



Notice of 2025
Annual General Meeting of Shareholders
(The 32st Meeting)
Charan Insurance Public Company Limited

Wednesday, April 23, 2025 at 14.00 hours
at The Company's conference room on 11th floors,
Charan Insurance Building 408/1, Ratchrdaphisek 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.



Form 56-1 One Report 2024



Map of the meeting venue

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 2025

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. 207

E-mail: charanins@charaninsurance.co.th

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



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

ทะเบียนเลขที่ บมจ. 0107537000807 REGISTRATION NUMBER 0107537000807

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

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順興利保險
(大衆) 有限公司

Ref. JorPor 003/2025

April 8, 2025

Subject : Notice of 2025 Annual General Meeting of Shareholders

To : Shareholders of the Charan Insurance Public Company Limited

- Attachments :
1. Minutes of the 31th Annual General Meeting of Shareholders (for Agenda 1)
 2. Form 56-1 One Report 2024 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, 2024 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 Articles 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 32st Annual General Meeting of Shareholders on **Wednesday, April 23, 2025 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 31th Annual General Meeting of Shareholders held on April 24, 2024

Facts and Rationale: The Company held the 31th Annual General Meeting of shareholders on April 24, 2024 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 31^h Annual General Meeting of Shareholders held on April 24, 2024 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 2024**

Facts and Rationale: The Company's performance for the year 2024 can be found in the Company's Annual Report 2024 (Form 566-1 One Report), *details of which are shown in Attachment 2* and can be summarized as follows:

(Unit: Thousand Baht)

Details	2024 (Proposing year)	2023 (Restated)	Increase / (Decrease) (%)
Premium Written	419,925	301,619	39.22
Earning Premium Written	265,449	259,925	2.13
Underwriting Income	299,079	291,383	2.64
Less Underwriting Expenses	333,498	280,447	18.92
Gain (Loss) from Underwriting	(34,419)	10,445	(429.53)
Gain on Investment and Other Income	23,511	19,836	18.53
Net Gain (Loss)	(7,135)	27,366	(126.07)
Earnings (Loss) Per Share (<i>Unit: Baht</i>)	(0.59)	2.28	(125.88)

The Board's Opinion: The Board of Directors considered and recommended the shareholders to acknowledge the Company's performance for the year 2024

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, 2024**

Facts and Rationale: According to Section 112 of the Public Limited Companies Act B.E. 2535, *"The Board of Directors must prepare the statement of financial position and the annual profit and loss statement as of the end of the fiscal year, which have been audited by a certified public accountant and reviewed by the Audit Committee, to be presented to the Annual General Meeting of Shareholders for consideration and approval."* The Company's financial position and operating results for the year 2024 can be summarized as follows:

(Unit: Thousand Baht)

Details	2024 (Proposing year)	2023 (Restated)	Increase / (Decrease) (%)
Assets	998,530	918,722	8.69
Liabilities	471,728	356,330	32.39
Owners' equity	526,802	562,392	(6.33)
Income			
- Underwriting Income	299,079	291,383	2.64
- Net Investment Income	21,127	18,786	12.46
- Other Income	2,384	1,050	127.05
Total	322,590	311,219	3.65

Expenses

- Underwriting Expenses	293,428	239,320	22.61
- Operating Expenses	48,033	43,911	9.39
- Net impairment losses on financial assets	(7,963)	(2,784)	186.03
Total	333,499	280,447	18.92
Profit before Income Tax Expenses	(10,909)	30,772	(135.45)
- Income Tax (expenses) Income	3,774	(3,407)	(210.77)
Net Profit (Loss)	(7,135)	27,366	(126.07)
Earnings (Loss) per Share	(0.59)	2.28	(125.88)

The Board's Opinion: The Board of Directors deemed it appropriate to propose the shareholders to consider and approve the Company's Statement of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2024, 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 omission of dividend payment for the year 2024

Facts and Rationale: The Company has a dividend payment policy of no less than 20% of net profit, considering various factors to maximize shareholder benefits while ensuring no significant impact on normal operations. Dividend payments may be adjusted based on performance, financial position, liquidity, working capital needs, appropriateness, and other relevant factors. Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535 and Article 35 of the Company's Articles of Association, stipulates that *"the Company must allocate at least 5% of its annual net profit, after deducting accumulated losses (if any), to a reserve fund until it reaches at least 10% of registered capital"*. The Board of Directors may propose dividend payments or other reserve allocations for shareholder approval, except for interim dividends, which the Board may approve and later report to shareholders. Dividend payments must be made within one month from the resolution date of the shareholders' meeting or the Board of Directors, with written notification to shareholders and a public announcement in a newspaper.

At the Board of Directors Meeting No. 1/2025 on February 24, 2025, the Board resolved to propose to the 2025 Annual General Meeting of Shareholders the omission of the dividend payment for the 2024 fiscal year (January 1 – December 31, 2024) due to operating losses.

The Board's Opinion: The Board of Directors deemed it appropriate to propose the shareholders to consider and approve the omission of dividend payment for the 2024 fiscal year (January 1 – December 31, 2024), due to operating losses.

The comparison of the dividend payment for the year 2024 with the previous year

(Unit: Baht)

Details of Dividend Payment	2024 (Proposing year)	2023 (Restated)
1. Earnings (Loss) Per Share	(0.59)	2.25
2. Shares	12,000,000	12,000,000
3. Dividend Per Share	-	1.25
4. Total Payment Dividend	-	15,000,000
5. Divided Payment Ratio (%)	-	55.56

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 2025

Facts and Rationale:

Section 90 of the Public Limited Companies Act B.E. 2535, stipulates that *“the Company shall not pay money or provide any other property to its directors except as remuneration in accordance with the Company's Articles of Association.”* Additionally, Article 26 of the Company's Articles of Association, stipulates that *“directors are entitled to receive remuneration from the Company in the form of rewards, meeting allowances, gratuities, bonuses, or other benefits as specified in the articles of association or as approved by the shareholders' meeting. Such remuneration may be determined as a fixed amount, based on specific criteria, granted on a case-by-case basis, or set to continue until changed.”*

The Board's Opinion:

The determination of remuneration has not been reviewed by a Compensation Committee, as the Company has not yet established one. However, the Board of Directors has carefully and prudently considered the matter by benchmarking against similar businesses and evaluating the Company's business expansion and performance. The Board, therefore, proposes that the Annual General Meeting of Shareholders approve the directors' remuneration for the year 2025, as detailed in the following comparison.

Component	2025 (Proposing year)	2024 (Previous year)
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.

- 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. - -

Remarks: 1. The Executive Committee, Investment Committee, Risk Management Committee, and Product Committee do not receive any director's remuneration.

2. Directors will only receive meeting allowances for attending meetings, and they will receive it each time they attend a meeting.

3. In 2025, there will be no director's fee, as the Company has omitted the dividend payment.

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: According to Section 71 of the Public Limited Companies Act B.E. 2535 and Article 14 of the Company's Articles of Association, stipulated that *"at each Annual General Meeting, one-third (1/3) of the directors must retire by rotation. If the number of directors is not divisible by three, the nearest number to one-third (1/3) shall retire. Directors retiring by rotation may be re-elected."*

Currently, the Company's Board of Directors consists of seven members, and two directors are due to retire by rotation at the 2025 Annual General Meeting of Shareholders, as follows:

1. **Mr. Sopon Kluaymai Na Ayudhya** Chairman of the Board
2. **Mrs. Poodpong Arsingsamanunta** Chairman of Audit Committee and Independent Director

In line with good corporate governance principles, the Company has provided an opportunity for minority shareholders to nominate candidates for consideration for director positions, in accordance with the criteria, procedures, and steps set by the Company. This was announced to shareholders through the Stock Exchange of Thailand's news system and published on the Company's website between October 15, 2024, and December 31, 2024. **However, no shareholders submitted any nominations for director candidates.**

The Board's Opinion: The Board, excluding those with conflicts of interest, has carefully considered the criteria and process for selecting individuals to serve as directors. The evaluation was based on the qualifications stipulated by applicable laws, the Company's Articles of Association, diversity, knowledge, expertise, leadership, ethics, and integrity, ensuring alignment with the Company's business strategy. Furthermore, **the candidates proposed for election have been evaluated according to the process set by the Company and meet the relevant qualifications, making them suitable for the Company's business operations.**

In this Annual General Meeting, there is one candidate who qualifies as an independent director: **Mrs. Poodpong Arsingsamanunta**, who has served for over 9 years. However, she has been able to express independent opinions in accordance with relevant criteria and has contributed valuable experience, knowledge, and insights beneficial to the Company's business operations. *The Board has reviewed and concluded that the candidate proposed for re-election as an independent director meets all legal requirements and qualifications for independent directors.* Additionally, **Mr. Sapon Kluaymai Na Ayudhya** has the necessary knowledge and experience, including a transparent work history, that will be beneficial to the Company's business operations. He has consistently carried out his duties responsibly, cautiously, and with integrity. Therefore, the Board recommends that the Annual General Meeting of Shareholders approve the re-election of both directors whose terms have expired, *details of which are shown 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 2025

Facts and Rationale:

In accordance with Section 120 of the Public Limited Companies Act B.E. 2535, stipulated that *"the Annual General Meeting of Shareholders shall appoint the Company's auditor and fix the audit fee every year. The same auditor may be reappointed."* Additionally, Section 121 of the Act stipulated that *"the auditor must not be a director, employee, staff member, or hold any other position in the company."*

In order to ensure continuity in the transition to Accounting Standard 17 in 2025, the Audit Committee has reviewed and recommended to the Board of Directors the proposal to appoint **Forvis Mazars Co., Ltd.** ("Mazars") as the Company's auditor for the year 2025, with the following details:

- 1. The proposed auditor is Forvis Mazars Co., Ltd., which is registered as an auditor with the Institute of Certified Accountants and Auditors of Thailand under the Accounting Profession Act B.E. 2547. The proposed auditor meets the qualifications in accordance with the SEC's regulations, as outlined in the following list:**

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

None of the proposed auditors have served as the company's auditor for more than seven years. Additionally, the three proposed auditors are not directors, employees, staff members, or hold any other positions within the company. They also have no relationships or financial interests with the company, its management, major shareholders, or individuals connected with them. Therefore, they maintain independence in auditing and expressing their opinion on the company's financial statements.

In the event that the appointed auditor is unable to perform their duties, **Mazars** will arrange for another licensed auditor from their office to take over the responsibility of auditing and expressing their opinion on the company's financial statements, *details of which are shown in Attachment 4.*

2. To approve the audit fees for the year 2025 at 2,600,000 Baht with the following details:

(Unit: Baht)

Service Type	2025 (Proposing year)	2024 (Previous year)
<u>Audit Fee</u>		
1. Financial Statement Review for 3 Quarters (235,000 Baht per quarter)	705,000	630,000
2. Annual Financial Statement Audit for the year ending December 31, 2025	1,225,000	1,200,000
3. Review of Financial Reporting Standard No. 17 for 2024 (One-time fee)	300,000	-
4. Review/Verification of RBC Report		350,000
- For the period ending June 30, 2024	170,000	-
- For the period ending December 31, 2024	200,000	-
<u>Other Services</u>	-	-
Total Service Fee	2,600,000	2,180,000

The Board's Opinion: The Board has considered and approved the proposal made by the Audit Committee. Therefore, it is deemed it appropriate to propose the Annual General Meeting of Shareholders the appointment of the auditor from **Forvis Mazars Co., Ltd.** The proposed auditors are **Mr. Sompop Phonprasan**, CPA No. 6941, and/or **Miss Thipawan Phumbansao**, CPA No. 9552, and/or **Miss Wannawat Hemchayat**, CPA No. 7049, with any one of them being authorized to audit and sign the financial statements of the Company for the fiscal year 2025. Additionally, it is requested to approve the audit fee of 2,600,000 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)

As the Company has provided minority shareholders with the opportunity to propose meeting agendas and submit questions in advance, in accordance with the criteria, procedures, and guidelines specified by the Company, and has informed shareholders via the news system of the Stock Exchange of Thailand and published the information on the Company's website from **October 15, 2024, to December 31, 2024**, no shareholder has proposed any meeting agendas or submitted any questions in advance.

We would like to invite shareholders to attend the meeting on the date, time, and location mentioned above. Please bring the registration form **(with Barcode)** for registration at the meeting location, *details of which are shown in **Attachment 10***. To ensure a smooth and efficient registration process, the Company will begin registration at 13.00 PM. The meeting will be conducted according to the Company's Articles of Association, *details of which are shown in **Attachment 6***

If any shareholder is unable to attend the meeting in person, please appoint a proxy to attend the meeting and vote on your behalf. Kindly complete and sign the proxy form attached to the invitation letter, *details of which are shown in **Attachment 9** and recommend using Proxy Form B, which clearly specifies the voting instructions*. Please affix a 20 Baht stamp duty on the proxy form and submit it in advance to the Company's Secretary or have your proxy bring it for registration before the meeting starts. The Company will provide stamp duties at the registration desk for your convenience.

In the event that a shareholder wishes to appoint the Company's directors or independent directors as their proxy, the shareholder can review the directors' profiles who are designated to act as proxies on behalf of the shareholders, *details of which are shown in **Attachment 8***. Please note that the directors designated as proxies do not have any special interest in the agenda items for this meeting, except for Agenda 5 (To consider and approve the Directors' remuneration for the year 2025) and Agenda 6 (To consider and appoint directors to succeed those completing their terms).

The Company will determine the list of shareholders entitled to attend the 2025 Annual General Meeting of Shareholders as of Tuesday, March 11, 2025, and will publish the invitation letter and all related documents on the Company's website at <http://charaninsurance.co.th/investor/agm/> on March 21, 2025 onward.

(Sign)

(Mr. Sukich Charanvas)

Managing Director

(Sign)

(Mr. Kittipong Charanvas)

Director

The Minutes of the 30st Annual General Meeting of Shareholders

Charan Insurance Public Company Limited

Wednesday, April 24, 2024

**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. Sopon Kluaymai Na Ayudhaya, Chairman of the Board, is Chairman of the Meeting.

The Chairman informed the Meeting that there were 10 shareholders present in person, and 15 shareholders by proxy. In total, 25 shareholders and proxy holders attended the meeting, holding a total of 5,122,124 shares, equivalents to 42.68% of the total 12,000,000 issued shares which constitute a quorum pursuant to the Company's Articles of Association. The Chairman declared the 31st 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. Sopon 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 Titipanichayagoon | Director / Member of Executive Committee / Member of Investment Committee / Member of Risk Management Committee / Chairman of Product Committee |
| 6. Mr. Kittipong Charanvas | Director / Member of Executive Committee / Member of Investment Committee / Member of Risk Management Committee / Member of Product Committee |
| 7. Mr. Sukich Charanvas | Director / Chairman of Executive Committee / Chairman of Investment Committee / Chairman of Risk Management Committee / Managing Director and Secretary of the Board of Director |

Auditors

1. Mr. Wutichot Sathoncha 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 3, 2023 to December 31, 2023. 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. On **Agenda 2**, this item was for acknowledge the Board of Directors' report on the Company's Performance for the year 2023 only and therefore did not require to be voted on.
8. On **Agenda 5**, the determination of directors' remuneration must be approved by a vote of no less than two-thirds of the total number of votes cast by shareholders present at the meeting.
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 2024 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 31th Annual General Meeting of Shareholders held on April 26, 2023

The Chairman informed the meeting to consider and certify the minutes of the 30th Annual General Meeting of Shareholders held on April 26, 2023, for consideration. These minutes were previously published on the Company's website. A copy of the minutes is attached to the notice to this meeting as detailed in the **Attachment 1**.

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

The Chairman requested the meeting to consider and certify the Minutes of the 30th Annual General Meeting of Shareholders held on April 26, 2023 as proposed.

Resolution: The meeting considered and certified the Minutes of the 30th Annual General Meeting of Shareholders held on April 26, 2023 with a majority vote of the shareholders who attend the meeting and cast their votes as follows:

Voting	Number of votes cast (1 share = 1 vote)		Percentage
Approve	5,122,124	votes	100
Disapprove	0	vote	0
Abstain	0	vote	(not counted as a vote)
Void	0	vote	(not counted as a vote)

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

The Chairman assigned Managing Director to inform the meeting.

The Managing Director delivered a summary as follows; the premium written for the year 2023 of 301.62 million Baht, decrease by 37.74% from the prior year. The earned premium written after deducing the premium ceded and the unearned premium reserves of 259.92 million Baht. The total revenues consisting of fee and commission income, and income on investment of 311.22 million Baht. The total expenses after deducing the underwriting expenses, operating expenses, and net impairment losses on financial assets of 280.94 million Baht. The profit before income tax of 30.28 million Baht, the Company's profit for the year after deducing tax income of 26.97 million Baht or basis loss per share of 2.25 Baht, compared to prior year which basis earning per share of 5.82 Baht or decrease equivalent to 61.34%.

Financial Position as at December 31, 2023, the Company has the total assets of 916.25 million Baht, decrease from the prior year of 63.77 million Baht or 6.51%. The total liabilities of 356.85 million Baht, decrease from the prior year of 40 million Baht or 10.08%. The total shareholder equity of 559.39 million Baht, decrease by 4.07% or 46.62 Baht per share. The Capital Adequacy Ratio (CAR) as at December 31, 2023 of 211% 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, there was inquiry by the shareholders as follows:

Miss Somrak Namkhan - The proxy inquired the meeting as follows:

Question 1 Based on the analysis of the Company's performance from 2020 to 2022, there has been positive income growth. However, there was a noticeable decrease in income during 2023. The Company has conducted an analysis to determine the cause of this decrease in income? Could you provide any details on the policies that the Company has planned to increase income?

Mr. Sukich Charanvas – Managing Director, explained that the decrease in income in 2023 was primarily attributed to a decline in insurance premiums received, particularly in the compulsory policy category. This decline was a result of heightened competition in the market. Upon analysis, the Company concluded that competing in the current market conditions was not financially viable, thus leading to the decrease in income.

Question 2 Can the Company forecast whether its future revenue trend will increase or decrease? Furthermore, what supplementary strategies does the Company possess to augment its revenue?

Mr. Sukich Charanvas – Managing Director, explained that for 2024, the Company has established a target to boost insurance premiums by 15%, with a specific emphasis on non-motor insurance within the property insurance category. Additionally, the Company will concentrate on engaging broker agents to further expand its portfolio.

There were no further questions from shareholders; the Chairman informed the meeting that since this item was for acknowledge only and therefore did not require to be voted on.

Resolution: The meeting acknowledged the Board of Directors' report on the Company's performance for the year 2023

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

The Chairman informed the meeting that the Board of Directors provided the Company's Statement of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2023 which have been Audited from the DIA International Auditing Co., Ltd. and approved by the Audit Committee as an unqualified opinion. The details are disclosed in the Form 56-1 One Report 2023, in **Attachment 2** accessible through the QR Code.

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

The Chairman requested the meeting to consider and approve the Company's Statement of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2023 as proposed.

Resolution: The meeting considered and approved the Company's Statement of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2023 with a majority vote of the shareholders who attend the meeting and cast their votes as follows:

Voting	Number of votes cast (1 share = 1 vote)		Percentage
Approve	5,122,124	votes	100
Disapprove	0	vote	0
Abstain	0	vote	(not counted as a vote)
Void	0	vote	(not counted as a vote)

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

The Chairman assigned Managing Director to inform the meeting.

The Managing Director informed to the meeting that in the 2023, the Company profit for the year ended December 31, 2023 of 26.97 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.1/2024 held on February 21, 2024 has resolved to propose the shareholder meeting to approve the dividend payment for the year 2023 for 12,000,000 shares, at 1.25 Baht per share form earnings per share of 2.25 Baht. The dividend will be paid on May 23, 2024.

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

The Chairman requested the meeting to consider and approve the allocation of net profit and dividend payment for the year 2023 as proposed.

Resolution: The meeting considered and approved the allocation of net profit and dividend payment for the year 2023 with a majority vote of the shareholders who attend the meeting and cast their votes as follows:

Voting	Number of votes cast (1 share = 1 vote)		Percentage
Approve	5,122,124	votes	100
Disapprove	0	vote	0
Abstain	0	vote	(not counted as a vote)
Void	0	vote	(not counted as a vote)

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

The Chairman assigned 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 2024 to the shareholders meeting. The details are as follows:

Component of Remuneration	2024	2023
1. <u>Board of Directors</u>		
• 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	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 remuneration**

2. Audit Committee

• **Monetary remuneration**

Meeting allowance

- Chairman of the Committee	25,000 Baht / meeting	25,000 Baht / meeting
- Member of the Committee	20,000 Baht / meeting	20,000 Baht / meeting

• **Non - monetary remuneration**

Remark: 1. Directors' remuneration is not applicable to the Executive Committee, the Investment Committee, the Risk Management Committee, and Product Committee.
2. Directors will solely receive meeting allowances for their attendance at meetings, which they will receive each time they participate in a meeting.

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

The Chairman requested the meeting to consider and approve the directors' remuneration for the year 2024 as proposed.

Resolution: The meeting considered and approved the directors' remuneration for the year 2024 with a vote of not less than two-thirds (2/3) of the shareholders who attend the meeting and cast their votes as follows:

Voting	Number of votes cast (1 share = 1 vote)		Percentage
Approve	5,122,124	votes	100
Disapprove	0	vote	0
Abstain	0	vote	(not counted as a vote)
Void	0	vote	(not counted as a vote)

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

The Chairman assigned Managing Director to inform the meeting.

The Managing Director informed to the meeting that, according to the Public Limited Companies Act, B.E. 2535, Section 71 and the Article No.14 of the Company's Articles of Association, it is stipulated that each annual general meeting, one-third of the directors shall retire from office. If the number of directors is not divisible by three, the nearest number to one-third shall retire. Directors retiring from office at the specified term are eligible for re-election as new directors.

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** Member of Audit Committee / Independent Director

The Company has established the definition of independent directors in alignment with the criteria set forth by the Capital Market Supervisory Board. This definition entails holding shares not exceeding 1 percent of the total number of shares with voting rights of the Company, abstaining from involvement in administration, lacking any blood relationship with executives or major shareholders, refraining from providing professional services to the company, not acting as a director representing shareholders, abstaining from operating a business under conditions similar to the Company's, and possessing no other attributes that may hinder the ability to offer independent opinions. Moreover, nominees for independent director positions must meet the qualifications mandated by laws pertaining to independent directors.

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 3, 2023 to December 31, 2023. However, there was no proposal of the director nominee submitted to the Company.

Therefore, the Board of Directors, excluding interested directors, deems it appropriate to propose the shareholders' meeting consider re-electing the three directors whose terms have expired to continue serving as directors of the Company for another term. Additionally, the nomination of **Mr. Thanitphong Pichaibavornphat** as an independent director of the Company for another term will be presented to the shareholders' meeting for consideration. The Board of Directors believes that **Mr. Thanitphong Pichaibavornphat** possesses extensive knowledge, skills, and experience that will significantly contribute to the development and achievement of the Company's business objectives. Furthermore, his capacity as an independent director capable of providing impartial opinions aligns with the prescribed criteria and safeguards the interests of minority shareholders. The remaining two directors, namely **Mr. Sukich Charanvas** and **Mr. Kittipong Charanvas**, have vested interests in this agenda. The professional backgrounds of all three directors are detailed in **Attachment 3**, included in the notice dispatched to shareholders.

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

Miss Somrak Namkhan - The proxy inquired the meeting as follows:

Question 1 How many years that **Mr. Thanitphong Pichaibavornphat** has served as a member of the Audit Committee and as an Independent Director in the Company?

Mr. Thanitphong Pichaibavornphat – Member of Audit Committee and Independent Director, explained that he had served in place of the resigned director for 1 year and 7 months.

There were no further questions from shareholders; The Managing Director requested the meeting to consider and appoint directors to succeed those completing their terms as proposed.

Resolution: The meeting considered and appointed directors to succeed those completing their terms with a majority vote of the shareholders who attend the meeting and cast their votes as follows:

Directors	Approve		Disapprove		Abstain		Void	
	Vote	Percent%	Vote	Percent%	Vote	Percent%	Percent%	Vote
1. Mr. Sukich Charanvas	5,122,124	100	0	0	0		0	
2. Mr. Kittipong Charanvas	5,122,124	100	0	0	0		0	
3. Mr. Thanitphong Pichaibavomphat	5,122,124	100	0	0	0		0	

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

The Chairman assigned Managing Director to inform the meeting.

The Managing Director informed to the meeting that, according to the 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 thereappointment 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 undertake the auditing of accounts in 2024 due to the involvement of Standard Accounting System 17. 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 propose the shareholders meeting for consideration. The details are as follows:

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

In 2024, **Miss Thipawan Phumbansao** will be designated to sign the Company's audit report. All three auditors from Mazars Company Limited have no affiliations or transactions that could potentially lead to conflicts of interest or vested interests with the Company, its executives, or any related parties. Details regarding the proposed appointment of the auditor are provided in **Attachment 4**. Additionally, the proposal to consider and approve the audit fee for the year 2024, amounting to 2,180,000 Baht, includes the following particulars:

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>

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

Miss Somrak Namkhan - The proxy inquired the meeting as follows:

Question 1 I am interested in understanding the variance in audit fees charged by Mazars Company Limited compared to the previous year. Has there been an increase or decrease? Additionally, has the Company conducted a comparative analysis of audit fees with other auditing firms? If there has been an increase, could the Company provide reasons for this?

With advancements in technology facilitating work processes, many companies I have engaged with during meetings have reported lower audit fees.

Mr. Sukich Charanvas – Managing Director, explained that in 2024, the audit fee charged by Mazars Company Limited has increased compared to the fee in 2023 from DIA International Audit Company Limited. This adjustment is due to DIA International Audit Company Limited's decision not to accept auditing engagements in 2024, as Standard Accounting System 17 is involved. In preparation for the implementation of Standard Accounting System 17 from 2025 onwards, the Company sought a new auditing firm. After careful consideration, Mazars Company Limited was chosen for its adherence to standards and expertise in auditing under Standard 17. Additionally, upon comparing audit fees, Mazars Company Limited offered suitable fees for the services provided.

There were no further questions from shareholders; The Chairman requested the meeting to consider and appoint the external auditor and fix the audit fee for the year 2024 as proposed.

Resolution: The meeting considered and appointed **Mr. Sompop Phonprasan** CPA No. 6941 and/or **Miss Thipawan Phumbansao** CPA No. 9552 and/or **Miss Wannawat Hemchayat** CPA No. 7049 from Mazars Company Limited as the Company's auditor for the year 2024 and approved the audit fee amounting to 2,180,000 Baht with a majority vote of the shareholders who attend the meeting and cast their votes as follows:

Voting	Number of votes cast (1 share = 1 vote)		Percentage
Approve	5,122,124	votes	100
Disapprove	0	vote	0
Abstain	0	vote	(not counted as a vote)
Void	0	vote	(not counted as a vote)

Agenda 8: **To consider other matter (if any)**

The Chairman informed the meeting that the Company announced in the Company's website for the period from October 3, 2023 to December 31, 2023, there was no the proposal of the meeting agenda submitted to the Company.

After that, the Chairman informed the meeting that the 2024 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.

The Chairman then thanked all shareholders and proxyholders for attend the 2024 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 2024 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, 2024
as approved by Certified Public Accountant and Audit Committee**

To facilities shareholder's access to information with ease, Charan Insurance Public Company Limited has provided the Form 56-1 One Report 2024 to the shareholders in the form of e-book which can be download from the following channels:

1. QR Code



QR Code

The Form 56-1 One Report 2024

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 2024

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 2024

2. Company's website

Shareholders can find the Form 56-1 One Report 2024 (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. Sopon Kluaymai Na Ayudhya

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

Date of Birth **February 1, 1952** **Age** 73 **Nationality** Thai

Proposed Position Chairman of the Board

Current position Chairman of the Board

Years as the Director 17 year

Educational Background

- Master of Business Administration, Texas Christian University, U.S.A.
- Bachelor of Business Administration, Chiang Mai University

Training / Seminar

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

CHARAN Shareholding (as at March 11, 2025)

- Self: None
- Spouse: None

Position in other Company

• **Listed companies**

- None

• **Non-listed companies**

- None

• **Other Business with Potential Conflicts of Interest**

- None

Criteria and Selection Process

- The selection process for the company's board members does not go through a nomination committee, as the Company has not yet established one. However, the Board of Directors has collectively considered the individual nominated for this position in accordance with the company's established procedures and has determined that **Mr. Sopon Kluaymai Na Ayudhya** fully meets the required qualifications. He does not possess any disqualifying characteristics under the Public Limited Companies Act and does not exhibit any traits that would indicate a lack of suitability for managing a publicly held company under the Securities and Exchange Act. Furthermore, he possesses extensive knowledge and expertise, with a proven track record of outstanding performance as a director.

His proficiency, experience, and in-depth understanding of the Company's business make him a highly qualified candidate for the position.

Therefore, it is deemed appropriate to propose to the shareholders' meeting for consideration and approval of the re-election **Mr. Sopon Kluaymai Na Ayudhya** as a director of the Company for another term.

Additionally, the Company provided shareholders with the opportunity to nominate individuals for consideration as directors between October 15, 2024, and December 31, 2024. However, no shareholders submitted any nominations during this period.

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 for the year 2024

- The Board of Directors Meeting 4/4
- The Annual General Meeting of Shareholders 2024

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

2. Mrs. Poodpong Arsingsamanunta

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

Date of Birth **May 22, 1949** **Age** 76 **Nationality** Thai

Proposed Position Chairman of Audit Committee and Independent Director

Current position Chairman of Audit Committee and Independent Director

Years as the Director 19 year

Educational Background

- Master of Business Administration,
General Management, Ramkhamhaeng University
- Bachelor of Commerce and Accountancy
Finance and Banking, Thammasat University

Training / Seminar

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

CHARAN Shareholding (as at March 11, 2025)

- Self: None
- Spouse: None

Position in other Company

- **Listed companies**
 - None
- **Non-listed companies**
 - None
- **Other Business with Potential Conflicts of Interest**
 - None

Criteria and Selection Process

- The selection process for the company's board members does not go through a nomination committee, as the Company has not yet established one. However, the Board of Directors has collectively considered the individual nominated for this position in accordance with the company's established procedures and has determined that **Mrs. Poodpong Arsingsamanunta** fully meets the required qualifications. He does not possess any disqualifying characteristics under the Public Limited Companies Act and does not exhibit any traits that would indicate a lack of suitability for managing a publicly held company

under the Securities and Exchange Act. Furthermore, he possesses extensive knowledge and expertise, with a proven track record of outstanding performance as a director. His proficiency, experience, and in-depth understanding of the Company's business make him a highly qualified candidate for the position.

Therefore, it is deemed appropriate to propose to the shareholders' meeting for consideration and approval of the re-election **Mrs. Poodpong Arsingsamanunta** as a director of the Company for another term.

Additionally, the Company provided shareholders with the opportunity to nominate individuals for consideration as directors between October 15, 2024, and December 31, 2024. However, no shareholders submitted any nominations during this period.

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 for the year 2024

- The Board of Directors Meeting 4/4
- The Audit Committee Meeting 4/5
- The Annual General Meeting of Shareholders 2024

Qualifications of an Independent Director

- Possesses the qualifications as defined by the Company for independent directors and in compliance with the requirements of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET), *details of definition are shown in **Attachment 5***.

Charan Insurance Public Company Limited

Profiles of nominated persons as auditors

- | | | |
|---|---|---|
| <p>1. Name - Surname</p> <p>Age</p> <p>CPA Number</p> <p>Educational Background and Training</p> <p>Current Position</p> <p>Professional Experience</p> <p>Contact Information</p> <p>Information for consideration</p> | <p>: Miss Thipawan Phumbansao</p> <p>: 47 years</p> <p>: 9552</p> <ul style="list-style-type: none"> • Master of Business Administration
Accounting Department, Ramkhamhaeng University • Bachelor of Business Administration
Accounting Department, Ramkhamhaeng University • Director Certified Program)
Thai Institute of Directors Association • Certified Public Accountant (CPA) Thailand • ASEAN Certified Public Accountant <p>: Partner of the Audit Office, Mazars Company Limited</p> <ul style="list-style-type: none"> • 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 <p>: Mazars Company Limited</p> <p>1 Empire Tower Building, 12th Floor
South Sathorn Rd., Yannawa Subdistrict
Sathorn District, Bangkok 10120
Tel. 662-670-1100</p> <p>: Family relationship with executives or major shareholders of the Company or its subsidiaries</p> <p>: Relationship with the company / subsidiaries / associated companies or juristic persons that may have conflicts at present</p> <p>: Significant business relationship that may result in inability to act independently</p> <p>: Relationship as a director, employee, employee or holding any position in the Company or its subsidiaries</p> |  |
|---|---|---|

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 shareholder 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** 76 **Nationality** Thai

Current position Chairman of Audit Committee and Independent Director

Years as the Director 19 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), Thai Institute of Directors Association (IOD)

Vested interest in the agenda

- Has an interest in **Agenda 6**, as she is a director due for retirement by rotation.

2. Mr. Sukich Charanvas

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

Date of Birth August 23, 1946 **Age** 79 **Nationality** Thai

Current position Managing Director

Years as the Director 51 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) Thai Institute of Directors Association (IOD)

Vested interest in the agenda

- None -



เลขทะเบียนผู้ถือหุ้น

Shareholders' Registration No.

(ปิดอากรแสตมป์ 20 บาท)

Stamp Duty 20 Baht

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 จรุธประกันภัย 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
หุ้นบุริมสิทธิ์	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 อธิสงฆานนท์ (Mrs. Poodpong. Arsingmanunta) อายุ (Age) 76 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 จรรย์วาศน์ (Mr. Sukich Charanyas) อายุ (Age) 79 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 32 ในวันพุธ ที่ 23 เมษายน 2568 เวลา 14.00 น. ณ ห้องประชุม ชั้น 11 อาคารจรัฏฐประกันภัย เลขที่ 408/1 ถนนรัชดาภิเษก แขวงสามเสนนอก เขตห้วยขวาง กรุงเทพมหานคร 10310 หรือที่แจ้งเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

As my proxy to attend and vote in the 32nd Annual General Meeting of Shareholders at 14.00 hours on Wednesday, April 23, 2025 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 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 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.



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 จักรประกันภัย 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 อธิสมภรณ์ (Mrs. Poodpong Arisingsamanunta) อายุ (Age) 76 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 จักรวาศน์ (Mr. Sukich Charanyas) อายุ (Age) 79 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

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 32
ในวันพุธ ที่ 23 เมษายน 2568 เวลา 14.00 น. ณ ห้องประชุม ชั้น 11 อาคารจักรประกันภัย เลขที่ 408/1 ถนนรัชดาภิเษก แขวงสามเสนนอก เขตห้วยขวาง
กรุงเทพมหานคร 10310 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

As my proxy to attend and vote in the 32th Annual General Meeting of Shareholders at 14.00 hours on Wednesday, April 23, 2025 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 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2567 ครั้งที่ 31 เมื่อพุธ ที่ 24 เมษายน 2567

Agenda 1 To consider and certify the Minutes of the 31th Annual General Meeting of Shareholders held on April 24, 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 2 รับทราบรายงานคณะกรรมการเกี่ยวกับผลการดำเนินงานของบริษัทในรอบปี 2567

Agenda 2: To acknowledge the Board of Directors' report on the Company's performance 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 3 พิจารณานุมัติงบแสดงฐานะทางการเงินและงบกำไรขาดทุนเบ็ดเสร็จ ประจำปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2567

Agenda 3: To consider and approve the Company's Statement of Financial Position and Statement of Comprehensive Income for the year ended December 31, 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 4 พิจารณานุมัติงดการจ่ายเงินปันผล ประจำปี 2567

Agenda 4: To consider and approve the omission of dividend payment 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 5 พิจารณานุมัติค่าตอบแทนกรรมการ ประจำปี 2568

Agenda 5: To consider and approve the Directors' remuneration for the year 2025

- ☐ (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. นายโสภณ กล้วยไม้ ณ อรุณยา
Mr. Sopon Kluaymai Na Ayudhya
- ☐ เห็นด้วย (Approve) ☐ ไม่เห็นด้วย (Disapprove) ☐ งดออกเสียง (abstain)
2. นางผุดผ่อง อาสิงสมานนท์
Mrs. Poodpong Arsingsamanunta
- ☐ เห็นด้วย (Approve) ☐ ไม่เห็นด้วย (Disapprove) ☐ งดออกเสียง (abstain)

☐ วาระที่ 7 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชี ประจำปี 2568

Agenda 7: To consider and appoint the external auditor and fix the audit fee for the year 2025

☐ (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 ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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 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

- 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.
- ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ 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 (Form B)

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

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 32 ในวันพุธ ที่ 23 เมษายน 2568 เวลา 14.00 น. ณ ห้องประชุม ชั้น 11 อาคารรัฐประภาภัย เลขที่ 408/1 ถนนรัชดาภิเษก แขวงสามเสนนอก เขตห้วยขวาง กรุงเทพมหานคร 10310 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

As my proxy to attend and vote in the 32th Annual General Meeting of Shareholders at 14.00 hours on Wednesday, April 23, 2025 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
 (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
 (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 _____

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/votes



หนังสือมอบฉันทะแบบ ค. / 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 / We

สัญชาติ

Nationality

ที่อยู่

Address

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ
As a Custodian for

เป็นผู้ถือหุ้นของ บริษัท จักรประกันภัย จำกัด (มหาชน) (“บริษัท”)

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
หุ้นบุริมสิทธิ	.....	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) นางผดุง อธิสงฆานันท์ (Mrs. Poodpong Arsingsamanunta) อายุ (Age) 76 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 จรรย์วาศน์ (Mr. Sukich Charanyas) อายุ (Age) 79 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 32 ในวันพุธ ที่ 23 เมษายน 2568 เวลา 14.00 น. ณ ห้องประชุม ชั้น 11 อาคารจักรประกันภัย เลขที่ 408/1 ถนนรัชดาภิเษก แขวงสามเสนนอก เขตห้วยขวาง กรุงเทพมหานคร 10310 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

As my proxy to attend and vote in the 32th Annual General Meeting of Shareholders at 14.00 hours on Wednesday, April 23, 2025 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 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2567 ครั้งที่ 31 เมื่อพุธ ที่ 24 เมษายน 2567
Agenda 1: To consider and certify the Minutes of the 31th Annual General Meeting of Shareholders held on April 24, 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 2 รับทราบรายงานคณะกรรมการเกี่ยวกับผลการดำเนินงานของบริษัทในรอบปี 2567
Agenda 2: To acknowledge the Board of Directors' report on the Company's performance 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 3 พิจารณานุมัติงบแสดงฐานะทางการเงินและงบกำไรขาดทุนเบ็ดเสร็จ ประจำปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2567
Agenda 3: To consider and approve the Company's Statement of Financial Position and Statement of Comprehensive Income for the year ended December 31, 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 4 พิจารณานุมัติงดการจ่ายเงินปันผล ประจำปี 2567
Agenda 4: To consider and approve the omission of dividend payment 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 5 พิจารณานุมัติค่าตอบแทนกรรมการ ประจำปี 2568
Agenda 5: To consider and approve the Directors' remuneration for the year 2025
- ☐ (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. นายโสภณ กล้วยไม้ ณ ออยุธยา

Mr. Sapon Kluaymai Na Ayudhya

☐ เห็นด้วย (Approve) ☐ ไม่เห็นด้วย (Disapprove) ☐ จดออกเสียง (abstain)

2. นางผุดผ่อง อาสิงสมานันท์

Mrs. Poodpong Arsingsamanunta

☐ เห็นด้วย (Approve) ☐ ไม่เห็นด้วย (Disapprove) ☐ จดออกเสียง (abstain)

☐ วาระที่ 7 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชี ประจำปี 2568

Agenda 7: To consider and appoint the external auditor and fix the audit fee for the year 2025

☐ (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) ☐ จดออกเสียง (abstain)

☐ วาระที่ 8 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 8: To consider other matter (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) ☐ จดออกเสียง (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 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.นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (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:
 - หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (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.
 - หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)
A certification that the authorized signatory of the proxy form is licensed to operate the custodian business.
- ผู้ถือหุ้นที่มอบฉันทะต้องมอบให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน 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 ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบระจําแบบหนังสือมอบฉันทะแบบ 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 ค.

Annex to the Form of Proxy (Form C)

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 32 ในวันพุธ ที่ 23 เมษายน 2568 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 32th Annual General Meeting of Shareholders at 14.00 hours on Wednesday, April 23, 2025 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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(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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- ☐ (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 _____

4) ชื่อกรรมการ (Name) _____
☐ เห็นด้วย/Approve _____ เสียง/votes ☐ ไม่เห็นด้วย/Disapprove _____ เสียง/votes ☐ งดออกเสียง/Abstain _____ เสียง/votes

5) ชื่อกรรมการ (Name) _____
☐ เห็นด้วย/Approve _____ เสียง/votes ☐ ไม่เห็นด้วย/Disapprove _____ เสียง/votes ☐ งดออกเสียง/Abstain _____ เสียง/votes

6) ชื่อกรรมการ (Name) _____
☐ เห็นด้วย/Approve _____ เสียง/votes ☐ ไม่เห็นด้วย/Disapprove _____ เสียง/votes ☐ งดออกเสียง/Abstain _____ เสียง/votes

