physical meeting

- Registration starts at 13.00 hours.

For convenience in the registration, please bring your barcode already printed on the invitation letter to show at the meeting.



[Download Document](#)



[Download Form 56-1 One Report](#)

Cancellation of tokens are canceled in respect of the regulator's campaign for the reduction and abolishment of tokens given away at the Annual General Meeting of Shareholders (AGM)

Privacy Notice
For the Annual General Meeting of Shareholders 2024

Charan Insurance Public Company Limited (the Company) greatly aware of the personal data protection of shareholders and/ or proxy holders in accordance with the Privacy Data Protection Act B.E. 2562. The Company would like to inform the shareholders and/ or proxy holders regarding the information and rights under the law as follows;

Objective and Necessary to collect your Personal Data

The Company is necessary to collect personal data regarding shareholders and /or proxy holders. Personal data consists of the following:

1. General Personal Data such as name, surname, identification number, date of birth, gender, nationality, shareholder identification number, number of shares, bank account number, image and video recording of the meeting etc.

In the case of granting a proxy, it is necessary for the Company to collect the copy of shareholder's personal identification card which may contain religion information that is considered as Sensitive Data. The Company has no intention to collect such Sensitive Data. Accordingly, you can redact such data.

Shareholders' contact Information and registration information related to electronic systems access such as Address, Telephone number, Email, IP Address (in case of online access to the meeting)

The Company will record and broadcast images and sounds of the meeting for its legitimate interests and the interests of shareholders.

However, The Company may collect your Personal Data directly from shareholders and/or proxy holders from Thailand Securities Depository Company Limited ("TSD") as the Company registrar), but only in necessity and in accordance with measures required by law.

Purpose of Collection, Use and Disclosures of Personal Data

The Company collects, uses and discloses your Personal Data for following purpose:

1. Inviting the Annual General Meeting of Shareholders for the year 2022 and holding the Annual General Meeting of Shareholders as required by law, or delivering documents as requested by shareholders
2. Probably disclosing Personal Data to other persons or regulatory authorities related to the mentioned purposes as required by law such as Department of Business Development; Ministry of Commerce, SET and Electronic conferencing administrator.
3. Using for promoting the Company's public relations under legitimate interest basis and the interests of the Company shall not override the fundamental rights and freedoms of the shareholders and/or proxy holders.

Retention Periods for Personal Data

The Company will retain your Personal Data within the period specified by relevant laws, and will collect, use and disclose your Personal Data for the necessary duration, as defined in this Privacy Notice. If it is not possible to specify the Personal Data retention period, the Company will retain the Personal Data as may be expected per data retention standards (such as the longest legal prescription of 10 years).

Owner's right of Data Subject

As the owner of the personal data, you have the rights set forth in the Personal Data Protection Act B.E. 2562, which may include the rights to withdraw the consent, to access and obtain a copy of your Personal Data, to correct, delete or clean up your Personal Data, refuse to processing of your Personal Data, rights to transfer your Personal Data according to the legal method stipulated, rights of complaint and rights to object to the processing or disclosing your Personal Data.

In this regard, the company reserves the right to consider the request to exercise your rights and process in accordance with personal data protection act 2019.

Contact Information

To contact the Company to exercise those rights or others under the Personal Data Protection Act B.E. 2562, please contact;

Location: **Charan Insurance Public Company Limited**
Charan Insurance Building 408/1, Ratchadaphisek road,
Samsen Nok, Huaykwang, Bangkok 10310

Tel: 02-276-1024 Cont. 212

E-mail: charanins@charaninsurance.co.th

Website: <http://charaninsurance.co.th/>



บริษัท จรัญประกันภัย จำกัด (มหาชน) CHARAN INSURANCE PUBLIC COMPANY, LIMITED

(大平) 有限公司
順興利保險

ทะเบียนเลขที่ บมจ. 0107537000807 REGISTRATION NUMBER 0107537000807

408/1 ถนนรัชดาภิเษก แขวงสามเสนนอก เขตห้วยขวาง กรุงเทพฯ 10310 • 408/1 RACHADAPHISEK ROAD, HUAYKWANG BANGKOK 10310

โทรศัพท์. 0-2276-1024 โทรสาร. 0-2275-4919

Ref. JorPor 004 / 2024

April 3, 2024

Subject : Notice of 2024 Annual General Meeting of Shareholders

To : Shareholders of the Charan Insurance Public Company Limited

- Attachments :
1. Minutes of the 30th Annual General Meeting of Shareholders (for Agenda 1)
 2. Form 56-1 One Report 2023 in the form of e-book accessible through QR Code together with the Company's Statements of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2023 as approved by Certified Public Accountant and Audit Committee (for Agenda 2 and 3)
 3. Details of Nominated Directors for the election (for Agenda 6)
 4. Profiles of nominated persons as auditors (for Agenda 7)
 5. The Definition of Company's Independent Director
 6. The Company's Article of Association relating to the Annual General Meeting of Shareholders
 7. Documents or Evidence Showing an Identity of the Shareholder or Proxy Holder Entitled to Attend the Meeting
 8. Details of the Directors proposed by the Company to act as proxy for shareholders
 9. Proxy form A, B, C
 10. Map of the meeting venue

The Board of Directors of Charan Insurance Public Company Limited had resolved to hold the 31st Annual General Meeting of Shareholders on **Wednesday, April 24, 2024 at 14.00 hours, at Charan Insurance Building 408/1, Ratchadaphisek road, Samsen Nok, Huaykwang, Bangkok 10310** to consider the following agenda:

Agenda 1: To consider and certify the Minutes of the 30th Annual General Meeting of Shareholders held on April 26, 2023

Facts and Rationale: The Company held the 30th Annual General Meeting of shareholders on April 26, 2023 and minutes of the meeting has been record and submitted to the Stock Exchange of Thailand, The Office of the Insurance Commission (OIC) and the Ministry of Commerce within the time frame prescribed by laws. The Minutes of the said meeting was also posted in the Company's website <http://www.charaninsurance.co.th>, details of which are shown in **Attachment 1.**

The Board's Opinion: The Board of Directors considered that the minutes of the 30th Annual General Meeting of Shareholders held on April 26, 2023 was accurately recorded, and recommended the shareholders to certify the Minutes.

Resolution: This agenda must be approved by a majority vote of the shareholders who attend the meeting and cast their votes.

Agenda 2: To acknowledge the Board of Directors’ report on the Company’s performance for the year 2023

Facts and Rationale: The Company’s performance for the year 2023 can be found in the Company’s Annual Report 2023 (Form 566-1 One Report) which is in QR Code as shown in **Attachment 2**, and can be summarized as follows:

(Unit: Baht)

Details	Details	Details	Details
Premium Written	301,619,047	484,436,878	(37.74)
Earning Premium Written	259,924,788	421,562,418	(38.34)
Underwriting Income	291,383,352	449,426,722	(35.17)
<u>Less</u> Underwriting Expenses	280,938,362	395,936,552	(29.04)
Gain (Loss) from Underwriting	10,444,990	53,490,169	(80.47)
Gain on Investment and Other Income	19,836,023	31,630,833	(37.29)
Net Gain (Loss)	26,972,565	69,797,500	(61.36)
Earnings (Loss) Per Share	2.25	5.82	(61.34)

The Board’s Opinion: The Board of Directors considered and recommended the shareholders to acknowledge the Company’s performance for the year 2023

Resolution: 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, 2023

Facts and Rationale: According to the Article 112 of the Public Limited Company Act B.E. 2535, it is stipulated that “the Board has ensured that the Statement of Financial Position and Statement of Comprehensive Income as of the end of the accounting period of the Company which have been audited by the Certified Auditors and reviewed by the Audit Committee, and shall propose to the shareholders at the Annual General Meeting for consideration and approval.” Details of Financial Position and Company’s Operation for the year 2023 are as follows:

(Unit: Baht)

Details	2022	2021	Change (%)
Assets	916,246,964	980,014,300	(6.51)
Liabilities	356,854,618	396,864,203	(10.80)
Owners’ equity	559,392,346	583,150,097	(4.07)
Income			
- Underwriting Income	291,383,352	449,426,722	(35.17)
- Net Investment Income	18,785,556	19,443,935	(3.39)

- Other Income	1,050,466	12,186,898	(91.38)
Total	311,219,374	481,057,555	(35.31)
Expenses			
- Underwriting Expenses	239,433,979	350,402,304	(31.67)
- Operating Expenses	44,288,762	45,313,793	(2.26)
- Net impairment losses on financial assets	(2,784,380)	220,454	(1363.02)
Total	280,938,361	395,936,551	(29.04)
Profit before Income Tax Expenses	30,281,014	85,121,002	(64.43)
- Income Tax (expenses)	(3,308,448)	(15,323,502)	(78.41)
Income			
Net Profit (Loss)	26,972,566	69,797,500	(61.36)
Earnings (Loss) per Share	2.25	5.82	(61.34)

The Board's Opinion: The Board of Directors considered and recommended the shareholders to consider and approve the Company's Statement of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2023 which have been audited by the Certified Auditors and reviewed by the Audit Committee.

Resolution: This agenda must be approved by a majority vote of the shareholders who attend the meeting and cast their votes.

Agenda 4: To consider and approve the allocation of net profit and dividend payment for the year 2023

Facts and Rationale: According to Section 116 of the Public Limited Companies Act B.E. 2535 and Article 35 of the Company's regulations, it is stipulated that "the Company must allocate a portion of the annual net profit as reserves not less than 5 percent of the annual net profit, deducted by the accumulated deficit (if any), until these reserves reach not less than 10 percent of the registered capital." The Board of Directors may propose other types of reserve allocations for consideration and approval by the shareholders' meeting as deemed appropriate.

At the Board Directors' meeting No. 1/2024 held on February 21, 2024 has resolved the resolution to present the 2024 Annual General Meeting of Shareholders to consider and approve dividend payment for the year 2023 that distribute not less than 20 percent of net profit for the operating results, from January 1, 2023 to December 31, 2023 at 1.25 Baht per share totaling 15.00 million Baht, which will be paid from the net profit on May 23, 2024 "However, the right to receive such dividends above remains uncertain unless the 31th Annual General Meeting of Shareholders for the year 2023 has granted its approval"

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 13, 2024

The Board’s Opinion The Board of Directors considered and recommended the shareholders to consider and approve the allocation of net profit and dividend payment for the year 2023 at 1.25 Baht per share totaling 15.00 million Baht. The details are as follows;

The comparison of the dividend payment for the year 2023 with the previous year

(Unit: Baht)

Details of Dividend Payment	2023 (Present year)	2022
1. Earnings (Loss) Per Share	2.25	5.82
2. Shares	12,000,000	12,000,000
3. Dividend Per Share	1.25	2.00
4. Total Payment Dividend	15,000,000	24,000,000
5. Divided Payment Ratio (%)	55.56	34.36

Resolution: This agenda must be approved by a majority vote of the shareholders who attend the meeting and cast their votes.

Agenda 5: To consider and approve the directors’ remuneration for the year 2024

Facts and Rationale: According to Section 90 of the Public Limited Companies Act B.E. 2535, “it is prohibited for a company to provide any payment or other benefits to directors, except as compensation according to the company's regulations. Furthermore, The Company’s regulation Article 26 stipulated that directors are entitled to receive remuneration from the company in the form of monetary rewards, meeting allowances, fee, bonuses, or other forms of remuneration as determined by the regulations or as decided upon by the shareholders' meeting. Such remuneration may be specified as a definite amount, established as criteria, and may be determined temporarily or indefinitely until changes are made”

The Board’s Opinion: The director’s remuneration is not determined by the Nomination and Remuneration Committee, as such committee has not yet been appointed. However, the Board of Directors’ meeting has carefully considered the remuneration of directors, comparing with the familiar industries as well as the Company’s business expansion and operating results and deems it appropriate to recommend the shareholder to consider and approve the director’s remuneration for the year 2024. The details are as follows:

Component	2024	2023
1. Board of Directors		
• Monetary Remuneration		
Meeting Allowance		
- Chairman of the Board	25,000 Baht / Time	25,000 Baht / Time
- Member of the Board	20,000 Baht / Person / Time	20,000 Baht / Person / Time
Directors' fee	750,000 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.	1,200,000 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.
• Non-monetary compensation.	-	-
2. Audit Committee		
• Monetary Remuneration		
Meeting Allowance		
- Chairman of the Committee	25,000 Baht / Time	25,000 Baht / Time
- Member of the Committee	20,000 Baht / Person / Time	20,000 Baht / Person / Time
• Non-monetary compensation.	-	-

Remark: 1. Directors' remuneration is not applicable to the Executive Committee, the Investment Committee, the Risk Management Committee, and the Product Committee
2. Directors shall receive meeting allowances solely for attending meetings, and they shall receive such allowances each time they attend a meeting.

Resolution: This agenda item must be approved by a vote of not less than two-thirds (2/3) of the shareholders who attend the meeting and cast their votes.

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

Facts and Rationale: In accordance with Section 71 of the Public Limited Companies Act B.E. 2535 and the Company's regulation Article 14, it is stipulated that "at each annual shareholders' meeting, one-third (1/3) of the directors shall retire from office. If the number of directors to be divided by three (3) does not result in an even distribution, the closest number of directors shall retire. Retiring directors may be re-elected as new directors at the aforementioned meeting"

Currently, the Board of Directors consists of 7 members, and there are 3 directors who are due to retire from their positions at the upcoming annual shareholders' meeting for the year 2024:

1. Mr. Sukich Charanvas

Director / Chairman of Executive Committee / Chairman of Investment Committee / Chairman of Risk Management Committee

- 2. Mr. Kittipong Charanvas** Director / Member of Executive Committee / Member of Investment Committee / Member of Risk Management Committee
- 3. Mr. Thanitphong Pichaibavornphat** Independent Director / Member of Audit Committee

Under the principles of good corporate governance, the Board of Directors has provided an opportunity for minority shareholders to nominate individuals for consideration to serve as directors of the company, in accordance with the criteria, methods, and procedures established by the Company. This information was communicated to shareholders through the Stock Exchange of Thailand's news system and published on the Company's website from October 1, 2023, to December 31, 2023. However, no minority shareholder nominated any individual for consideration to serve as the Company' director

The Board's Opinion: The directors, excluding those with vested interests, collectively conducted a thorough and cautious evaluation based on predetermined criteria and procedures as set forth by the Company. This assessment considered the qualifications outlined in relevant laws, company regulations, diversity, knowledge, expertise, leadership qualities, integrity, and ethics, aligning with the Company's business strategies. It was also noted that candidates proposed as independent directors met the requirements stipulated in the relevant laws concerning independence criteria for directors. At this shareholders' meeting, there was one director possessing independence qualifications, **Mr. Thanitphong Pichaibavornphat**, who was able to express independent opinions in accordance with relevant criteria. He contributed valuable insights, knowledge, and experiences beneficial to the company's operations. Additionally, the other two directors, **Mr. Sukich Charanvas** and **Mr. Kittipong Charanvas**, demonstrated notable expertise, transparent work histories, which could enhance the company's business operations. They have exhibited a sense of responsibility, prudence, and honesty in carrying out their duties. Hence, it is proposed to the shareholders' meeting to consider and appoint of three directors, as required by this agenda item. The profiles of the proposed director candidates are disclosed in **Attachment 3**

Resolution: This agenda must be approved by a majority vote of the shareholders who attend the meeting and cast their votes.

Agenda 7: To consider and appoint the external auditor and fix the audit fee for the year 2024

Facts and Rationale: In accordance with Section 120 of the Public Limited Companies Act B.E. 2535, it is stipulated that "at each annual shareholders' meeting, the appointment of auditors and the determination of the auditor's remuneration shall be made, and the reappointment of the same auditor is permissible," the Audit Committee is responsible for considering the

qualifications of auditors. At the Board of Directors' meeting No.1/2024 held on February 21, 2024, the Audit Committee proposed to the board to appoint a new auditor, Mazars Company Limited ("Mazars"), to replace the outgoing auditor, DIA International Audit Company Limited ("DIA"), as DIA will not be conducting the audit for the year 2024. It was deemed necessary for the company to seek a new audit firm. Upon evaluation, Mazars demonstrated the required standards and expertise in auditing. Furthermore, after comparing the workload and audit fees at the same level, it was concluded that the audit fees proposed by Mazars were reasonable. Therefore, it was resolved to approve the proposal to be presented to the shareholders' meeting for their consideration:

- To appoint the following audits of Mazars Company Limited, all of whom are registered as auditors with the Federation of Accounting Profession in accordance with the Accounting Professions Act, B.E. 2547:**

Name	CPA Registration No.	Experiences in Providing Audit Services to the Company
1. Mr. Sompop Phonprasan	6941	Nil
2. Miss Thipawan Phumbansao	9552	Nil
3. Miss Wannawat Hemchayat	7049	Nil

All three proposed auditors from Mazars Company Limited have no relationships or engagements that could lead to conflicts of interest, and/or they do not have any vested interests in the company, its management, major shareholders, or any related parties. In the event that any of these auditors are unable to perform their duties, Mazars will appoint another licensed auditor to fulfill the role of the auditor to audit the company's financial statements and express opinions on the financial statements in place of the aforementioned auditor. Details of the individuals proposed for appointment as auditors are disclosed in the **Attachment 4**

- To approve the audit fees for the year 2024 at 2,180,000 Baht with the following details:**

Audit fee		
1. Fee for review three quarterly Financial Statement	630,000	Baht
2. Audit Fee for the year ended December 31, 2024	1,200,000	Baht
3. Fee for review of the Risk Based Capital (RBC) report for half - yearly	350,000	Baht
4. Other	-	
Total	<u>2,180,000</u>	<u>Baht</u>

The Board's Opinion The Board of Directors considered and approved the recommendation of the Audit Committee, proposes to nominate auditors from Mazars Company Limited for appointment at the shareholders' meeting. The proposed auditors are **Mr. Sompop Phonprasan**, CPA Registration No.6941, and/or **Miss Thipawan Phumbansao**, CPA Registration No. 9552, and/or **Miss Wannawat Hemchayat**, CPA Registration No. 7049. Any one of them will have the authority to audit and certify the Company's financial statements for the fiscal year 2024. The Board of Director also seeks approval for the auditor's remuneration in the amount of 2,180,000 Baht.

Resolution: This agenda must be approved by a majority vote of the shareholders who attend the meeting and cast their votes.

Agenda 8: To consider other matters (if any)

Facts and Rationale: The Company invited all the shareholders to propose the meeting agenda and submit the question in advance, the Company was informed the criteria and procedure via the Stock Exchange of Thailand's website for the period from October 3, 2023 to December 31, 2023. However, there was neither proposal of the meeting agenda nor the question in advance to the Company.

Shareholders are invited to attend to the meeting on date, time and place as mentioned above. A map of the Meeting Venue is shown in **Attachment 10**, shareholders who can't attend the meeting, please appoint representatives as a proxy holder to attend and cast vote on their behalf, and fill in and sign the proxy **Form A. and B.** as **Attachment 9.**

If shareholders prefer to appoint the Company's directors to be the proxy holder, there are as follows;

- | | |
|---|--|
| 1. Mrs. Poodpong Arsingsamanunta | Chairman of the Audit Committee and Independent Director |
| 2. Mr. Sukich Charanvas | Director and Executive Director |

You are kindly requested to submit the completed Proxy Form to the Company before the date of the meeting or before your proxy holder attends the meeting. **The Company has set the record date on Thursday, March 14, 2024 to determine the shareholders entitled to attend the 2024 Annual General Meeting of Shareholders.**

(Sign)

(Mr. Sukich Charanvas)

Director and Secretary to the Board of Director

(Sign)

(Mr. Pon Thitipanichayagoon)

Director

The Minutes of the 30th Annual General Meeting of Shareholders

Charan Insurance Public Company Limited

Wednesday, April 26, 2023

**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 13 shareholders present in person, and 17 shareholders by proxy. In total, 30 shareholders and proxy holders attended the meeting, holding a total of 5,561,987 shares, equivalent to 46.35% of the total 12,000,000 issued shares which constitute a quorum pursuant to the Company's Articles of Association. The Chairman declared the 30th Annual General Meeting of Shareholders open. Before commencing the meeting, the Chairman assigned Mr. Sukich Charanvas, Managing Director, to introduce those in attendance to the meeting, e.g. Directors, Executives, Auditor, and Legal Division.

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 | - Chairman of Audit Committee
- Independent Director |
| 3. Mr. Vorayuth Charoenloet | - Member of Audit Committee
- Independent Director |
| 4. Mr. Thanitphong Pichaibavornphat | - Member of Audit Committee
- Independent Director |
| 5. Mr. Pon Titipanichayangoon | - Director |
| 6. Mr. Kittipong Charanvas | - Director |
| 7. Mr. Sukich Charanvas | - Managing Director
- Secretary of the Board of Director |

Auditors

1. Miss Supaporn Mangjit from DIA International Auditing Company Limited

All 7 Directors attended the meeting (equivalent to 100% of the total Board members)

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, 2022 to December 31, 2022. 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 inform the meeting for the voting methods 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. 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.

8. On **Agenda 2**, this item was for acknowledge the Board of Directors' report on the Company's Performance for the year 2022 only and therefore did not require to be voted on.

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

10. Charan Insurance Public Company Limited (the Company) greatly aware of the personal data protection of shareholders and/ or proxy holders in accordance with the Privacy Data Protection Act B.E. 2562. The Company would like to inform the shareholders and/ or proxy holders regarding the information and rights under the law together with Notice of 2023 AGM.

After the meeting acknowledged the voting methods, 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 29th Annual General Meeting of Shareholders held on April 27, 2022

The Chairman informed the meeting to consider and certify the Minutes of the 29th Annual General Meeting of Shareholders held on April 27, 2022 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 an opportunity for the shareholders to inquire and comment on relevant matters by writing on provided question form, there was neither inquiry nor comment.

The Chairman requested the meeting to consider and certify the Minutes of the 29th Annual General Meeting of Shareholders held on April 27, 2022 as proposed by the Board of Directors.

The meeting considered and certified the Minutes of the 29th Annual General Meeting of Shareholders held on April 27, 2022. The vote results are as follows:

Approve	5,561,987	votes	equivalent to	100%
Disapprove	0	vote	equivalent to	0
Abstain	0	vote		
Void	0	vote		

Agenda 2: To acknowledge the Board of Directors' Report on the Company's Performance for the year 2022

The Chairman assigned Mr. Sukich Charanvas, Managing Director to inform the meeting.

The Managing Director delivered a summary as follows; the premium written for the year 2022 of 484.44 million Baht, increase by 53% from the prior year. The earned premium written after deducing the premium ceded and the unearned premium reserves of 421.56 million Baht. The total revenues consisting of fee and commission income, and income on investment of 481.06 million Baht. The total expenses after deducing the underwriting expenses, operating expenses, and net impairment losses on financial assets of 395.94 million Baht. The profit before income tax of 85.12 million Baht, the Company's profit for the year after deducing tax income of 69.80 million Baht or basis loss per share of 5.82 Baht, compared to prior year which basis earning per share of 2.36 Baht or increase equivalent to 346.61%.

Financial Position as at December 31, 2022, the Company has the total assets of 980.01 million Baht, increase from the prior year of 93.36 million Baht or 10.53%. The total liabilities of 396.86 million Baht, increase from the prior year of 26.24 million Baht or 7.08%. The total shareholder' equity of 583.15 million Baht, increase by 13.01% or 48.60 Baht per share. The Capital Adequacy Ratio (CAR) as at December 31, 2022 of 234% as prescribed by The Office of Insurance Commission (OIC) state that not less than 140%.

After that, the Chairman gave an opportunity for the shareholders to inquire and comment on relevant matters by writing on provided question form, there was inquiry by the shareholders as follows:

Mr. Somchai Rangrisakonsavas, Shareholder

Q1: What are the guidelines for the development of the insurance business to increase the proportion of the Company?

Q2: Which part of the insurance business is planning to launch new products?

Mr. Sukich Charanvas, Managing Director, clarified that:

A1: If the questioner means in 2023, the Company has a policy to expand its business to agents / brokers and non-life insurance juristic brokers.

A2: In 2023, the Company has no plans to launch new products, but has improved IT system for the underwriting process more convenient for the insured and reduces the Company's operating costs.

There were no further questions from shareholders; the Chairman requested the meeting to acknowledge the Board of Director's report for the year 2022 as proposed by the Board of Directors.

The meeting acknowledged the Board of Directors' Report on the Company's Performance for the year 2022.

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

Agenda 3: To consider and approve the Statement of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2022

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, 2022 which have been Audited from the DIA International Auditing Co., Ltd. and reviewed by the Audit Committee. The details are disclosed in the Form 56-1 One Report 2022 as provided in QR Code.

After that, the Chairman gave an opportunity for the shareholders to inquire and comment on relevant matters by writing on provided question form, there was neither inquiry nor comment.

The Chairman requested the meeting to consider and approve the Statement of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2022.

The meeting considered and approved the Statement of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2022. The vote results are as follows:

Approve	5,561,987	votes	equivalent to	100%
Disapprove	0	vote	equivalent to	0
Abstain	0	vote		
Void	0	vote		

Agenda 4: To consider and approve the allocation net profit and dividend payment for the year 2022

The Chairman assigned Mr. Sukich Charanvas, Managing Director to inform the meeting.

The Managing Director informed to the meeting that in the 2022, the Company profit for the year ended December 31, 2022 of 69.80 million Baht. According to the dividend payment policy states that to distribute not less than 20% of net profit. The Board of Director's meeting No.1/2023 held on February 22, 2023 has resolved to approve the dividend payment for the year 2022 for 12,000,000 shares, at 2.000 Baht per share form earnings per share of 5.82 Baht. The dividend will be paid on May 25, 2023.

After that, the Chairman gave an opportunity for the shareholders to inquire and comment on relevant matters by writing on provided question form, there was inquiry by the shareholders as follows:

Mr. Somchai Rangsriskonsavas, Shareholder

Q1: Why is the percentage of dividend payment set not lower than 20 percent changed?

Q2: What is the remaining profit each year used for?

Mr. Sukich Charanvas, Managing Director, clarified that:

A1: 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. The resolution of the 28th Annual General Meeting of Shareholders held on April 28, 2021, on the Agenda 8 has approved the amendment dividend payment policy from not less than 60 percent of net profit to not less than 20 percent of net profit.

A2: The remaining profit will be added to the unallocated retained earnings.

There were no further questions from shareholders; the Chairman requested the meeting to consider and approve the allocation net profit and dividend payment for the year 2022.

The meeting considered and approved the allocation net profit and dividend payment for the year 2022. The vote results are as follows:

Approve	5,559,387	votes	equivalent to	99.95%
Disapprove	2,600	vote	equivalent to	0.05%
Abstain	0	vote		
Void	0	vote		

Agenda 5: To consider and approve the Directors' Remuneration for the year 2023

The Chairman assigned Mr. Sukich Charanvas, 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 2023. The details are as follows:

Component of Remuneration	2023	2022
1. Board of Directors		
• Monetary remuneration		
Meeting allowance		
- Chairman of the Board	25,000 Baht / meeting	25,000 Baht / meeting
- Member of the Board	20,000 Baht / member / meeting	20,000 Baht / member / meeting
Directors' fee	1,200,000 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.	-
• Non - monetary remuneration		
2. Audit Committee		
• Monetary remuneration		
Meeting allowance		
- Chairman of the Committee	25,000 Baht / meeting	20,000 Baht / meeting
- Member of the Committee	20,000 Baht / meeting	15,000 Baht / member / meeting
• Non - monetary remuneration		
Remark: Directors' remuneration is not applicable to the Executive Committee, the Investment Committee, the Risk Management Committee, and Product Committee.		

After that, the Chairman gave an opportunity for the shareholders to inquire and comment on relevant matters by writing on provided question form, there was neither inquiry nor comment.

The Chairman requested the meeting to consider and approve the Directors' Remuneration for the year 2023.

The meeting considered and approved the Directors' Remuneration for the year 2023. The vote results are as follows:

Approve	5,559,387	votes	equivalent to	99.95%
Disapprove	2,600	vote	equivalent to	0.05%
Abstain	0	vote		
Void	0	vote		

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

The Chairman assigned Mr. Sukich Charanvas, 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 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 2023, two directors are due to retire by rotation which are **Mr. Vorayuth Charoenloet**, Member of the Audit Committee and Independent Director, and **Mr. Pon Titipanichayangoon**, 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 October 1, 2022 to December 31, 2022. 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 consider and appoint the two directors to succeed those completing their terms serves as the Company's Directors for another term. For the proposal **Mr. Vorayuth Charoenloet** to the meeting for the consideration serves as the Independent Director for another term. Even though **Mr. Vorayuth Charoenloet** 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 she also expressed her 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 an opportunity for the shareholders to inquire and comment on relevant matters by writing on provided question form, there was neither inquiry nor comment.

The Managing Director requested the meeting to consider and appoint directors to succeed those completing their terms.

The meeting considered and appointed directors to succeed those completing their terms. The vote results are as follows:

Directors	Approve		Disapprove		Abstain		Void	
	Vote	Percent %	Vote	Percent %	Vote	Percent %	Vote	Percent %
1. Mr. Vorayuth Charoenloet	5,561,785	100	202	0.0036	0		0	
2. Mr. Pon Titipanichayangoon	5,561,987	100	0	0	0		0	

Agenda 7: To consider and appoint the external auditor and fix the audit fee for the year 2023

The Chairman assigned Mr. Sukich Charanvas, 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. 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 - 2020
2. Mr. Chumpot Prairattanakorn	7645 and / or	Nil
3. Miss Supaporn Mangjit	8125	2021 - Present

In 2023, **Miss Supaporn Mangjit** shall sign the audit report of the Company. All three 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. Details of each Auditor are disclosed in **Attachment 4** as provided in QR Code.

The Managing Director requested the meeting to consider and appoint the external auditor and fix the audit fee for the year 2023 totaling 1,550,000 Baht as the same rate with the previous year, the details are as follows;

Audit fees		
1. Fee for review three quarterly Financial Statement	570,000	Baht
2. Audit Fee for the year ended December 31, 2023	780,000	Baht
3. Fee for review of the Risk Based Capital (RBC) report for half - yearly	200,000	Baht
4. Other	-	
Total	<u>1,550,000</u>	Baht

After that, the Chairman gave an opportunity for the shareholders to inquire and comment on relevant matters by writing on provided question form, there was neither inquiry nor comment.

The meeting considered and appointed Mrs. Suvimol Krittiyakiern, CPA Registration No.2982 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 2023, and fixed the audit fees totaling 1,550,000 Baht. The vote results are as follows:

Approve	5,561,987	votes	equivalent to	100%
Disapprove	0	vote	equivalent to	0
Abstain	0	vote		
Void	0	vote		

Agenda 8: To consider other matters (if any)

The Chairman informed the meeting that the Company announced in the Company's website for the period from October 1, 2022 to December 31, 2022, there was no the proposal of the meeting agenda submitted to the Company.

After that, the Chairman informed the meeting that the 2023 Annual General Meeting of Shareholders 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.

There were no further questions from shareholders; the Chairman then thanked all shareholders and proxyholders for attend the 2023 Annual General Meeting of Shareholders, and declared the meeting closed.

The meeting adjourned at 15.00 hours

Sign (*Sign*) Chairman
(Mr. Sopon Kluaymai Na Ayudhya)

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

**The Form 56-1 One Report 2023 in the form of e-book accessible through QR Code
together with the Company's Statements of Financial Position and Statement of
Comprehensive Income for the year ended December 31, 2023
as approved by Certified Public Accountant and Audit Committee**

To facilitate shareholder's access to information with ease, Charan Insurance Public Company Limited has provided the Form 56-1 One Report 2023 to the shareholders in the form of e-book which can be downloaded from the following channels:

1. QR Code



QR Code

The Form 56-1 One Report 2023

For iOS System (iOS 11 and above)

- 1) Turn on the mobile camera.
- 2) Scan the above QR Code.
- 3) Notification will appear on top of the screen. Click the notification to access the Form 56-1 One Report 2023

Remark: If the notification does not appear on the mobile phone, the QR Code can be scanned with other applications such as Line or QR CODE READER

For Android System

- 1) Open Line applications. Click "Add friend" and choose "QR Code"
- 2) Scan the QR Code to access the Form 56-1 One Report 2023

2. Company's website

Shareholders can find the Form 56-1 One Report 2023 (and the Annual Report in 5 preceding years) through the Company's website <http://charaninsurance.co.th/en/investor/financialinfo/annualreport/>

Charan Insurance Public Company Limited
Details of Nominated Directors for the election

1. Mr. Thanitphong Pichaibavornphat

Address 408/1 Charan Insurance Building, Ratchadaphisek road, Samsen Nok, Huaykwang,
Bangkok 10310

Date of Birth November 8, 1958 **Age** 66 **Nationality** Thai

Proposed Position Member of Audit Committee and Independent Director

Current position Member of Audit Committee and Independent Director

Years as the Director 1 year and 7 months

Educational Background

- Master of Accounting, Thammasat University
- Bachelor of Accounting (Second Class Honors),
Thammasat University

Training / Seminar

- Director Accreditation Program (DCP),
Thai Institute of Directors Association (IOD)

CHARAN Shareholding (as at March 14, 2024)

- Self: None
- Spouse: None

Position in other Company

- Listed companies

- None

- Non-listed companies

- None

- Other Business with Potential Conflicts of Interest

- None

Recruitment

- Since the selection process for board members did not pass through the Nomination and Remuneration Committee due to the absence of such a committee within the company at present, the Board of Directors collectively assessed the individuals proposed for this occasion, following the Company's designated procedures. After thorough consideration, it was determined that **Mr. Thanitphong Pichaibavornphat** possesses all the necessary qualifications, lacks any disqualifying traits as defined by the Public Limited Companies Act, and does not exhibit any characteristics that would

raise concerns regarding his suitability to manage the company's affairs as a major shareholder according to securities and stock market laws. Additionally, he has demonstrated exceptional performance in his previous roles as a board member, showcasing excellence, expertise, and experience, along with a profound understanding of the Company's business. Therefore, it is deemed appropriate to propose **Mr. Thanitphong Pichaibavornphat's** reappointment as a board member at the shareholders' meeting for their consideration.

Legal Dispute

- No legal dispute during the 5 past years

Relationships with Management Committee or Major Shareholders of CHARAN

- No consanguinity relationship, marriage relationship or legally registered relationship with management committee or major shareholders of CHARAN or its affiliates (such as parents, spouse, children, brothers and sisters, uncles and aunts including spouse of such persons).

Being a Provider of any Professional Services (such as Auditor or Legal)

- None

Meeting Attendance

- The Board of Directors Meeting 44
- The Audit Committee Meeting 4/4
- The Annual General Meeting of Shareholders 2023

Qualifications of independent directors

- The qualifications adhere to the definition of independent directors as stipulated by the Company and comply with the minimum requirements set forth by the SEC and the Stock Exchange. This definition is disclosed in the **Attachment 5**

Charan Insurance Public Company Limited
Profiles of nominated persons as auditors

1. Mr. Sukich Charanvas

Address 408/1 Charan Insurance Building, Ratchadaphisek road, Samsen Nok, Huaykwang,
Bangkok 10310

Date of Birth August 23, 1946 **Age** 78 **Nationality** Thai

Proposed Position Director / Chairman of Executive Committee /
Chairman of Investment Committee / Chairman of Risk Management Committee

Current position Director / Chairman of Executive Committee /
Chairman of Investment Committee / Chairman of Risk Management Committee

Years as the Director 50 years

Educational Background

- Master of Civil Engineering,
California State University at Long Beach, U.S.A.
- Bachelor of Civil Engineering,
California State University at Long Beach, U.S.A.

Training / Seminar

- Director Accreditation Program (DAP) Class of 39/2005
Thai Institute of Directors (IOD)

CHARAN Shareholding (as at March 14, 2024)

- Self: 18.23%
- Spouse: 3.89%

Position in other Company

- Listed companies

- None

- Non-listed companies

- None

- Other Business with Potential Conflicts of Interest

- None

Recruitment

- Since the selection process for board members did not pass through the Nomination and Remuneration Committee due to the absence of such a committee within the company at present, the Board of Directors collectively assessed the individuals proposed for this occasion, following the Company's designated procedures. After

thorough consideration, it was determined that **Mr. Sukich Charanvas** possesses all the necessary qualifications, lacks any disqualifying traits as defined by the Public Limited Companies Act, and does not exhibit any characteristics that would raise concerns regarding his suitability to manage the company's affairs as a major shareholder according to securities and stock market laws. Additionally, he has demonstrated exceptional performance in his previous roles as a board member, showcasing excellence, expertise, and experience, along with a profound understanding of the Company's business. Therefore, it is deemed appropriate to propose **Mr. Sukich Charanvas's** reappointment as a board member at the shareholders' meeting for their consideration.

Legal Dispute

- No legal dispute during the 5 past years

Relationships with Management Committee or Major Shareholders of CHARAN

- Spouse **Mrs. Elizabeth Charanvas** (major shareholder)
- Father of Mr. Kittipong Charanvas and Mr. Kitti Charanvas (Director and Executive)

Being a Provider of any Professional Services (such as Auditor or Legal)

- None

Meeting Attendance

- The Board of Directors Meeting 4/4
- The Executive Committee Meeting 1/1
- The Risk Management Committee Meeting 4/4
- The Annual General Meeting of Shareholders 2022

Charan Insurance Public Company Limited

Profiles of nominated persons as auditors

1. Mr. Kittipong Charanvas

Address 408/1 Charan Insurance Building, Ratchadaphisek road, Samsen Nok, Huaykwang, Bangkok 10310

Date of Birth July 7, 1974 **Age** 50 **Nationality** Thai

Proposed Position Director / Member of Executive Committee /
Member of Investment Committee / Member of Risk Management Committee

Current position Director / Member of Executive Committee /
Member of Investment Committee / Member of Risk Management Committee

Years as the Director 19 years

Educational Background

- Bachelor of Science in Business Administration - General Management, City University of Seattle, U.S.A

Training / Seminar

- Insurance Management Development Program (IMDP), Class of 2006
General Insurance Management Development Institute, Chulalongkorn University

CHARAN Shareholding (as at March 14, 2024)

- Self: 6.17%
- Spouse: None

Position in other Company

- Listed companies

- None

- Non-listed companies

- None

- Other Business with Potential Conflicts of Interest

- None

Recruitment

- Since the selection process for board members did not pass through the Nomination and Remuneration Committee due to the absence of such a committee within the company at present, the Board of Directors collectively assessed the individuals proposed for this occasion, following the Company's designated procedures. After thorough consideration, it was determined that **Mr. Kittipong Charanvas** possesses all the necessary qualifications, lacks any disqualifying traits as defined by the Public Limited

Companies Act, and does not exhibit any characteristics that would raise concerns regarding his suitability to manage the company's affairs as a major shareholder according to securities and stock market laws. Additionally, he has demonstrated exceptional performance in his previous roles as a board member, showcasing excellence, expertise, and experience, along with a profound understanding of the Company's business. Therefore, it is deemed appropriate to propose **Mr. Kittipong Charanvas**'s reappointment as a board member at the shareholders' meeting for their consideration.

Legal Dispute

- No legal dispute during the 5 past years

Relationships with Management Committee or Major Shareholders of CHARAN

- Son of **Mrs. Elizabeth Charanvas** (major shareholder)
- Son r of Mr. Sukich Charanvas (Director and Managing Director)

Being a Provider of any Professional Services (such as Auditor or Legal)

- None

Meeting Attendance

- The Board of Directors Meeting 4/4
- The Executive Committee Meeting 1/1
- The Risk Management Committee Meeting 4/4
- The Annual General Meeting of Shareholders 2022

Charan Insurance Public Company Limited

Profiles of nominated persons as auditors

1. **Name - Surname** : Miss Thipawan Phumbansao
- Age** : 46 years
- CPA Number** : 9552
- Master of Business Administration
Accounting Department, Ramkhamhaeng University
 - Bachelor of Business Administration
Accounting Department, Ramkhamhaeng University
- Educational Background and Training**
- Director Certified Program)
Thai Institute of Directors Association
 - Certified Public Accountant (CPA) Thailand
 - ASEAN Certified Public Accountant
- Current Position** : Partner of the Audit Office, Mazars Company Limited
- Professional Experience**
- Certified Public Accountant of Thailand, approved by the Securities and Exchange Commission of Thailand
 - Partner of the financial and banking business auditing office
 - Committee on Accounting and Auditing Standards in Thailand and International Accounting Standards of the Office
 - Member of the Federation of Accounting Professions under the Royal Patronage
 - The lecturer provides knowledge to customers and outsiders about accounting standards in Thailand and international accounting standards
 - Internal training lecturer for the company
- Contact Information** : **Mazars Company Limited**
1 Empire Tower Building, 12th Floor
South Sathorn Rd., Yannawa Subdistrict
Sathorn District, Bangkok 10120
Tel. 662-670-1100



Information for consideration

- : Family relationship with executives or major shareholders of the Company or its subsidiaries - None -
- : Relationship with the company / subsidiaries / associated companies or juristic persons that may have conflicts at present - None -
- : Significant business relationship that may result in inability to act independently - None -
- : Relationship as a director, employee, employee or holding any position in the Company or its subsidiaries - None -

Charan Insurance Public Company Limited

The Definition of Company's Independent Director

The Company's Article of Association stipulate that at least one-third of Board membership shall be independent and the Board shall comprise a minimum of three independent directors, and that independent directors are appointed to the Board by the Board of Directors or the general meeting (as are may be).

Based on the company director selection standards, the criteria for selecting an independent director shall take into account the qualifications of directors prescribe by the Public Limited Companies Act, securities and exchange laws and other applicable regulation. An independent director is a director who: is professionally qualified, specialized and experienced; and can exercise independent judgment on the direction of business operations ensuring the organization's good governance and improve management practices. Any nominated person who meets all such requirements shall be proposed to the shareholders' meeting for appointment as company director. If an independent director stops being a director before completing the term of appointment, the Board of Directors may appoint a replacement member who meets the above requirements to fill the vacancy. A director who is appointed in this way shall serve the remaining term of office of the vacant directorship.

The Board of Directors has established the qualifications for an independent director as are follows.

1. Not holding more than 1.0% of the total number of voting shares of the Company or any of its major shareholders or controlling parties. The number of shares held shall include those owned by any person related to such independent director.

2. Not being an executive director, employee, staff member or advisor receiving regular compensation from, or a controlling person of the Company or its major shareholder(s) or controlling party(ies), either currently or within at least two years prior to appointment as independent director.

3. Not being a relation, either by blood or by law, of any director, executive, major shareholder, controlling party, person being nominated as director, executive or controlling party of the Company. A relation shall include father, mother, spouse, sibling and child including son or daughter in law.

4. Not having any business relationship with the company or any of its major shareholders or controlling parties in such a way that may interfere with the exercise of his/her judgment, and not being a substantial shareholder or controlling person of any person/party that has business relationship with the Company or any of its major shareholders or controlling parties, either currently or within at least two years prior to appointment as independent director.

5. Not being an auditor of the Company or any of its major shareholders or controlling parties, and not being a substantial shareholder (owning more than 10% of the total number of voting share, including those owned by any related person), a controlling party or a partner of an audit firm which is the affiliation of any of the Company's auditors, major shareholders or controlling parties, either currently or within at least two years prior to appointment as independent director.

6. Not being a provider of any professional services, including legal or financial advice which receive payments exceeding two million baht per year from the Company or from any of its major shareholders or controlling parties, and not being a substantial shareholder, a controlling party or a partner of such professional service provider, either currently or within at least two years prior to appointment as independent director.

7. Not being a director who has been appointed to represent any director of the Company or any of its major shareholders or any shareholder related to the major shareholder of the Company.

8. Not engaging in any business of the same nature as or in significant competition with the business of the Company, nor being a substantial partner executive director, employee, staff member, advisor/consultant who receive regular compensation from or hold more than one percent of the voting shares of a company engaging in any business of the same nature as or in significant competition with that of the Company.

9. Not having any characteristics which could compromise the exercise of his/her independent judgment on the Company's operation.

Article of Association
of Charan Insurance Public Company Limited
(Relating to the Annual General Meeting of Shareholders)

.....

Chapter 4
Directors

12. There shall not less than five, but not more than fifteen Directors, and not less than half of the Directors shall be resident of the Kingdom.

13. The election of Director at the General Meeting of Shareholder shall carried out in accordance with the following rules and procedure;

(1) A shareholder shall have one vote for each share he holds or represents.

(2) A shareholder shall votes for all the nominated candidates as a whole or votes for an individual nominee by using a share which he holds or represents.

(3) The candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as Directors in that order until all of the Director position are filled. Where the votes cast for candidates in descending order are tied, which would otherwise cause the number of Directors to be exceeded, the remaining appointment shall be made the Chairman of the meeting.

14. At the Annual General Meeting of Shareholder, one-third of the Directors, or if their number is not multiple of three, then the number nearest to one-third, must retire from the office.

The Directors retiring from the office in the first and second years of the registration of the conversion to public limited company shall be done by drawing lots. In subsequent years, the Director who has held office longest shall retire.

A retiring Director is eligible for reelection.

Chapter 5
General Meeting of Shareholders

28. The Board of Directors shall arrange for the shareholders' meeting which is an Annual General Meeting of Shareholder within four months from the last day of fiscal year of the Company. The Annual General Meeting of Shareholders other than the one referred to previously shall be called Extraordinary General Meeting of Shareholders. The Board of Directors may call an Extraordinary General Meeting of Shareholders at any time as the Board consider, it appropriate to do so or shareholders holding shares together not less than one-fifth of the total number of shares sold, or shareholders of not less than twenty five persons holding shares altogether not less than one-tenth of the total number of shares sold may submit their names in a request. In such case, the Board of Directors shall proceed to arrange a shareholders' meeting to be held within one month from the date of receipt of such request from the shareholders.

29. In calling an General Meeting of Shareholders, the Board of Directors shall prepare a written notice of the meeting that include the place, date, time, agenda of the meeting and the matters to be proposed to the meeting with reasonable detail by indicating clearly whether it is the matters proposed for information for approval, or for consideration, as the case may be, including the opinions of the Board of Directors in the said matters, and the said notice shall be delivered to the shareholders and the registrar for their information at least seven days prior to the date of the meeting. The notice for the meeting shall also be published in a newspaper at least three days prior to the date of the meeting.

The place of the meeting is needless at the head office of the Company, the Board of Directors shall determine the place.

30. In order constitute a quorum, there shall be not less than twenty five shareholder and proxy holders (if any) attending the shareholders' meeting or not less than one-half of the total number of total shareholders, and in either case such shareholder shall hold share is as aggregate of nor less than one-third of total number of share sold.

At any shareholders' meeting, if one hour has passed from the time specified for the meeting and the number of shareholders attending the meeting does not constitute a quorum as require, and if such shareholders' meeting was required by the shareholders, such meeting shall be called once again, and the notice of the meeting shall be delivered to the shareholders not less than seven days prior to the date meeting. In the subsequent meeting a quorum is not required.

31. The Chairman of the Board of Directors shall be the Chairman of the shareholders' meeting. If the Chairman of the Board is not present at the meeting, or cannot perform his duty, and if there is the Vice Chairman, the Vice Chairman shall be the Chairman of the meeting. If there is no Vice Chairman, or Vice Chairman cannot perform his duty, the shareholders at the meeting shall elect one shareholder to be the Chairman of the meeting.

If casting votes, each shareholders shall have votes equal to the number of share held by him. One share is entitled to one vote.

Voting shall be made openly, unless at least five shareholders request a secret vote and the meeting resolves accordingly. The method for secret vote shall be as a specified by the Chairman of the meeting

32. The resolution of the shareholders' meeting shall comprise the following votes;

(1) For an ordinary case, a resolution shall require a simple majority of the total vote cast by shareholders present at the meeting. In the case of an equality of votes, the Chairman of the meeting shall have an additional vote as a casting vote.

(2) For the following case; a resolution shall require the votes of not less than three-fourth of the total number of votes cast by the shareholders present and entitled to vote;

(a) The sale or transfer of whole or important parts of the Company to other person.

(b) The purchase or acceptance to transfer of business of other companies or private companies to the Company.

(c) The making amendment or cancellation of contracts relating to leading out the Company's business, wholly or contain important parts' the assignment to any other persons to manage the business of the Company or the consolidation of the business with other persons with an objective to share profit and loss.

33. The business to be accomplished at the Annual General Meeting of Shareholders are as follows;

(1) To acknowledge report of the Board of Directors which is presented to the meeting showing the Company's Performance during the past year.

(2) To consider and approve balance sheet.

(3) To consider allocation of net profit.

(4) To elect directors replace those who retire by rotation of their terms.

(5) To elect the auditors and audit fee.

(6) Other business.

Charan Insurance Public Company Limited

Documents or Evidence Showing an Identity of the Shareholder or Proxy Holder Entitled to Attend the Meeting

1. Natural Person

1.1 Thai nationality

- (a) Identification card of the shareholder (personal I.D. or identification card of government officer or identification card of state enterprise officer): or
- (b) In case of proxy, copy of identification card of the shareholder and identification card or passport (in case of foreigner) of the proxy holder.

1.2 Non-Thai nationality

- (a) Passport of the shareholder: or
- (b) In case of proxy, copy of passport of the shareholder and identification card or passport (in case of foreigner) of the proxy holder.

2. Juristic person

2.1 Juristic person registered in Thailand

- (a) Copy of corporate affidavit issued by Ministry of Commerce: and
- (b) Copy of identification card or copy of passport (in case of foreigner) of the authorized director who signs the proxy form including identification card or passport (in case of foreigner) of the proxy holder.

2.2 Juristic person registered outside of Thailand

- (a) Copy of corporate affidavit: and
- (b) Copy of identification card or copy of passport (in case of foreigner) of the authorized director who signs the proxy form including identification card or passport (in case of foreigner) of the proxy holder.

A copy of documents must be certified true copy. In case of any documents or evidence produced or executed outside of Thailand, such documents or evidence should be notarized by notary public.

Remark: The Company reserves the right to waive any of the above requirements for some of the shareholders on case by case basis, at the Company's sole discretion.

Charan Insurance Public Company Limited

Details of the Directors proposed by the Company to act as proxy for shareholders

1. Mrs. Poodpong Arsingsamanunta

Address 408/1 Charan Insurance Building, Ratchadaphisek road, Samsen Nok, Huaykwang, Bangkok 10310

Date of Birth May 22, 1949 **Age** 75 **Nationality** Thai

Current position Chairman of Audit Committee and Independent Director

Years as the Director 18 years

Educational Background

- Master's Degree of Business Administration, Ramkhamhaeng University
- Bachelor's Degree of Finance and Banking, Faculty of Commerce and Accountancy, Thammasat University

Training / Seminar

- Director Accreditation Program (DAP), Class of 2007
Thai Institute of Directors Association (IOD)

Vested interest in the agenda

- None -
-

1. Mr. Sukich Charanvas

Address 408/1 Charan Insurance Building, Ratchadaphisek road, Samsen Nok, Huaykwang, Bangkok 10310

Date of Birth August 23, 1946 **Age** 78 **Nationality** Thai

Current position Managing Director

Years as the Director 50 years

Educational Background

- Master's Degree of Civil Engineering,
California State University at Long Beach, U.S.A.
- Bachelor's Degree of Civil Engineering,
California State University at Long Beach, U.S.A.

Training / Seminar

- Director Accreditation Program (DAP) Class of 39/2005
Thai Institute of Directors Association (IOD)

Vested interest in the agenda

- None -



หนังสือมอบฉันทะ แบบ ก.
Proxy (Form A)

เขียนที่ _____
Written at _____
วันที่ _____ เดือน _____ พ.ศ. _____
Date _____ Month _____ Year _____

1. ข้าพเจ้า _____ สัญชาติ _____
I / We _____ Nationality _____
ที่อยู่ _____
Address _____

2. เป็นผู้ถือหุ้นของ บริษัท อริยุประกันภัย จำกัด (มหาชน)
As a shareholder of Charan Insurance Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม	.....	หุ้น	และออกเสียงลงคะแนนได้เท่ากับ	.....	เสียง ดังนี้
Holding the total amount of	.....	shares	and the voting right equals to	.....	vote are as follows;
หุ้นสามัญ	.....	หุ้น	ออกเสียงลงคะแนนได้เท่ากับ	.....	เสียง
Common Share	.....	shares	equal to voting right votes	.....	Votes
หุ้นบุริมสิทธิ	.....	หุ้น	ออกเสียงลงคะแนนได้เท่ากับ	.....	เสียง
Preferred Share	.....	shares	equal to voting right votes	.....	votes

3. ขอมอบฉันทะให้
Here by appoint

(1) ชื่อ (Name) _____ อายุ (Age) _____ ปี (Year)
อยู่บ้านเลขที่ (Resident at) _____ ถนน (Road) _____ ตำบล/แขวง (Sub District) _____ อำเภอ/เขต (District) _____
จังหวัด (Province) _____ รหัสไปรษณีย์ (Postal Code) _____ หรือ (or)

(2) _____นางผดุง อธิสงฆานันท์ (Mrs. Poodpong Arsingamanunta) _____ อายุ (Age) _____ 75 _____ ปี (Year)
อยู่บ้านเลขที่ (Resident at) _____ 408/1 _____ ถนน (Road) _____ รัชดาภิเษก _____ ตำบล/แขวง (Sub District) _____ สวมเสนนอก _____ อำเภอ/เขต (District) _____ ห้วยขวาง _____
จังหวัด (Province) _____ กรุงเทพมหานคร _____ รหัสไปรษณีย์ (Postal Code) _____ 10310 _____ หรือ (or)

(3) _____นายสุกิจ จรรย์วาศน์ (Mr. Sukich Charanvas) _____ อายุ (Age) _____ 78 _____ ปี (Year)
อยู่บ้านเลขที่ (Resident at) _____ 408/1 _____ ถนน (Road) _____ รัชดาภิเษก _____ ตำบล/แขวง (Sub District) _____ สวมเสนนอก _____ อำเภอ/เขต (District) _____ ห้วยขวาง _____
จังหวัด (Province) _____ กรุงเทพมหานคร _____ รหัสไปรษณีย์ (Postal Code) _____ 10310 _____ หรือ (or)

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 31 ในวันที่ 24 เมษายน 2567 เวลา 14.00 น. ณ ห้องประชุม ชั้น 11 อาคารรัฐประศาสนภักดี เลขที่ 408/1 ถนนรัชดาภิเษก แขวงสามเสนนอก เขตห้วยขวาง กรุงเทพมหานคร 10310 หรือที่แจ้งเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

As my proxy to attend and vote in the 31st Annual General Meeting of Shareholders at 14.00 hours on Wednesday, April 24, 2024 at the Company's conference room on 11th floors, Charan Insurance Building 408/1, Ratchadaphisek road, Samsen Nok, Huaykwang, Bangkok 10310, or at any adjournment thereof to any other date, time and venue.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น เว้นแต่กรณีที่ได้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts undertaken by the Proxy at such meeting shall be deemed as my act (s) in every respect.

ลงชื่อ _____ ผู้มอบฉันทะ
Signature _____ Proxy Grantor
()

ลงชื่อ _____ ผู้รับมอบฉันทะ
Signature _____ Proxy Holder
()

ลงชื่อ _____ พยาน
Signature _____ Witness
()

ลงชื่อ _____ พยาน
Signature _____ Witness
()

หมายเหตุ ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคน เพื่อแยกการลงคะแนนเสียงได้

Remarks A shareholder shall appoint only one proxy holder to attend and vote at the meeting. A shareholder may not appoint more than one proxy holder, each with the voting right in respect of a certain portion shares.



เลขทะเบียนผู้ถือหุ้น
Shareholders' Registration No.

(ปิดอากรแสตมป์ 20 บาท)
Stamp Duty 20 Baht

หนังสือมอบฉันทะ แบบ ข
Proxy (Form B)

เขียนที่ _____
Written at _____
วันที่ _____ เดือน _____ พ.ศ. _____
Date _____ Month _____ Year _____

1. ข้าพเจ้า _____ สัญชาติ _____
I / We _____ Nationality
ที่อยู่ _____
Address _____

2. เป็นผู้ถือหุ้นของ บริษัท จักรูประกันภัย จำกัด (มหาชน)
As a shareholder of Charan Insurance Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม	.....	หุ้น	และออกเสียงลงคะแนนได้เท่ากับ	.....	เสียง ดังนี้
Holding the total amount of	.....	shares	and the voting right equals to	.....	vote are as follows;
หุ้นสามัญ	.....	หุ้น	ออกเสียงลงคะแนนได้เท่ากับ	.....	เสียง
Common Share	.....	shares	equal to voting right votes	.....	Votes
หุ้นบุริมสิทธิ	.....	หุ้น	ออกเสียงลงคะแนนได้เท่ากับ	.....	เสียง
Preferred Share	.....	shares	equal to voting right votes	.....	votes

3. ขอมอบฉันทะให้
Here by appoint

- (1) ชื่อ (Name) อายุ (Age) ปี (Year)
อยู่บ้านเลขที่ (Resident at) ถนน (Road) ตำบล/แขวง (Sub District) อำเภอ/เขต (District)
จังหวัด (Province) รหัสไปรษณีย์ (Postal Code) หรือ (or)
- (2) นางผดุง อาสิงสมานนท์ (Mrs. Poodpong Arsingsamanunta) อายุ (Age) 75 ปี (Year)
อยู่บ้านเลขที่ (Resident at) 408/1 ถนน (Road) รัชดาภิเษก ตำบล/แขวง (Sub District) สามเสนนอก อำเภอ/เขต (District) ห้วยขวาง
จังหวัด (Province) กรุงเทพมหานคร รหัสไปรษณีย์ (Postal Code) 10310 หรือ (or)
- (3) นายสุกิจ จัญญวาศน์ (Mr. Sukich Charanvas) อายุ (Age) 78 ปี (Year)
อยู่บ้านเลขที่ (Resident at) 408/1 ถนน (Road) รัชดาภิเษก ตำบล/แขวง (Sub District) สามเสนนอก อำเภอ/เขต (District) ห้วยขวาง
จังหวัด (Province) กรุงเทพมหานคร รหัสไปรษณีย์ (Postal Code) 10310

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 31 ในวันพุธ ที่ 24 เมษายน 2567 เวลา 14.00 น. ณ ห้องประชุม ชั้น 11 อาคารจักรูประกันภัย เลขที่ 408/1 ถนนรัชดาภิเษก แขวงสามเสนนอก เขตห้วยขวาง กรุงเทพมหานคร 10310 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย
As my proxy to attend and vote in the 31th Annual General Meeting of Shareholders at 14.00 hours on Wednesday, April 24, 2024 at the Company's conference room on 11th floors, Charan Insurance Building 408/1, Ratchadaphisek road, Samsen Nok, Huaykwang, Bangkok 10310, 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 behalf in this meeting as are follows;

- วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ครั้งที่ 30 เมื่อวันที่ 26 เมษายน 2566
Agenda 1 To consider and certify the Minutes of the 30th Annual General Meeting of Shareholders held on April 26, 2023
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The Proxy is entitled to cast the votes on my behalf at its own direction.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(b) The Proxy must cast the votes in accordance with my following instruction:
 - เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (abstain)

- วาระที่ 2 รับทราบรายงานคณะกรรมการเกี่ยวกับผลการดำเนินงานของบริษัทฯ ในรอบปี 2566
Agenda 2: To acknowledge the Board of Directors' report on the Company's performance for the year 2023
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) The Proxy is entitled to cast the votes on my behalf at its own direction.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
 (b) The Proxy must cast the votes in accordance with my following instruction:
- เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (abstain)
- วาระที่ 3 พิจารณานุมัติงบแสดงฐานะทางการเงินและงบกำไรขาดทุนเบ็ดเสร็จ ประจำปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2566
Agenda 3: To consider and approve the Company's Statement of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2023
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) The Proxy is entitled to cast the votes on my behalf at its own direction.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
 (b) The Proxy must cast the votes in accordance with my following instruction:
- เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (abstain)
- วาระที่ 4 พิจารณานุมัติจัดสรรกำไรและการจ่ายเงินปันผล ประจำปี 2566
Agenda 4: To consider and approve the allocation of net profit and dividend payment for the year 2023
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) The Proxy is entitled to cast the votes on my behalf at its own direction.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
 (b) The Proxy must cast the votes in accordance with my following instruction:
- เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (abstain)
- วาระที่ 5 พิจารณานุมัติค่าตอบแทนกรรมการ ประจำปี 2567
Agenda 5: To consider and approve the Directors' remuneration for the year 2024
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) The Proxy is entitled to cast the votes on my behalf at its own direction.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
 (b) The Proxy must cast the votes in accordance with my following instruction:
- เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (abstain)
- วาระที่ 6 พิจารณาแต่งตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ
Agenda 6: To consider and appoint directors to succeed those completing their terms
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) The Proxy is entitled to cast the votes on my behalf at its own direction.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
 (b) The Proxy must cast the votes in accordance with my following instruction:
- การแต่งตั้งกรรมการทั้งหมด
The appointment of all directors
- เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (abstain)
- การแต่งตั้งกรรมการเป็นรายบุคคล
The appointment of each director
1. นายธนิตพงศ์ พิชัยบรรณพัทธ์
Mr. Thanitphong Pichaibavornphat
- เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (abstain)
2. คุณสุกิจ จรรย์วาสน์
Mr. Sukich Charanvas
- เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (abstain)

3. นายกิตติพงษ์ จรรย์วาศน์
Mr. Kittipong Charanvas

เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (abstain)

วาระที่ 7 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชี ประจำปี 2567

Agenda 7: To consider and appoint the external auditor and fix the audit fee for the year 2024

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The Proxy is entitled to cast the votes on my behalf at its own direction.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(b) The Proxy must cast the votes in accordance with my following instruction:

เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (abstain)

วาระที่ 8 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 8: To consider other matters (if any)

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The Proxy is entitled to cast the votes on my behalf at its own direction.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(b) The Proxy must cast the votes in accordance with my following instruction:

เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (abstain)

5. การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้น ไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of proxy in any agenda that is not as specified herein shall be considered as invalid and not my voting as a shareholder.

6. ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณา หรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

If I do not specify or clearly specify my intention to vote in any agenda, or if there is any agenda considered in the meeting other than those specified above, or if there is any change or amendment to any facts, the Proxy shall be authorized to consider the matter and vote on my behalf as the Proxy deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts undertaken by the Proxy at such meeting shall be deemed as my act (s) in every respect.

ลงชื่อ..... ผู้มอบฉันทะ
Signature Proxy Grantor
()

ลงชื่อ..... ผู้รับมอบฉันทะ
Signature Proxy Holder
()

ลงชื่อ..... พยาน
Signature Witness
()

ลงชื่อ..... พยาน
Signature Witness
()

หมายเหตุ / Remark

- ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
A shareholder appointing a proxy must authorize only to attend the meeting and cast the vote on its behalf and all votes of a shareholder may not be split for more than one proxy.
- วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
In respect of the agenda as to the appointment and election of the directors, either the whole set of the directors or only certain member may be vote for.
- ในกรณีที่มิวาระที่พิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำข้อแบบหนังสือมอบฉันทะแบบ ข ตามแนบ
In the event that there is any further agenda apart from specified above brought into consideration in the meeting, the proxy may use the Annex to the Form of Proxy (From B)

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.
Annex to the Form of Proxy (Form B)

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 31 ในวันที่ 24 เมษายน 2567 เวลา 14.00 น. ณ ห้องประชุม ชั้น 11 อาคารเจริญประกันภัย เลขที่ 408/1 ถนนรัชดาภิเษก แขวงสามเสนนอก เขตห้วยขวาง กรุงเทพมหานคร 10310 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

As my proxy to attend and vote in the 31th Annual General Meeting of Shareholders at 14.00 hours on Wednesday, April 24, 2024 at the Company's conference room on 11th floors, Charan Insurance Building 408/1, Ratchadaphisek road, Samsen Nok, Huaykwang, Bangkok 10310, or at any adjournment thereof to any other date, time and venue.

วาระที่ _____ เรื่อง _____

Agenda _____ Subject _____

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) The proxy shall vote independently as to his/her consideration.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
 (b) The proxy shall vote according to the shareholder's requirement are as follows;
- เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (abstain)

วาระที่ _____ เรื่อง _____

Agenda _____ Subject _____

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) The proxy shall vote independently as to his/her consideration.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
 (b) The proxy shall vote according to the shareholder's requirement are as follows;
- เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (abstain)

วาระที่ _____ เรื่อง _____

Agenda _____ Subject _____

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
 (b) The proxy shall vote according to the shareholder's requirement are as follows;
- เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (abstain)

วาระที่ _____ เรื่อง _____

Agenda _____ Subject _____

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) The proxy shall vote independently as to his/her consideration.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
 (b) The proxy shall vote according to the shareholder's requirement are as follows;
- เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (abstain)

วาระที่ _____ เรื่อง _____

Agenda _____ Subject _____

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) The proxy shall vote independently as to his/her consideration.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
 (b) The proxy shall vote according to the shareholder's requirement are as follows;
- เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (abstain)

วาระที่ _____ เรื่อง เลือกลงกรรมการ (ต่อ)

Agenda _____ Subject: To approve the appointment of directors (Cont.)

ชื่อกรรมการ _____

Name of Director _____

เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (abstain)

ชื่อกรรมการ _____

Name of Director _____

เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (abstain)

ชื่อกรรมการ _____

Name of Director _____

เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (abstain)

ชื่อกรรมการ _____

Name of Director _____

เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (abstain)



หนังสือมอบฉันทะแบบ ก. / Proxy Form C.

(แบบที่ใช้เฉพาะกรณีที่ผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้ Custodian ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)
(Only foreign shareholders as registered in the registration book who have custodian in Thailand)

เขียนที่

Written at

วันที่ เดือน พ.ศ.

Date Month Year

1. ข้าพเจ้า
I / Weสัญชาติ
Nationalityที่อยู่
Address

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น(Custodian) ให้กับ

เป็นผู้ถือหุ้นของ บริษัท จรัญประกันภัย จำกัด (มหาชน) (“บริษัทฯ”)

Being a shareholder of Charan Insurance Public Company Limited (“The Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม	.....	หุ้น	และออกเสียงลงคะแนนได้เท่ากับ	.....	เสียง ดังนี้
Holding the total amount of	.....	shares	and the voting right equals to	.....	vote are as follows;
หุ้นสามัญ	.....	หุ้น	ออกเสียงลงคะแนนได้เท่ากับ	.....	เสียง
Common Share	.....	shares	equal to voting right votes	.....	votes
หุ้นบุริมสิทธิ์	.....	หุ้น	ออกเสียงลงคะแนนได้เท่ากับ	.....	เสียง
Preferred Share	.....	shares	equal to voting right votes	.....	votes

2. ขอมอบฉันทะให้

Here by appoint

 (1) ชื่อ (Name) อายุ (Age) ปี (Year)

อยู่บ้านเลขที่ (Resident at) ถนน (Road) ตำบล/แขวง (Sub District) อำเภอ/เขต (District)

จังหวัด (Province) รหัสไปรษณีย์ (Postal Code) หรือ (or)

 (2) นางผดุงผ่อง อธิสงฆานันท์ (Mrs. Poodpong Arsingsamanunta) อายุ (Age) 75 ปี (Year)

อยู่บ้านเลขที่ (Resident at) ..408/1.. ถนน (Road) ..รัชดาภิเษก.. ตำบล/แขวง (Sub District) ..สามเสนนอก.. อำเภอ/เขต (District) ..ห้วยขวาง..

จังหวัด (Province) ..กรุงเทพมหานคร.. รหัสไปรษณีย์ (Postal Code) ..10310.. หรือ (or)

 (3) นายสุกิจ จัญญาวาศน์ (Mr.Sukich Charanvas) อายุ (Age) 78 ปี (Year)

อยู่บ้านเลขที่ (Resident at) ..408/1.. ถนน (Road) ..รัชดาภิเษก.. ตำบล/แขวง (Sub District) ..สามเสนนอก.. อำเภอ/เขต (District) ..ห้วยขวาง..

จังหวัด (Province) ..กรุงเทพมหานคร.. รหัสไปรษณีย์ (Postal Code) ..10310.. หรือ (or)

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 31 ในวันพุธ ที่ 24 เมษายน 2567 เวลา 14.00 น. ณ ห้องประชุม ชั้น 11 อาคารจรัญประกันภัย เลขที่ 408/1 ถนนรัชดาภิเษก แขวงสามเสนนอก เขตห้วยขวาง กรุงเทพมหานคร 10310 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

As my proxy to attend and vote in the 31th Annual General Meeting of Shareholders at 14.00 hours on Wednesday, April 24, 2024 at the Company's conference room on 11th floors, Charan Insurance Building 408/1, Ratchadaphisek road, Samsen Nok, Huaykwang, Bangkok 10310, or at any adjournment thereof to any other date, time and venue.

3. ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมครั้งนี้ ดังนี้

I/We would like to grant proxy holder to attend and vote in the Meeting as follows:

มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือ และมีสิทธิออกเสียงลงคะแนนได้
The Proxy may authorize for total holding shares and voting right.

มอบฉันทะบางส่วน คือ
The Proxy may authorize for some of total holding shares as follows:

4. ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I / We hereby authorize the Proxy to vote on my behalf in this meeting as are follows;

- วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ครั้งที่ 30 เมื่อวันที่ 26 เมษายน 2566
Agenda 1 To consider and certify the Minutes of the 30th Annual General Meeting of Shareholders held on April 26, 2023
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) The Proxy is entitled to cast the votes on my behalf at its own direction.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
 (b) The Proxy must cast the votes in accordance with my following instruction:
- เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (abstain)
- วาระที่ 2 รับทราบรายงานคณะกรรมการเกี่ยวกับผลการดำเนินงานของบริษัทฯ ในรอบปี 2566
Agenda 2: To acknowledge the Board of Directors' report on the Company's performance for the year 2023
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) The Proxy is entitled to cast the votes on my behalf at its own direction.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
 (b) The Proxy must cast the votes in accordance with my following instruction:
- เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (abstain)
- วาระที่ 3 พิจารณานุมัติงบแสดงฐานะทางการเงินและงบกำไรขาดทุนเบ็ดเสร็จ ประจำปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2566
Agenda 3: To consider and approve the Company's Statement of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2023
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) The Proxy is entitled to cast the votes on my behalf at its own direction.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
 (b) The Proxy must cast the votes in accordance with my following instruction:
- เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (abstain)
- วาระที่ 4 พิจารณานุมัติจัดสรรกำไรและการจ่ายเงินปันผล ประจำปี 2566
Agenda 4: To consider and approve the allocation of net profit and dividend payment for the year 2023
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) The Proxy is entitled to cast the votes on my behalf at its own direction.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
 (b) The Proxy must cast the votes in accordance with my following instruction:
- เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (abstain)
- วาระที่ 5 พิจารณานุมัติค่าตอบแทนกรรมการ ประจำปี 2567
Agenda 5: To consider and approve the Directors' remuneration for the year 2024
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) The Proxy is entitled to cast the votes on my behalf at its own direction.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
 (b) The Proxy must cast the votes in accordance with my following instruction:
- เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (abstain)
- วาระที่ 6 พิจารณาแต่งตั้งกรรมการแทนกรรมการที่ได้ออกตามวาระ
Agenda 6: To consider and appoint directors to succeed those completing their terms
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) The Proxy is entitled to cast the votes on my behalf at its own direction.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
 (b) The Proxy must cast the votes in accordance with my following instruction:
- การแต่งตั้งกรรมการทั้งหมด
The appointment of all directors
- เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (abstain)

- การแต่งตั้งกรรมการเป็นรายบุคคล
The appointment of each director

1. คุณสุกิจ จรรย์วาสน์
Mr. Sukich Charanvas

- เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (abstain)

2. นายกิตติพงษ์ จรรย์วาสน์
Mr. Kittipong Charanvas

- เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (abstain)

3. นายธนิตพงษ์ พิชัยวรภักดิ์
Mr. Thanitphong Pichaibavornphat

- เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (abstain)

- วาระที่ 7 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชี ประจำปี 2567

Agenda 7: To consider and appoint the external auditor and fix the audit fee for the year 2024

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The Proxy is entitled to cast the votes on my behalf at its own direction.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(b) The Proxy must cast the votes in accordance with my following instruction:

- เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (abstain)

- วาระที่ 8 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 8: To consider other matters (if any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The Proxy is entitled to cast the votes on my behalf at its own direction.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(b) The Proxy must cast the votes in accordance with my following instruction:

- เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (abstain)

5. การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้น ไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of proxy in any agenda that is not as specified herein shall be considered as invalid and not my voting as a shareholder.

6. ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณา หรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

If I do not specify or clearly specify my intention to vote in any agenda, or if there is any agenda considered in the meeting other than those specified above, or if there is any change or amendment to any facts, the Proxy shall be authorize to consider the matter and vote on my behalf as the Proxy deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts undertaken by the Proxy at such meeting shall be deemed as my act (s) in every respect.

ลงชื่อ..... ผู้มอบฉันทะ
Signature Proxy Grantor
()

ลงชื่อ..... ผู้รับมอบฉันทะ
Signature Proxy Holder
()

ลงชื่อ..... พยาน
Signature Witness
()

ลงชื่อ..... พยาน
Signature Witness
()

หมายเหตุ / Remark

- หนังสือมอบฉันทะแบบ ค.นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้กัสดิเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
This Form C. is used only if the shareholders whose name is in the shareholders' register is an offshore investor who appoints a local custodian in Thailand to keep his/her shares in the custody.
- หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ
The necessary evidence to be enclosed with this proxy form is:
 - หนังสือมอบอำนาจจากผู้ถือหุ้นให้กัสดิเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
The power-of-attorney granted by the shareholder to the custodian by which the custodian is appointed to sign the proxy form on the shareholder's behalf.
 - หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจกัสดิเดียน (Custodian)
A certification that the authorized signatory of the proxy form is licensed to operate the custodian business.
- ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกคะแนนเสียงได้
The Shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of his or her shares between many proxies in order to split his or her votes.
- วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุด หรือเลือกตั้งกรรมการเป็นรายบุคคล
In the agenda relating the election of Directors, it is applicable to elect either directors as a whole or elect each director individually.
- ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ
In case there are agendas other than those specified above, the additional statement can be specified by the Shareholder in The Regular Continued Proxy Form C as enclosed.

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ก.**Attachment to Proxy Form C**

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 31 ในวันพุธ ที่ 24 เมษายน 2567 เวลา 14.00 น. ณ ห้องประชุม ชั้น 11 อาคารเจริญประกันภัย เลขที่ 408/1 ถนนรัชดาภิเษก แขวงสามเสนนอก เขตห้วยขวาง กรุงเทพมหานคร 10310 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

As my proxy to attend and vote in the 31th Annual General Meeting of Shareholders at 14.00 hours on Wednesday, April 24, 2024 at the Company's conference room on 11th floors, Charan Insurance Building 408/1, Ratchadaphisek road, Samsen Nok, Huaykwang, Bangkok 10310, or at any adjournment thereof to any other date, time and venue.

วาระที่ _____ เรื่อง _____
Agenda _____ Subject _____

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall vote independently as to his/her consideration.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(b) The proxy shall vote according to the shareholder's requirement are as follows;
- เห็นด้วย/Approve _____ เสียง/votes ไม่เห็นด้วย/Disapprove _____ เสียง/votes งดออกเสียง/Abstain _____ เสียง/votes

วาระที่ _____ เรื่อง _____
Agenda _____ Subject _____

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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- เห็นด้วย/Approve _____ เสียง/votes ไม่เห็นด้วย/Disapprove _____ เสียง/votes งดออกเสียง/Abstain _____ เสียง/votes

วาระที่ _____ เรื่อง _____
Agenda _____ Subject _____

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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- เห็นด้วย/Approve _____ เสียง/votes ไม่เห็นด้วย/Disapprove _____ เสียง/votes งดออกเสียง/Abstain _____ เสียง/votes

วาระที่ _____ เรื่อง _____
Agenda _____ Subject _____

- 1) ชื่อกรรมการ (Name) _____
 เห็นด้วย/Approve _____ เสียง/votes ไม่เห็นด้วย/Disapprove _____ เสียง/votes งดออกเสียง/Abstain _____ เสียง/votes
- 2) ชื่อกรรมการ (Name) _____
 เห็นด้วย/Approve _____ เสียง/votes ไม่เห็นด้วย/Disapprove _____ เสียง/votes งดออกเสียง/Abstain _____ เสียง/votes
- 3) ชื่อกรรมการ (Name) _____
 เห็นด้วย/Approve _____ เสียง/votes ไม่เห็นด้วย/Disapprove _____ เสียง/votes งดออกเสียง/Abstain _____ เสียง/vote

