



# Invitation Letter for the 2022 Annual General Meeting of Shareholders Dhipaya Group Holdings Public Company Limited

28 April 2022 at 1400 hrs.  
via an electronic platform (E-AGM)



## Processes of shareholder / proxy holder self-identification through the application IR PLUS AGM

*In case of shareholders attending the meeting by themselves.*

Please prepare your invitation letter issued from TSD/ID card or passport.

The shareholder proceeds the self-identification through the barcode scan in invitation letter or the insertion of ID card or passport digits with entering to the next steps of self-identification.

Please insert personal data and upload your photo for self-identification and then waiting for the approval.

To set-up the Pincode for entering to the shareholder's meeting.

*In case of appointing a proxy to an independent member*

Enter to menu "Proxy"

Choose proxy holder to an independent member and select the name of the independent member who wishes to appoint a proxy holder.

Please upload a photocopy of your ID card and the power of attorney letter and then press the confirm button.

*In case of proxy attending the meeting*

Enter to menu "Proxy Direct"

Proxies perform self-authentication in the Proxy Direct menu.

To prepare an invitation letter received from the TSD/ ID card and passport a photocopy of your ID card a photocopy of ID card of the proxy and the Power of Attorney Letter signed by a shareholder.

Please insert data proxy and upload a photocopy of your ID card, supplementing document, the Power of Attorney Letter and then waiting for the approval.

To set-up the Pincode for entering to the shareholder's meeting.

*On the date of meeting, all shareholders are encouraged to access to the Application IR PLUS AGM, and insert Pincode for registration with attending to the meeting.*



The Application IR PLUS AGM, iOS system, Version 14.5 upwards



The Application IR PLUS AGM, ANDROID system, Version 8 upward



The Manual for Using Application IR PLUS AGM

Call Center : 02-0226200

# GUIDELINES FOR ATTENDING AN ELECTRONIC MEETING (E-AGM) AND THE APPOINTMENT OF PROXIES

## Guidelines for Attending an Electronic Meeting (E-AGM)

Before registration for attending the electronic meeting (“E-AGM”) via the IR Plus AGM Application, please read and accept the terms and conditions on the IR Plus AGM Application via Mobile and Web Application IR Plus AGM.

1. For shareholders/proxies, please take note of the following:
  - 1.1 The shareholders who are entitled to attend the 2022 Annual General Meeting of Shareholders (the “Meeting”) are the shareholders whose names appear on the shareholders register on 11 March 2022 (Record Date).
  - 1.2 In order to ensure that the Meeting is conducted smoothly, please note that if you intend to attend the Meeting on the electronic platform (E-AGM) and have registered to attend the Meeting on the electronic platform (E-AGM), your voting must be cast via the IR Plus AGM Application only.

## 2. Installation of IR Plus AGM Application and Verification (KYC)

### 2.1 Installation of the Mobile Application IR Plus AGM

Shareholders can install the Mobile Application via a smart phone both in iOS (Support since ios 14.5) and Android (Support since Android 8). To install, the shareholder may download the application at the App Store or the Google Play Store.

### 2.2 Use of the Web Application IR PLUS AGM

Shareholders can use the web application version of IR PLUS AGM via a web browser, Google Chrome, by using URL: <https://webagm.irplus.in.th>

### 2.3 Verification (KYC)

Before attending an electronic meeting (E-AGM), the shareholders and the proxies (in the case of the appointment of a proxy) must perform self-verification (KYC) via the IR Plus AGM Application installed under Clause 2.1 and Clause 2.2, by properly filling in their personal information and preparing the following documents as required by the IR Plus AGM Application:

- For a shareholder, an identification card and the invitation letter (Notification of Meeting);
- For a proxy, a copy of his or her identification card and a signed copy of the identification card of the shareholder, a proxy form, and the invitation letter (Notification of Meeting);
- Take a photo as required by the IR Plus AGM Application. The IR Plus AGM will generate a one-time password (“OTP”) to the mobile phone numbers of the shareholders/proxies in order to verify the identity of the shareholders/proxies.

The shareholders/proxies will be able to perform the self-verification process from 8 April 2022 at 0900 hrs. onwards until 28 April 2022 at 1200 hrs..

In order to speed up the verification and approval process, the shareholders/proxies are advised to perform the verification process during 0900-1700 hrs. If the shareholders/proxies perform the verification process after 1700 hrs., the Company will verify and approve the verification process on the following day. The shareholders/proxies are also advised to perform the verification process before 29 March 2022, the date of the Meeting for necessary arrangements.

On the date of the Meeting, 28 April 2022, the shareholders/proxies may log-in via the IR Plus AGM from 1200 hrs.



## **2.4 Verification of Information and Documents via the IR Plus AGM Application**

The shareholders/proxies agree and acknowledge that the Company has the right to verify the correctness and completeness of the information and documents provided by them under Clause 2.2 above. If, after reviewing the information and documents, the Company finds that the information and documents are correct, the Company will approve the registration to attend the Meeting, and inform the result to the shareholders/proxies via the IR Plus AGM Application in order for the shareholders/proxies to set up a pin-code for attending the Meeting via the IR Plus AGM Application.

In the interest of the security of personal data and in protecting your rights, the shareholders/proxies are advised to keep the pin-code confidential and not to disclose the pin-code to any other person. If the Company finds that any information or document is incorrect or incomplete or false, the Company may request additional documents for verification, or decline the registration for attending the Meeting, as the case may be.

## **3. Attending the Meeting and Voting via the IR Plus AGM Application**

- 3.1 After the shareholders have completed the verification process (KYC) and set the pin-code under Clause 2.4, the shareholders/proxies may attend the Meeting via the IR Plus AGM Application by filling in the identification card numbers as the username and enter the pin-code.
- 3.2 The right to attend and cast votes at the Meeting via the IR Plus AGM Application is exclusive for each shareholder. One username may not be able to log in the IR Plus AGM simultaneously on several devices. Therefore, the shareholders/proxies must use the username and pin-code to attend the Meeting themselves, and must not give their usernames and pin-codes to any other person.
- 3.3 In the case that one person is appointed by several shareholders, the proxy may attend the Meeting for one shareholder per one device only.
- 3.4 In the casting of votes via the IR Plus AGM Application, the shareholders/proxies may cast their votes on every agenda item at the commencement of the Meeting, or cast their votes during the consideration of that particular agenda item. Votes will be collected after the vote counting.
- 3.5 In the vote counting, the Company will set all the votes to be “approve”, and the votes for “disapprove” or “abstain” will be deducted from the total number of votes. If the shareholders/proxies intend to vote for “disapprove” or “abstain”, the shareholders/proxies must vote either for “disapprove” or “abstain. If no vote is selected, the system will treat such vote as “approve” automatically.
- 3.6 In the case that a shareholder/proxy logs-out from the application before voting for any agenda item, the shareholder/proxy will not be counted as part of the quorum for that agenda item, and the vote of the shareholder/proxy shall not be counted for that agenda item. However, if a shareholder/proxy logs-out from any agenda item, the right to attend the Meeting and vote for other agenda items pending consideration shall not be prejudiced.

## **4. Raising questions and expressing opinions during the Meeting**

- 4.1 The Meeting will be broadcast via the IR Plus AGM Application only. In order to ensure that the Meeting shall be conducted smoothly, in the case that a shareholders/proxy has any question or would like to express his or her opinion on any agenda item, the shareholder/proxy can choose the question make icon on the screen to submit questions or to express an opinion in the system. The system will arrange the questions and opinions by the order of time requested. Questions asked and opinions expressed must be related to the agenda items being discussed.
- 4.2 If, during the Meeting, a shareholder/proxy undertakes any act that interferes with the Meeting, or causes nuisance to any other person in the Meeting, the Company reserves the right to prevent any such act that interferes with the Meeting or causes nuisance to any other person.

## 5. Other Conditions

- 5.1 The content, both sound and vision of the Meeting, are the sole intellectual property of the Company. The Company does not allow any person to record, modify, or disseminate the sound or the vision of the Meeting and reserves the right to undertake any legal act against any such person.
- 5.2 In the case that a shareholder/proxy uses the system in relation to the Meeting via the IR Plus AGM that is not in compliance with the Guidelines or other manuals provided by the Company in the interest of the Meeting, and as a result the Company sustains damage for any reason, the shareholder/proxy shall be liable to pay damages and expenses arising from any lawsuit filed by any other person to the Company, including lawsuits by the Company to the shareholder/proxy.
- 5.3 The Company reserves the right to undertake any act in the case that any shareholder does not comply with the Guidelines, and may suspend the shareholder's right to attend the Meeting via the IR Plus AGM Application if, during the Meeting, the shareholders/proxies fail to comply with the Guidelines.

## 6. In the case that a shareholder intends to appoint an Independent Director as his or her proxy to attend and cast votes in the Meeting on his or her behalf in the E-AGM

The shareholders may appoint an Independent Director of the Company, either **Mr. Prasit Damrongchai** or **Mr. Prapas Kong-led**, both of whom do not have any special interest in any agenda item proposed in the Meeting. The information of the Independent Directors is detailed in [Enclosure 7](#) and the Proxy Form in [Enclosure 8](#), sent along with the invitation letter.

## 7. Contact Channel

In the case that a shareholder/proxy experiences any difficulty in using the E-AGM application before or during the Meeting, please contact IR Plus, the service provider of the E-AGM application, at telephone number 02-0226200, extension 2, 061-072-6233, 061-072-6296 from 8 - 28 March 2022 at 0900-1700 hrs.

- Subject:** Invitation to the 2022 Annual General Meeting of Shareholders
- Attention:** Shareholders of Dhipaya Group Holdings Public Company Limited
- Enclosures:**
1. Copy of the Minutes of the 2021 Annual General Meeting of Shareholders
  2. The Annual Registration Statement/the 2021 Annual Report (Form 56-1 One Report) and 2021 Financial Report in QR Code
  3. Personal profiles of the persons nominated for election as directors to replace those who are due to retire by rotation
  4. Qualifications of Independent Directors of Dhipaya Group Holdings Public Company Limited
  5. The Articles of Association relating to the Shareholders Meeting
  6. Identification Documents of the Shareholders or Proxy Holders Entitled to Attend the Meeting
  7. Profiles of Independent Directors acting as proxy for shareholders
  8. Proxy Forms
  9. Request Form for the Annual Registration Statement/the 2021 Annual Report (Form 56-1 One Report)

The Board of Directors' Meeting of Dhipaya Group Holdings Public Company Limited (the "**Company**") on 23 February 2022 resolved that the 2022 Annual General Meeting of Shareholders (the "**Meeting**") is scheduled to be held on 28 April 2022 at 1400 hrs., via an electronic platform (E-AGM) to consider the matters according to the agenda items and the opinions of the Board of Directors, as follows:

**Agenda item 1 To acknowledge the Minutes of the 2021 Annual General Meeting of Shareholders, which was convened on 26 April 2021**

**Objective and Rationale:** Section 96 of the Public Limited Companies Act B.E. 2535 (and any amendment thereto) (the "**Public Limited Companies Act**") provides that the Board of Directors shall prepare the minutes of the shareholders meeting within 14 days from the meeting date. The Company convened the 2021 Annual General Meeting of Shareholders on 26 April 2021, and prepared the minutes of the meeting within 14 days from the meeting date. The copy of the minutes of the meeting were submitted to the Ministry of Commerce within the period prescribed by law.

**The Board's Opinion:** The Board of Directors considered that the minutes of the 2021 Annual General Meeting of Shareholders on 26 April 2021 had been accurately recorded, and deemed it appropriate to propose the minutes of the 2021 Annual General Meeting of Shareholders to the Meeting for acknowledgment. The Company published the minutes of the 2021 Annual General Meeting of Shareholders, together with the invitation letter to the 2022 Annual General Meeting of Shareholders and related documents, on the website: [www.dhipayagroup.co.th](http://www.dhipayagroup.co.th), on 28 March 2022. The copy of the minutes of the 2021 Annual General Meeting of Shareholders is attached as [Enclosure 1](#).

**Required votes for approval:** This agenda item is for acknowledgement; therefore, no voting is required.

**Agenda Item 2 To certify the 2021 operating results and to approve the financial statement for the year ending 31 December 2021**

**Objective and Rationale:** Section 113 of the Public Limited Companies Act B.E. 2535 states that the Board of Directors shall send to the shareholders the annual report and an invitation letter for an annual general meeting. In addition, Clause 42.1 of the Articles of Association states that the activity to be carried out at an annual general meeting are consideration of the report of the Board of Directors proposed to the meeting on the operating results of the previous year. Section 112 of the Public Limited Companies Act B.E. 2535 and Clause 50 of the Articles of Association state that the Board of Directors shall cause a balance sheet and profit and loss statement at the end of the accounting period (ending 31 December 2021) to be prepared and audited by the auditor, and presented to the annual general meeting of shareholders for approval.

The report of the Company's 2021 operating results is disclosed in the annual registration statement/the 2021 annual report (Form 56-1 One Report) under the Management Discussion and Analysis, on page 66 and the 2021 financial statements for the year ending 31 December 2021 in Form 56-1 One Report (financial report) were approved by the Audit Committee, audited by the authorized auditors.

**The Board's Opinion:** After consideration, the Board of Directors deemed it appropriate to propose that the Meeting certify the 2021 operating results and approve the 2021 financial statements for the period ending 31 December 2021, as reviewed by the Audit Committee and audited by the authorized auditor in accordance with the Auditor's Report, and the financial statements, which were delivered to the shareholders together with the invitation letter to the Meeting in [Enclosure 2](#).

**Required votes for approval:** This agenda item must be approved by a majority of the total number of votes of the shareholders attending the meeting and casting their votes.

### Agenda item 3 To consider and approve the allocation of profits as legal reserve and dividend payment from the 2021 operating results

**Objective and Rationale:** Section 116 of the Public Limited Companies Act B.E. 2535 and Clause 53 of the Articles of Association, which states that the Company must appropriate part of its annual net profits to a reserve fund in an amount of not less than five percent of the annual net profits, with deduction of the accumulated loss carried forwards (if any) until this reserve fund reaches the amount of not less than ten percent of the registered capital.

The Company's dividend policy is to pay dividend at the rate not less than 50 percent of the net profit, provided that it must be approved by the Board of Directors and approved by a general meeting of shareholders (as the case may be).

The Company had caused the financial statements for the year ending 31 December 2021 and had the financial statements audited and certified by the auditor. The 2021 operating results can be summarized as follows.

#### 2021 Operating Results (separate financial statements)

Unit:THB

	2021
Registered capital	600,010,000.00
Issued and paid-up shares	594,292,336.00
Net loss	(14,202,099.00)
Allocation of net profit	
1. Dividends	-
2. Interim dividends	-
3. Legal reserve (5% of net profit)	-
Net loss balance	(14,202,099.00)
Total dividend paid	-

**The Board's Opinion:** In view of the fact that the Company's restructuring of the shareholding and management was completed in September 2021 and Dhipaya Insurance Public Company Limited ("Dhipaya Insurance"), a subsidiary of the Company, is in the process of considering the payment of dividend, the Board of Directors, therefore, resolved to propose that the Meeting consider and approve that there should be no allocation of profits as legal reserve, and that there should be no dividend payment from the 2021 operating results. Notwithstanding the foregoing, the Board of Directors Meeting No. 2/2022 of Dhipaya Insurance, convened on 23 February 2022, resolved to propose that the meeting of the shareholders of Dhipaya Insurance consider and approve the payment of dividend to the shareholders at the rate of THB 1.50 per share. After the Company, as a major shareholder of Dhipaya Insurance, receives payment of dividend from Dhipaya Insurance, the Board of Directors will consider making the payment of dividends to the shareholders of the Company as it deems appropriate and in accordance with the relevant law in due course.

**Required votes for approval:** This agenda item must be approved by a majority of the total number of votes of the shareholders attending the meeting and casting their votes.

#### **Agenda Item 4 To elect directors to replace those who are due to retire by rotation**

**Objective and Rationale:** Section 71 of the Public Limited Companies Act B.E. 2535 and Clause 22 of the Articles of Association provide that, at every annual general meeting of shareholders, one-third of the total number of directors shall retire from office. If the number of directors is not a multiple of three, then the number nearest to one-third shall retire from office. The directors to retire during the first and second years following the registration of the Company shall be drawn by lots. In every subsequent year the directors who have been the longest in office shall retire. A retiring director is eligible for re-election.

As this is the second year, the directors to retire from office following the registration of the Company shall be drawn by lots. At the 2022 Annual General Meeting of Shareholders, four directors are due to retire by drawing lots, namely:

- |     |                 |                |   |
|-----|-----------------|----------------|---|
| (1) | Mr. Somchainuk  | Engtrakul      | Chairman of the Board of Directors  |
| (2) | Mr. Jessada     | Promjart       | Director and Member of the Remuneration and Human Resource Management Committee |
| (3) | Mr. Suratun     | Kongton        | Director and Chairman of the Risk Management Committee                          |
| (4) | Mrs. Nattachavi | Thoonsaengngam | Independent Director and Member of the Risk Management Committee                |

The independent director who shall retire from office is Mrs. Nattachavi Thoonsaengngam.

The Company posted an announcement on the Company's website and made a notification via SET-LINK System of the Stock Exchange of Thailand from 1 October 2021 to 31 December 2021, allowing the shareholders to exercise their right in nominating qualified person to be elected as the Company's directors to the Board of Directors, as well as proposing any agenda item in advance for the Annual General Meeting of Shareholders. However, no shareholders proposed any nomination of directors or any additional agenda items.

The Nomination, Remuneration and Human Resource Management Committee, excluding those directors who are due to retire at the end of their term at the 2022 Annual General Meeting of Shareholders, has selected suitable candidates as members of the Board of Directors according to their qualifications, knowledge, expertise, leadership, vision, moral and ethical values, ability to express themselves independently, as well as possessing various necessary specialized knowledge. Four candidates have been thoroughly considered and individually nominated, as follows:

1. It is proposed to re-elect three directors who are due to retire by rotation to hold office as directors for another term, namely:
  - 1.1 Mr. Somchainuk Engtrakul
  - 1.2 Mr. Jessada Promjart
  - 1.3 Mr. Suratun Kongton
2. It is proposed to elect one independent director to replace the vacant position. The Board deemed it appropriate to propose Mr. Somchai Poolsavasdi to be elected as an independent director; the details of his qualifications are described in [Enclosure 4](#).

These four candidates are qualified and knowledgeable and have expertise in managing large organizations, as well as experience in line with the Company's business strategies and operations, and leadership attributes, as well as vision and moral and ethical values.

**The Board's Opinion:** The Board of Directors, excluding the re-nominated directors, has considered all candidates individually to ensure that their qualifications are suitable for the Company's business, and then resolved to approve, as proposed by the Nomination, Remuneration and Human Resource Management Committee, excluding the re-nominated directors, as follows:



1. To re-elect three directors who are due to retire by rotation to holder office as directors for another term, namely:
  - 1.1 Mr. Somchainuk Engtrakul
  - 1.2 Mr. Jessada Promjart
  - 1.3 Mr. Suratun Kongton
2. To elect one independent director to replace the vacant position. The Board deemed it appropriate to propose Mr. Somchai Poolsavasdi to be elected as an independent director.

The four candidates are qualified in accordance with the Public Limited Companies Act B.E. 2535, as follows:

- (1) **Mr. Somchainuk Engtrakul** has diligently performed duties as the Chairman of the Board of Directors and has determined the policy framework on management and business direction. Under his guidance, the Company's business has continued to grow in a sustainable manner. In addition, his advice and recommendations are beneficial to the Company and will drive the Company's expansion in the future. It is, therefore appropriate to re-elect Mr. Somchainuk Engtrakul as a director for another term.
- (2) **Mr. Jessada Promjart** is a director nominated from the Government Savings Bank. He is currently a director at the Government Savings Bank. He has diligently performed his duties as a director and as a member of the Nomination, Remuneration and Human Resource Management Committee. He has knowledge and expertise in management, accounting, finance, and auditing, which will be beneficial to the Company's business expansion. It is, therefore, appropriate to re-elect Mr. Jessada Promjart as a director for another term.
- (3) **Mr. Suratun Kongton** is a director nominated from Krung Thai Bank Public Company Limited and currently holds the position of Senior Executive Vice President - Head of Corporate Banking Group 2. Mr. Suratun Kongton has diligently performed his duties as director and the Chairman of the Audit Committee. He has knowledge, capabilities, and expertise in the area of management of large organizations, investments, and credit facilities, which will be beneficial to the Company's business. It is, therefore, appropriate to re-elect Mr. Suratun Kongton as a director for another term.
- (4) **Mr. Somchai Poolsavasdi** has knowledge, capabilities, expertise, and experience in laws and regulations relating to state enterprises, public limited companies, and limited companies, and managing large organizations and is able to give his opinions independently and in compliance with the relevant regulations, which will contribute to the Company's growth. It is, therefore, appropriate to re-elect Mr. Somchai Poolsavasdi as an independent director.

For personal profiles of the persons nominated, please refer to [Enclosure 3](#).

Therefore, after the Meeting re-elects the directors as propose, the Board of Directors will consist of 14 members, five of whom are independent directors, namely:

1.	Mr. Somchainuk	Engtrakul	Director
2.	Mr. Prasit	Damrongchai	Independent Director
3.	Mr. Sima	Simananta	Independent Director
4.	Mr. Prapas	Kong-led	Independent Director
5.	Mrs. Pankanitta	Boonkrong	Independent Director
6.	Mr. Somchai	Poolsavasdi	Independent Director
7.	General Somchai	Dhanarajata	Director
8.	Mr. Vithai	Ratanakorn	Director
9.	Miss Wilaiwan	Kanjanakanti	Director
10.	Mr. Watana	Kanlanan	Director
11.	Mr. Luechai	Chaiparinya	Director
12.	Mr. Suratun	Kongton	Director
13.	Mr. Jessada	Promjart	Director
14.	Mr. Somporn	Suebthawilkul	Director

**Required votes for approval:** This agenda item must be approved by a majority of the total number of votes of the shareholders attending the meeting and casting their votes.

## Agenda item 5 To approve the directors' remuneration

**Objectives and Rationale:** According to Section 90 of the Public Limited Companies Act B.E. 2535, the Company is prohibited from paying any sum of money or property to its directors, with the exception of their remuneration, which is in accordance with the Articles of Association. Clause 36 of the Articles of Association provides that the directors are entitled to receive remuneration from the Company in terms of money, meeting allowances, bonuses or other forms of remuneration in accordance with the Articles of Association or the resolutions made at a shareholders meeting. The shareholders meeting may determine a fixed sum or establish criteria to be used on a case-by-case basis, or on a permanent basis, until further notice. Moreover, the directors are entitled to receive allowances and other fringe benefits in accordance with the Company's regulations.

The Nomination, Remuneration and Human Resource Management Committee has thoroughly considered the remunerations for the Board of Directors and the Subcommittees according to suitability, increased responsibilities and duties, business expansion, and profit growth, as well as other remuneration in the non-life insurance industry. As the Company has only commenced its business, the Board of Directors, therefore, deemed it appropriate that the directors' remuneration structure should be the same as the previous year.

### 1. Meeting Allowances

Meeting Allowances	Meeting Allowances 2022 (per month, per person)	Meeting Allowances 2021 (per month, per person)	Change from 2021 (THB)
<b>Board of Directors</b>			
Chairman	61,000	61,000	-
Deputy Chairman	36,000	36,000	-
Director	30,000	30,000	-
<b>Executive Committee</b>			
Chairman	53,000	53,000	-
Member	26,000	26,000	-
<b>Subcommittees appointed by Board of Directors</b>			
Chairman	30,000	30,000	-
Member	21,000	21,000	-

### 2. Directors' Bonuses

After due consideration, the Nomination, Remuneration and Human Resource Management Committee was of the view that as the Company has only commenced its business, therefore, no directors' bonuses shall be paid.

### 3. Other remunerations

-None-

The compositions and scopes of duties of subcommittees are disclosed in the annual registration statement/ the 2021 annual report (Form 56-1 One Report) under Chapter 7: Corporate Governance Structure and Information of the Board of Directors, Subcommittees, Executives, Employees and Others, 7.2 Information of Subcommittees.

**The Board's Opinion:** After reviewing the proposal made by the Nomination, Remuneration and Human Resource Management Committee, the Board of Directors deemed it appropriate to propose the 2022 directors' remuneration to the Meeting for approval.

**Required votes for approval:** This agenda item requires a vote of no less than two-thirds of the total votes of the shareholders attending the Meeting.

## Agenda Item 6 To appoint the auditors and fix the audit fee for 2022

**Objective and Rationale:** To comply with Section 120 of the Public Limited Companies Act B.E. 2535, that states that the Annual General Meeting of Shareholders must appoint an auditor and fix the audit fee. The previous auditor is eligible to be reappointed. Section 121 of the Act also provides that the auditor must not be in a position of director, staff member, or employee, or hold any position in the Company. Chapter 5: Shareholder Meeting, Clause 42.6 of the Articles of Association states that a necessary agenda item of a general meeting of shareholders is to appoint an auditor and fix the audit fee.

**The Board's Opinion:** After due consideration of the recommendation of the Audit Committee, the Board of Directors deemed it appropriate to propose the following to the Meeting for approval:

1. To appoint the auditors from PricewaterhouseCoopers ABAS Ltd., who possess experience and expertise, and have been approved by the Office of the Securities and Exchange Commission, to be the Company's auditors for 2022. The details of the auditors are as follows:

Names of Responsible Auditors	Certified Public Account No.	Years of Auditing Service	
Mr. Paiboon Tunkoon	4298	2 years	and/or
Miss Sakuna Yamsakul	4906	Nil	and/or
Miss Sinsiri Thangsombat	7352	Nil	

Any of the appointed auditors shall be authorized to audit and sign the auditor's report. It is noted that PricewaterhouseCoopers ABAS Ltd. and the appointed auditors of the Company and the Subsidiary are not related to and do not have any interest in the Company, the Subsidiary, its executives, major shareholders or any of their related persons, that might affect their independent performance of duties and their professional opinions on the financial statements of the Company and the Subsidiary.

After consideration, the Audit Committee considered that PricewaterhouseCoopers ABAS Ltd. was fully qualified and appropriate to be appointed as the auditors. The Company, therefore, appointed PricewaterhouseCoopers ABAS Ltd. as the auditors for 2022 in accordance with the recommendation of the Audit Committee.

2. To approve the 2022 audit fee of THB 2,150,000, as follows:

Unit: THB

Description	Audit Fee		Increase (decrease)	
	2022	2021	Amount	%
3 Quarters Separate Financial Statement Auditing Fee	600,000	390,000	210,000	53.85
Annual Separate Financial Statement Auditing Fee	600,000	530,000	70,000	13.21
3 Quarters Consolidated Financial Statement Auditing Fee	450,000	300,000	150,000	50.00
Annual Consolidated Financial Statement Auditing Fee	500,000	400,000	100,000	25.00
<b>Total</b>	<b>2,150,000</b>	<b>1,620,000</b>	<b>530,000</b>	<b>32.72</b>

**Remark:** Non-Audit Fee: None

The 2022 audit fee increased from that of 2021 by an amount of THB 530,000 or 32.72 percent. The reasons for this increase are:

1. It is expected that investment in subsidiaries will increase in 2022. As a result, the Company will be required to prepare its consolidated financial statements, and change from the Thai Financial Reporting Standards for Non-Publicly Accountable Entities (TFRS for NPAA) to be Full TFRS, and review related party transactions.
2. Transactions related to employees, for example, salaries, and employee benefits (TAS 19), etc. must be reviewed.
3. Transactions related to lease agreements (TFRS 16) must be reviewed.
4. Internal control processes relating to financial statements, for example, expenditure cycle, salary cycle, etc.
5. An information system has been established in the audit work in order to detect irregularities of transactions, particularly in the payment of claims.

After consideration, the Board of Directors was of the view that the adjustment above is reasonable and deemed it appropriate to propose to the Meeting for approval.

**Required votes for approval:** This agenda item must be approved by a majority of the total number of votes of the shareholders attending the meeting and casting their votes.

**Agenda Item 7 To consider and approve the issuance and offering for sale of debentures in an amount of not exceeding THB 2,000 million**

**Objective and Rationale:** The Company is currently raising funds to accommodate its expected investments, and/or for use as working capital. The Management, therefore, deemed it appropriate to propose the issuance and offering for sale of debentures in an amount of not exceeding THB 2,000 million for approval in accordance with the following details.

Terms	Description
<b>1. Use of Proceeds:</b>	To acquire funds for investment, repayment of loans, and reserve as working capital
<b>2. Types of debentures:</b>	The issued debentures may be entered in named certificate or issued to bearer, subordinated or unsubordinated, secured or unsecured, with or without guarantor, and with or without debenture holders' representatives, depending on the market situation at time of the issue and offer for sale of debentures on each occasion and subject to approval by the relevant regulatory authority.
<b>3. Currency:</b>	THB and/or foreign currencies at the applicable rates at the time of the issue and offer for sale of debentures on each occasion
<b>4. Debenture value:</b>	The total value of unredeemed debentures, at any time, shall not exceed THB 2,000 million, or at the equivalent rate of other currencies, and they may be issued and offered for sale on one occasion or several occasions, once or in several tranches. The Company may issue and offer for sale additional debentures and/or issue and offer for sale debentures in replacement of redeemed debentures on a revolving basis, provided that the total outstanding amount of the issued debentures, at any time, shall not exceed THB 2,000 million.
<b>5. Interest rates:</b>	The applicable interest rates depend on the market situation at time of the issue and offer for sale of debentures and other relevant factors.
<b>6. Term:</b>	For short-term debentures, the maximum term shall not exceed 270 days. For long-term debentures, the maximum term shall not exceed 10 years.
<b>7. Placement sale:</b>	<p>(1) To offer for sale on one occasion or several occasions and/or projects and/or on a revolving basis subject to the conditions and amount under this resolution</p> <p>(2) To offer for sale to the general public and/or private placement and/or institutional investors in the country and/or abroad on one occasion or several occasions in accordance with the relevant notifications of the Securities and Exchange Commission and/or the Capital Market Supervisory Board, or any other notifications, ministerial regulations, other rules and regulations and laws which are in force at the time of the issue and offer for sale of debentures.</p> <p>(3) In the case that the Company redeems or repays debts under the debentures issued under this approved amount, the Company may issue additional debentures in replacement thereof for the redeemed or repaid value, provided that the terms and conditions of the debentures so issued shall be in accordance with this resolution. In the case of any early redemption and/or maturity, the Company may issue additional debentures, provided that the value of the new debentures (after issue) and the total outstanding value of existing debentures shall not exceed the approved value.</p>
<b>8. Call / Put Option:</b>	The debenture holders may or may not be entitled to early redemption and the Company may or may not be entitled to early redemption. The Company may specify that the debentures may or may not be embedded with the early redemption option. The early redemption option shall be specified in the terms of debentures for each tranche.
<b>9. Other conditions:</b>	The Board of Directors and/or persons delegated by the Board of Directors are authorized to consider and specify other terms and conditions of debentures, for example, the types or kinds of debentures to be issued on each occasion, the par value, offering price per unit, interest rates, appointment of debenture holders' representatives, allocation methods, details of offer for sale, early redemption, and listing on the secondary market (if any).

In the interest of flexibility in the Company's operations, the Board of Directors resolved to propose that the Meeting authorizes the Board of Directors and/or persons delegated by the Board of Directors to be authorized to take the following acts:

1. To specify details and other conditions in the issue and offer for sale of debentures, for example, the names of debentures, placement methods, the number of debentures to be issued and offered for sale on each occasion, types of debentures, guarantee, offering price per unit, term, redemption period, early redemption, interest rate, method for repayment of principal and payment of interest, allocation method, and details of offer for sale, etc.
2. To appoint financial advisors and/or underwriters or dealers, and/or debenture holders' representatives and/or credit rating agencies, and/or any other persons in the case that this is required in accordance with the relevant regulations or as it is deemed appropriate.
3. To negotiate, deal with, enter into underwriting agreements or placement agreements and/or other relevant agreements and to be authorized to take any act, necessary and expedient in relation to the issue and offer for sale of debentures, as well as to list debentures on the Thai Bond Market Association or other secondary markets, to file applications for approval, to disclose information, and to take any other acts with the relevant agencies.

**The Board's Opinion:** After due consideration, the Board of Directors deemed it appropriate to propose to the Meeting the issue and the offer for sale of debentures in an amount not exceeding THB 2,000 million and the authorization as stated above.

**Required votes for approval:** This agenda item required a vote of no less than three-fourths of the total votes of the shareholders attending the Meeting.

#### **Agenda item 8 Other matters (if any)**

The Company scheduled the Record Date to be 11 March 2022 and published the invitation letter for the 2022 Annual General Meeting of Shareholders, together with the supporting documents for the Meeting and proxy forms on the Company's website: [www.dhipayagroup.co.th](http://www.dhipayagroup.co.th), in the Investor Relations Section. Any shareholder who needs any clarification related to the Meeting's agenda items can submit inquiries in advance to the e-mail address: [IR@dhipayagroup.co.th](mailto:IR@dhipayagroup.co.th) or fax inquiries to 66 (02) 239 2049 Ext. 2636.

The shareholders or the proxies, who intend to attend the Meeting via the electronic platform (E-AGM), are advised to familiarize themselves with the Guidelines for attending the Annual General Meeting of Shareholders via the electronic platform (E-AGM) and the appointment of proxies, and the Manual for IR Plus AGM Application, together with the invitation letter.

The shareholders, who do not intend to attend the Meeting via the electronic platform (E-AGM), may appoint an Independent Director of the Company to act as their proxy in attending the Meeting on their behalf. The Independent Directors, who may be appointed to attend the Meeting and vote, are Mr. Prasit Damrongchai and Mr. Prapas Kong-led, neither of whom have any special interest in the agenda items proposed in the Meeting. Please refer to the information of the Independent Directors in [Enclosure 7](#).

On 28 April 2022, the date of the Meeting, the shareholders may log in to the IP Plus AGM application and attend the Meeting from 1200 hrs.

Yours faithfully,

Dhipaya Group Holdings Public Company Limited



(Somporn Suebthawilkul, Ph.D.)

Chief Executive Officer

Company Secretary: Telephone no. 66 (02) 239 2655





**Dhipaya Group Holdings Public Company Limited**  
**Minutes of the 2021 Annual General Meeting of the Shareholders**  
**26 April 2021**  
**1400 hrs., Meeting Room, 18<sup>th</sup> Floor**

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**Date and Venue of the Meeting**

The 2021 Annual General Meeting of the Shareholders (the “**Meeting**”) of Dhipaya Group Holdings Public Company Limited (the “**Company**”) was convened on 26 April 2021, at 1400 hrs., at the meeting room on the 18<sup>th</sup> floor of the office building, 1115 Rama 3 Road, Khwaeng Chong Nonsi, Khet Yannawa, Bangkok 10120.

**Directors attending the Meeting**

1.	Mr. Somchainuk	Engtrakul	Chairman of the Board of Directors
2.	Mr. Prasit	Damrongchai	Director
3.	Mr. Sima	Simananta	Director
4.	Mrs. Pankanitta	Boonkrong	Director
5.	Mr. Prapas	Kong-Ied	Director
6.	Mrs. Nattachavi	Thoonsaengngam	Director
7.	General Somchai	Dhanarajata	Director
8.	Mr. Luechai	Chaiparinya	Director
9.	Mr. Suratun	Kongton	Director
10.	Miss Wilaiwan	Kanjanakanti	Director
11.	Mr. Jessada	Promjart	Director
12.	Mr. Watana	Kanlanan	Director
13.	Mr. Vithai	Ratanakorn	Director
14.	Mr. Somporn	Suebthawilkul	Director

**Shareholders attending the Meeting**

1.	Mr. Somporn	Suebthawilkul	9,986 shares
2.	Mr. Prasitchai	Soontrapirom	1 share
3.	Mr. Wichai	Likhitchaiwan	1 share

4.	Mr. Tone	Tansuittiwong	1 share
5.	Mrs. Nonglux	Iamchote	1 share
6.	Mr. Pramote	Viboonkijchote	1 share
7.	Mrs. Sujinna	Meksakul	1 share
8.	Mr. Phinij	Amnajniyomchan	1 share
9.	Miss Dadchane	Srianunruksa	1 share
10.	Mr. Kasemsak	Wongurai	1 share
11.	Mr. Thirawat	Tangseri	1 share
12.	Mr. Anugoon	Yenchai	1 share
13.	Mr. Chaiyaporn	Chandaradech	1 share
14.	Mr. Nasis	Prasertsakun	1 share
15.	Miss Nithivadee	Suksomboonwattana	1 share

**Other attendees**

1.	Mrs. Nonglux	Iamchote	Company Secretary
2.	Mr. Nasis	Prasertsakun	Assistant Chief Executive Officer, Corporates Strategy and Investment and Information Technology

**The Meeting commenced at 1400hrs.**

Mr. Somchainuk Engtrakul, the Chairman of the Board of Directors, acted as the chairman of the Meeting (the “**Chairman**”). The Chairman stated to the Meeting that according to the Public Companies Act B.E. 2535 (including any amendment thereto) (the “**Public Companies Act**”) and the Articles of Association of Dhipaya Group Holdings Public Company Limited (the “Articles of Association”), at a shareholder meeting, at least 25 shareholders and proxies (if any), or no less than one-half (1/2) of the total number of shareholders, representing, in total, at least one-third (1/3) of the total number of issued shares, must be present in order to form a quorum. At the date of the Meeting, the Company has 15 shareholders, with the total paid-up capital of THB 10,000, divided into 10,000 ordinary shares, at the par value of THB 1.00 per share. There were 15 shareholders, attending the Meeting, representing 10,000 shares. A quorum was thereby constituted in accordance with the law and the Articles of Association. The Chairman declared the Meeting opened and considered the agenda items as follows.

**Agenda item 1 To acknowledge the Minutes of the Extraordinary Meeting of Shareholders No. 2/2020 on 1 December 2020**

The Chairman informed the Meeting that the Company convened the Extraordinary Meeting of Shareholders No. 2/2020, on 1 December 2020 and prepared the minutes of the meeting within 14 days from the meeting date. The copy of the minutes had been submitted to the Ministry of Commerce within the period as prescribed law.

The Chairman provided an opportunity for the shareholders to raise questions and make recommendations. None of the shareholders raised any questions or made any recommendations. As a result, the Chairman proposed that the Meeting acknowledge the minutes of the Extraordinary General Meeting of Shareholders No. 2/2020, convened on 1 December 2020.

**Resolution:** The Meeting acknowledged the minutes of the Extraordinary General Meeting of Shareholders No. 2/2020, convened on 1 December 2020.

**Agenda Item 2 To certify the 2020 operating results and to approve the financial statement for the year ending 31 December 2020**

The Chairman delegated Mr. Nasis Prasertsakun, Assistant Chief Executive Officer, Corporates Strategy and Investment and Information Technology, to report this agenda item to the Meeting.

Mr. Nasis reported the Meeting that Section 113 of the Public Limited Companies Act states that the Board of Directors shall send to the shareholders the annual report and an invitation letter for an annual general meeting. In addition, Clause 42.1 of the Articles of Association states that the activity to be carried out at an annual general meeting is consideration of the report of the Board of Directors proposed to the meeting on the operating results of the previous year. Section 112 of the Public Limited Companies Act and Clause 50 of the Articles of Association state that the Board of Directors shall cause a balance sheet and profit and loss statement at the end of the accounting period (ending 31 December every year) to be prepared and audited by the auditor, and presented to the annual general meeting of shareholders for approval.

The report of the Company's 2020 operating results and the financial statement for the year ending 31 December 2020 were approved by the Audit Committee, audited by the authorized auditor, and were delivered to the shareholders, together with the invitation letter for the 2021 Annual General Meeting of Shareholders.

The Chairman asked the Meeting whether any shareholder had any question. None of the shareholders raised any question.

The Chairman asked the Meeting whether any shareholder wished to vote against or vote for abstention for this agenda item. After the votes had been counted, the Chairman then made a conclusion on the agenda resolution.

**Resolution:** The Meeting considered and resolved to certify the 2020 operating results and to approve the financial statement for the year ending 31 December 2020 as proposed by a majority vote of the shareholders who attended the Meeting and cast their votes.

**Agenda Item 3 To approve that there should be no allocation of profits from the 2020 operating results and there should be no dividend payment**

The Chairman delegated Mr. Somporn Suebthawilkul, the Chief Executive Officer, to report this agenda item to the Meeting.

Mr. Somporn reported the Meeting that Section 116 of the Public Limited Companies Act states that the Company must appropriate part of its annual net profits to a reserve fund in an amount of not less than five percent of the annual net profits, with deduction of the accumulated loss carried forwards (if any) until this reserve fund reaches the amount of not less than ten percent of the registered capital.

The Company had prepared the financial statement for the period ending 31 December 2020, which had been audited and certified by the auditor. The 2020 operating results can be summarized as follows.

Unit:THB

	<b>2020</b>
Registered capital	600,010,000.00
Issued and paid-up shares	10,000.00
Net loss	(211,260.00)
Allocation of net profit	
1. Dividends	-
2. Interim dividends	-
3. Legal reserve (5% of net profit)	-
Net loss balance	(211,260.00)
***Total dividend paid	-

After due consideration, the Board of Directors deemed it appropriate to proposed the Meeting to consider and approve that there should be no allocation of profits as legal reserve, and that there should be no dividend payment from the 2020 operating results ending 31 December 2020 because the Company had the net loss for the operating in 2020 of THB 211,260.

The Chairman asked the Meeting whether any shareholder had any question. None of the shareholders raised any question.

The Chairman asked the Meeting whether any shareholder wished to vote against or vote for abstention for this agenda item. After the votes had been counted, the Chairman then made a conclusion on the agenda resolution.

**Resolution:** The Meeting considered and resolved that there should be no allocation of profits from the 2020 operating results, and that there should be no dividend payment as proposed by a majority vote of the shareholders who attended the Meeting and cast their votes.



**Agenda Item 4 To elect directors to replace those who are due to retire by rotation**

The Chairman delegated Mr. Nasis Prasertsakun, Assistant Chief Executive Officer, Corporates Strategy and Investment and Information Technology, to present this agenda item to the Meeting.

Mr. Nasis presented to the Meeting that Section 71 of the Public Limited Companies Act and Clause 22 of the Articles of Association provide that, at every annual general meeting of shareholders, one-third of the total number of directors shall retire from office. If the number of directors is not a multiple of three, then the number nearest to one-third shall retire from office. The directors to retire during the first and second years following the registration of the Company shall be drawn by lots. In every subsequent year the directors who have been the longest in office shall retire. A retiring director is eligible for re-election

As this is the first year, the directors to retire from office following the registration of the Company shall be drawn by lots. There are five directors who are due to retire by drawing lots, namely:

1. Mr. Prasit Damrongchai
2. Mr. Sima Simananta
3. Mrs. Pankanitta Boonkrong
4. General Somchai Dhanarajata
5. Mr. Somporn Suebthawilkul

There are three independent directors who are due to retire by rotation, namely:

1. Mr. Prasit Damrongchai
2. Mr. Sima Simananta
3. Mrs. Pankanitta Boonkrong

The Board of Directors, excluding the directors who had been nominated, considered the persons who were nominated by careful screening and due consideration to ensure that the persons nominated had the qualifications that were appropriate with the Company's business operations. The candidates have been thoroughly considered and individually nominated. The Board of Directors approved as proposed by the Nomination, Remuneration and Human Resource Management Committee, as follows:

1. It is proposed to re-elect three independent directors who are due to retire by rotation to hold office as directors for another term, namely:

1.1 Mr. Prasit Damrongchai

1.2 Mr. Sima Simananta

1.3 Mrs. Pankanitta Boonkrong

2. It is proposed to re-elect two directors who are due to retire by rotation to hold office as directors for another term, namely:

2.1 General Somchai Dhanarajata

2.2 Mr. Somporn Suebthawilkul

The five candidates are qualified in accordance with the Public Limited Companies Act, as follows:

**1. Mr. Prasit Damrongchai** has diligently performed duties as Deputy Chairman of the Board of Directors and the Chairman of the Audit Committee. Mr. Prasit has knowledge, capabilities, expertise, and experience in laws, auditing, and internal control and gives advice and recommendations that are beneficial to the Company. Mr. Prasit has experience in the Company's business operations. It is, therefore, appropriate to re-elect Mr. Prasit Damrongchai as an independent director for another term.

**2. Mr. Sima Simananta** has diligently performed duties as director of the Company and the Chairman of the Nomination, Remuneration and Human Resource Management Committee. Mr. Sima has knowledge, capabilities, expertise, and experience in nomination, remuneration and management of human resources, gives advice and recommendations that are beneficial to the Company, and has experience in the Company's business operations. It is, therefore, appropriate to re-elect Mr. Sima as an independent director for another term.

**3. Mrs. Pankanitta Boonkrong** has diligently performed duties as director and member of the Audit Committee. Mrs. Pankanitta has knowledge, capabilities, expertise, and experience in accounting, finance, laws and regulations relating to state enterprises, public limited companies, and limited companies, which will be beneficial to the Company's business. It is, therefore, appropriate to re-elect Mrs. Pankanitta as an independent director for another term.

**4. General Somchai Dhanarajata** has diligently performed duties as director of the Company and the Chairman of the Executive Board. General Somchai has knowledge, capabilities, expertise, and experience in management, gives advice and recommendations that are beneficial to the Company, and has experience in the Company's business operations. It is, therefore, appropriate to re-elect General Somchai as a director for another term.

**5. Mr. Somporn Suebthawilkul** has diligently performed duties as director of the Company, member of the Executive Committee, member of the Investment Committee, member of the Corporates Governance Committee, member of the Risk Management Committee, and the Chief Executive Officer. Mr. Somporn has knowledge, capabilities, expertise, and experience in management of insurance and has driven the Company sustainable growth. It is, therefore, appropriate to re-elect Mr. Somporn as a director for another term.

Therefore, after the Meeting re-elects the directors as proposed, the Board of Directors will consist of 14 members, five of whom are independent directors, namely:

1.	Mr. Somchainuk	Engtrakul	Director
2.	Mr. Prasit	Damrongchai	Independent Director
3.	Mr. Sima	Simananta	Independent Director
4.	Mrs. Pankanitta	Boonkrong	Independent Director
5.	Mr. Prapas	Kong-Ied	Independent Director
6.	Mrs. Nattachavi	Thoonsaengngam	Independent Director
7.	General Somchai	Dhanarajata	Director
8.	Mr. Watana	Kanlanan	Director
9.	Miss Wilaiwan	Kanjanakanti	Director
10.	Mr. Luechai	Chaiparinya	Director
11.	Mr. Suratun	Kongton	Director
12.	Mr. Vithai	Ratanakorn	Director
13.	Mr. Jessada	Promjart	Director
14.	Mr. Somporn	Suebthawilkul	Director

The Chairman asked the Meeting whether any shareholder had any question. None of the shareholders raised any question.

The Chairman asked the Meeting whether any shareholder wished to vote against or vote for abstention for this agenda item. After the votes had been counted, the Chairman then made a conclusion on the agenda resolution.

**Resolution:** The Meeting considered and resolved to re-elect three independent directors, who were due to retire by rotation, to hold office for another term, as follows: Mr. Prasit Damrongchai, Mr. Sima Simananta, and Mrs. Pankanitta Boonkrong, and to re-elect two directors, who were due to retire by rotation, to hold office for another term, as follows: General Somchai Dhanarajata and Mr. Somporn Suebthawilkul by a majority vote of the shareholders who attended the Meeting and cast their votes.

**Agenda item 5 To approve the remunerations of the Board of Directors and Subcommittees for 2021**

The Chairman stated to the Meeting as follows. The Company proposed that the Meeting to consider and approved the remunerations of the Board of Directors and the Subcommittees for 2021, as detailed in Agenda Item 5 in the invitation letter for the 2021 Annual General Meeting of Shareholders that had been delivered to the shareholders. The Company had not materially engaged in the business and there was not transaction. The Chairman asked the Board of Directors whether it had any opinion if he proposed that the remunerations of the Board of Directors and the Subcommittees for 2021 should be at the same rate as that of 2020, which was appropriate; that the remuneration will be paid only when there is a meeting to consider and approve businesses in the interest of the Company's operations; and that the remuneration will be paid no more than once a month, all of which were different from the invitation letter for the 2021 Annual General Meeting of Shareholders delivered to the shareholders.

After due consideration, the Board of Directors deemed it appropriate to propose the Meeting to approve the remunerations of the Board of Directors and the Subcommittees for 2021 as proposed above.

Therefore, it is appropriate to propose the Meeting to approve that the remunerations of the Board of Directors and the Subcommittees shall be at the same rate as proposed to the Extraordinary Meeting of Shareholders No. 2/2020 on 1 December 2020; that the remuneration will be paid only when there is a meeting to consider and approve businesses in the interest of the Company's operations; and that the remuneration will be paid no more than once a month, all of which were different from the invitation letter for the 2021 Annual General Meeting of Shareholders delivered to the shareholders, as follows.

<b>Meeting Allowances 2021</b>	<b>Board of Directors</b>	<b>Executive Committee</b>	<b>Subcommittees</b>
Chairman	THB 61,000 per person/occasion	THB 53,000 per person/occasion	THB 30,000 per person/occasion
Deputy Chairman	THB 36,000 per person/occasion	-	-
Director/Member	THB 30,000 per person/occasion	THB 26,000 per person/occasion	THB 21,000 per person/occasion

The Chairman asked the Meeting whether any shareholder had any question. None of the shareholders raised any question.

The Chairman asked the Meeting whether any shareholder wished to vote against or vote for abstention for this agenda item. After the votes had been counted, the Chairman then made a conclusion on the agenda resolution.

**Resolution:** After due consideration, the Meeting resolved to approve the remunerations of the Board of Directors and the Subcommittees for 2021 as proposed by the Board of Directors by a vote of two-thirds of the shareholders who attended the Meeting and cast their votes as follows.



<b>Meeting Allowances 2021</b>	<b>Board of Directors</b>	<b>Executive Committee</b>	<b>Subcommittees</b>
Chairman	THB 61,000 per person/occasion	THB 53,000 per person/occasion	THB 30,000 per person/occasion
Deputy Chairman	THB 36,000 per person/occasion	-	-
Director/Member	THB 30,000 per person/occasion	THB 26,000 per person/occasion	THB 21,000 per person/occasion

The remuneration will be paid only when there is a meeting to consider and approve businesses in the interest of the Company's operations; and that the remuneration will be paid no more than once a month.

#### **Agenda Item 6 To appoint the auditors and fix the audit fee for 2021**

The Chairman delegated Mr. Prasit Damrongchai, the Chairman of the Audit Committee to present this agenda item to the Meeting.

Mr. Prasit presented to the Meeting that Section 120 of the Public Limited Companies Act states that; an annual general meeting of shareholders must appoint an auditor and fix the audit fee; that the previous auditor is eligible to be re-appointed; Clause 42.6 of the Articles of Association states that a necessary agenda item of an annual general meeting of shareholders is to appoint an auditor and fix the audit fee; and Section 121 of the Public Limited Companies Act also provides that the auditor must not be in a position of director, staff member, or employee, or hold any position in the Company.

After due consideration and with the recommendation of the Audit Committee, the Board of Directors deemed it appropriate to present to the Meeting to consider and approve as follows.

1. To appoint the auditors from PricewaterhouseCoopers ABAS Ltd., who possess experience and expertise, and have been approved by the Office of the Securities and Exchange Commission, to be the Company's auditors for 2021. The details of the auditors are as follows:

<b>Names of Responsible Auditors</b>	<b>Certified Public Account No.</b>	<b>Years of Auditing Service</b>	
Mr. Paiboon Tunkoon	4298	1 year	and/or
Miss Sakuna Yamsakul	4906	Nil	and/or
Miss Sinsiri Thangsombat	7352	Nil	

Any of the appointed auditors shall be authorized to audit and sign the auditor's report. The Company does not have any associated company and subsidiary company. It is noted that PricewaterhouseCoopers ABAS Ltd. and the appointed auditors are not related to and do not have any interest in the Company, its executives, major shareholders or any of their related parties, that might affect their independent performance of duties .

After consideration, the Audit Committee considered that PricewaterhouseCoopers ABAS Ltd. was fully qualified and appropriate to be appointed as the auditors. The Company, therefore, appointed PricewaterhouseCoopers ABAS Ltd. as the auditor for 2022 in accordance with the recommendation of the Audit Committee.

2. To approve the 2021 audit fee of THB 1,620,000, as follows:

**Unit: THB**

<b>Description</b>	<b>Audit Fee</b>		<b>Increase (decrease)</b>	
	<b>2021</b>	<b>2020</b>	<b>Amount</b>	<b>%</b>
Annual Financial Statement Auditing Fee	530,000	150,000	380,000	253.33
3 Quarters Financial Statement Auditing Fee for the Company	390,000	50,000	340,000	680.00
Annual Consolidated Financial Statement Auditing Fee	400,000	-	400,000	100.00
3 Quarters Consolidated Financial Statement Auditing Fee for the Company	300,000	-	300,000	100.00
<b>Total</b>	<b>1,620,000</b>	<b>200,000</b>	<b>1,420,000</b>	<b>710.00</b>

**Remark:** Non-Audit Fee: None

The 2021 audit fee increased from that of 2020 (31 July 2020 – 31 December 2020) by an amount of THB 1,420,000 or 710 percent. The reasons for this increase are:

1. The Company will be listed on the Stock Exchange of Thailand. More transactions must be prepared to submit to the Stock Exchange of Thailand.
2. An information system has been established in the audit work in order to detect irregularities of transactions.
3. The Company will be required to prepare a consolidated financial statement.

After consideration, the Board of Directors was of the view that the adjustment above is reasonable and deemed it appropriate to propose to the Meeting for approval.


**Resolution:** The Meeting considered and resolved to appoint the auditor and fix the 2021 audit fee 2021, as proposed, by a majority vote of the shareholders who attended the Meeting and cast their votes as follows:

**Agenda Item 8 Other Matters (if any)**

-There was no other matter for consideration.-

The Chairman thanked the shareholders for dedicating their time in attending the Meeting and declared the Meeting adjourned at 1600 hrs.

Signed:  ..... Chairman of the Board of Directors  
(Mr. Somchainuk Engtrakul)  
Chairman of the Meeting

Signed:  ..... Company Secretary  
(Mrs. Nonglux Iamchote)  
Secretary of the Meeting

**PERSONAL PROFILES OF THE PERSONS NOMINATED FOR THE ELECTION OF DIRECTORS  
TO REPLACE THOSE WHO ARE DUE TO RETIRE BY ROTATION**

**1. Mr. Somchainuk Engtrakul**

<b>AGE</b>	77 Years old
<b>NATIONALITY</b>	Thai
<b>EDUCATION</b>	<ol style="list-style-type: none"> <li>1. Ph.D. (Honorary Degree) in Public Administration, Sripatum University</li> <li>2. Bachelor of Laws, Sripatum University</li> <li>3. Bachelor of Arts in Economics, Upsala College, USA</li> </ol>
<b>CERTIFICATIONS</b>	<ol style="list-style-type: none"> <li>1. Diploma, The Joint State - Private Sector Course (Class 355), National Defence College</li> <li>2. The Role of Chairman Program (RCP 9/2006), Thai Institute of Directors Association</li> <li>3. Director Accreditation Program (DAP 98/2012), Thai Institute of Directors Association</li> </ol>
<b>CURRENT POSITION</b>	Director and Chairman of the Board of Directors
<b>YEARS OF DIRECTORSHIP</b>	1 Year 7 Months

**POSITION HELD AT OTHER ORGANIZATIONS/COMPANIES/INSTITUTIONS (PRESENT)**

<b>LISTED COMPANY (2 COMPANIES)</b>	<b>OTHERS (NON-LISTED COMPANY) (4 COMPANIES)</b>	<b>COMPETITORS / RELATED COMPANY</b>
<ol style="list-style-type: none"> <li>1. Chairman of the Board of Directors and Independent Director, Major Cineplex Group Public Company Limited</li> <li>2. Chairman of the Board of Directors, Energy Absolute Public Company Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Chairman of the Board of Directors, Dhipaya Insurance Public Company Limited</li> <li>2. Chairman of the Board of Directors, Vejthani Public Company Limited</li> <li>3. Director, Siam Piwat Company Limited</li> <li>4. Director, Siam Piwat Holding Company Limited</li> </ol>	None

<b>WORK EXPERIENCES</b>	<ol style="list-style-type: none"> <li>1. Chairman of the Board of Directors, Nok Airlines Public Company Limited</li> <li>2. Chairman, TMB Bank Public Company Limited</li> <li>3. Permanent Secretary, Ministry of Finance</li> </ol>
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<b>MEETING ATTENDANCE IN 2021</b>	1. The Board of Directors Meeting 9/9 times (100%)
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<b>PERCENTAGE OF COMPANY SHARES HELD</b>	None
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<b>RETIRE BY ROTATION</b>	Year 2022
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<b>DIRECTORSHIP PROPOSED</b>	Director
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**PERSONAL PROFILES OF THE PERSONS NOMINATED FOR THE ELECTION OF DIRECTORS  
TO REPLACE THOSE WHO ARE DUE TO RETIRE BY ROTATION**

**2. Mr. Jessada Promjart**

<b>AGE</b>	60 Years old	
<b>NATIONALITY</b>	Thai	
<b>EDUCATION</b>	<ol style="list-style-type: none"> <li>1. Master of Accounting, Thammasat University</li> <li>2. Bachelor of Accounting, Thammasat University</li> </ol>	
<b>CERTIFICATIONS</b>	<ol style="list-style-type: none"> <li>1. IT Governance and Cyber Resilience Program (ITG 11/2019), Thai Institute of Directors Association</li> <li>2. Advanced Audit Committee Program, (AACP 25/2017), Thai Institute of Directors Association</li> <li>3. Ethical Leadership Program (ELP 5/2016), Thai Institute of Directors Association</li> <li>4. Company Secretary Program (CSP 7/2004), Thai Institute of Directors Association</li> <li>5. Director Certification Program (DCP 45/2004), Thai Institute of Directors Association</li> <li>6. Cyber Resilience Leadership Workshop, Bank of Thailand</li> <li>7. IIA International Conference in California (Year 2019), The Institute of Internal Auditors</li> <li>8. IIA International Conference in Dubai (Year 2018), The Institute of Internal Auditors</li> <li>9. IIA International Conference in Sydney (Year 2017), The Institute of Internal Auditors</li> <li>10. IIA International Conference in New York (Year 2016), The Institute of Internal Auditors</li> <li>11. Certificate of Corporate Governance for Director and Senior Executive of State Enterprises and Public Organization (PDI), Class of 14, King Prajadhipok's Institute</li> <li>12. Advance Certificate Course in Public Administration and Law for Executives, Class of 12, King Prajadhipok's Institute</li> <li>13. Senior Executive Certificate in Anti-Corruption Strategic Management Class 1, Sanya Dharmasakti National Anti-Corruption Institute (SDI), the National Anti-Corruption Commission Institute</li> <li>14. TLCA Executive Development Program (EDP Class 9), Thai Listed Companies Association</li> <li>15. Telecommunication Management, Faculty of Engineering, Chulalongkorn University</li> </ol>	
<b>CURRENT POSITION</b>	Director and Member of the Nomination, Remuneration and Human Resource Management Committee	
<b>YEARS OF DIRECTORSHIP</b>	1 Year 5 Months	

**POSITION HELD AT OTHER ORGANIZATIONS/COMPANIES/INSTITUTIONS (PRESENT)**

LISTED COMPANY (2 COMPANIES)	OTHERS (NON-LISTED COMPANY) (8 COMPANIES)	COMPETITORS / RELATED COMPANY
1. Independent Director / Member of Audit Committee, Eastern Star Real Estate Public Company Limited 2. Director / Chairman of Audit Committee, AMR Asia Public Company Limited	1. Director / Member of the Nomination, Remuneration and Human Resource Management Committee, Dhipaya Insurance Public Company Limited 2. Director / Member of Audit Committee, Government Savings Bank 3. Member of Audit and Evaluation Sub-Committee on Asset Investigation, National Anti-Corruption Commission Institute 4. Director, Y.S.S. Marketing Company Limited 5. Director, Y.S.S. Export Company Limited 6. Member of Sub-Committee on Capital Market Competitiveness Development, The Securities and Exchange Commission 7. Director / Executive Director, Y.S.S (THAILAND) Company Limited 8. Member of Audit Committee, Chulabhorn Royal Academy	None

**WORK EXPERIENCES**

1. Director / Member of Audit Committee, IRPC Public Company Limited
2. Independent Director / Member of Audit Committee, Nation Broadcasting Corporation Public Company Limited

**MEETING ATTENDANCE IN 2021**

1. The Board of Directors Meeting 9/9 times (100%)
2. The Nomination, Remuneration and Human Resource Management Meeting 6/6 times (100%)

**PERCENTAGE OF COMPANY SHARES HELD**

None

**RETIRE BY ROTATION**

Year 2022

**DIRECTORSHIP PROPOSED**

Director

**PERSONAL PROFILES OF THE PERSONS NOMINATED FOR THE ELECTION OF DIRECTORS  
TO REPLACE THOSE WHO ARE DUE TO RETIRE BY ROTATION**

**3. Mr. Suratun Kongton**

AGE 55 Years old

NATIONALITY Thai

EDUCATION

1. Master of Public Administration University of Southern California, Los Angeles, California, USA
2. Bachelor of Political Science Public Administration (Public Finance), Chulalongkorn University



CERTIFICATIONS

1. Director Accreditation Program (DAP 184/2021), Thai Institute of Directors Association

CURRENT POSITION Director and Chairman of the Risk management Committee

YEARS OF DIRECTORSHIP 1 Year 7 Months

**POSITION HELD AT OTHER ORGANIZATIONS/COMPANIES/INSTITUTIONS (PRESENT)**

LISTED COMPANY (1 COMPANY)	OTHERS (NON-LISTED COMPANY) (1 COMPANY)	COMPETITORS / RELATED COMPANY
1. Senior Executive Vice President Corporate Banking Group 2, Krung Thai Bank Public Company Limited	1. Director / Chairman of the Risk management Committee, Dhipaya Insurance Public Company Limited	None

WORK EXPERIENCES

1. Head of Corporate Banking Group, Bank of Ayudhya Public Company Limited
2. Director, Krungsri Securities Public Company Limited
3. Director, General Card Services Company Limited
4. Head of Corporate and Investment Banking Group, Bank of Ayudhya Public Company Limited
5. Executive Vice President and Head of Corporate Banking Division 2, Bank of Ayudhya Public Company Limited
6. Executive Director, Branch Manager, Head of Corporate Banking and Treasury Services, J.P. Morgan, Thailand

MEETING ATTENDANCE IN 2021

1. The Board of Directors Meeting 8/9 times (89%)
2. The Risk Management Committee Meeting 4/4 times (100%)

PERCENTAGE OF COMPANY SHARES HELD None

RETIRE BY ROTATION Year 2022

DIRECTORSHIP PROPOSED Director



**PERSONAL PROFILES OF THE PERSONS NOMINATED FOR THE ELECTION OF DIRECTORS  
TO REPLACE THOSE WHO ARE DUE TO RETIRE BY ROTATION**

**4. Mr. Somchai Poolsavasdi**

AGE 66 Years old

NATIONALITY Thai

EDUCATION  
1. Master in Political Science, Thammasat University  
2. Bachelor in Law, Thammasat University

CERTIFICATIONS  
1. Diploma, The National Defence Course (Class 49),  
National Defence College  
2. Certificate, The Executive Program in Energy Literacy for a Sustainable Future, TEA  
3. Certificate, Capital Market Academy  
4. The Customs International Executive Management Program (CIEMP)  
5. Director Certification Program (DCP136/2010), Thai Institute of Directors Association



**POSITION HELD AT OTHER ORGANIZATIONS/COMPANIES/INSTITUTIONS (PRESENT)**

LISTED COMPANY (1 COMPANY)	OTHERS (NON-LISTED COMPANY) (4 COMPANIES)	COMPETITORS / RELATED COMPANY
1. Consultant, Sky ICT Public Company Limited	1. Chairman, PPP Green Complex Company Limited 2. Chairman of the Sub-Committee, Boxing Promotion and Development 3. Qualified Director, Faculty of Law, Thammasat University 4. Advisor to the Chairman, Dhipaya Insurance Public Company Limited	None

WORK EXPERIENCES  
1. Independent Director, Bangchak Corporation Public Company Limited  
2. Qualified Director, Sports Authority of Thailand  
3. Director, Dhipaya Insurance Public Company Limited  
4. President of Thammasat Association, Thammasat Association  
5. Director, ESSO (Thailand) Public Company Limited  
6. Director, Don Muang Tollway Public Company Limited  
7. Director General, Excise Department  
8. Director General, Customs Department  
9. Deputy Permanent Secretary, Ministry of Finance

PERCENTAGE OF COMPANY SHARES HELD None

DIRECTORSHIP PROPOSED Independent Director

**QUALIFICATIONS OF INDEPENDENT DIRECTOR  
OF  
DHIPAYA GROUP HOLDINGS PUBLIC COMPANY LIMITED**

Dhipaya Group Holdings Public Company Limited provides the definition of the Independent Director as follows:

- a. Holding shares of not exceeding 1.0 percent of the total number of voting rights of the Company, its parent company, subsidiary, associate company, principal shareholder or controlling person of the Company, including the shares held by related persons of the independent director.
- b. Neither being nor having been an executive committee, employee, staff, or advisor who receives salary, or a controlling person of the Company, its parent company, subsidiary, associate company, same-level subsidiary, principal shareholder or controlling person of the Company unless the foregoing status has ended not less than two years prior to the appointment; however, the prohibition excludes independent director who was government officer or advisor of the government agencies that are major shareholder or controlling person of the Company.
- c. Not being a person related by blood or registration under laws, such as father, mother, spouse, sibling, and child, including spouse of the children of executives, major shareholders, controlling persons, or persons to be nominated as executives or controlling persons of the Company or its subsidiary.
- d. Not having a business relationship with the Company, its parent company, subsidiary, associate company, major shareholder or controlling person of the Company, in the manner which may interfere with his independent judgment, and neither being nor having been a principal shareholder or controlling person of any person having business relationship with the Company, its parent company, subsidiary, , associate company, major shareholder or controlling person of the Company unless the foregoing relationship has ended not less than two years prior to the appointment.

The term ‘business relationship’ aforementioned under paragraph one includes any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or grant or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, including any other similar actions, which result in the Company or his counterparty being subject to indebtedness payable to the other party in the amount of three percent or more of the net tangible assets of the Company or twenty million Baht or more, whichever is the lower. The amount of such indebtedness shall be calculated according to the calculation method for value of connected transactions under the Notification of the Capital Market Supervisory Board concerning rules on connected transactions mutatis mutandis. The consideration of such indebtedness shall include indebtedness taking place during the course of one year prior to the date on which the business relationship with the person commences.

- e. Neither being nor having been an auditor of the Company, its parent company, subsidiary, associate company, major shareholder or controlling person of the Company, and not being a principal shareholder or controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary, associate company, major shareholders or controlling person of the Company unless the foregoing relationship has ended not less than two years prior to the appointment.
- f. Neither being nor having been any professional advisor including legal advisor or financial advisor who receives an annual service fee exceeding two million Baht from the Company, its parent company, subsidiary, associate company, major shareholders or controlling person of the Company, and neither being nor having been a principal shareholder, controlling person or partner of the professional advisor unless the foregoing relationship has ended not less than two years prior to the appointment.
- g. Not being a director who has been appointed as a representative of the Company’s director, major shareholder or shareholders who are related to the major shareholder.
- h. Not operate any business which has the same nature as and is in significant competition with the business of the Company or its subsidiary, or not being a principal partner in any partnership, or not being an executive committee, employee, staff, or advisor who receives salary; or holding shares exceeding one percent of the total number of voting rights of any other Company operating business which has the same nature as and is in significant competition with the business of the Company or subsidiary.
- i. Not having other any characteristics which make him incapable of expressing independent opinions with regard to the Company’s business affairs.

After having been appointed as an independent director with qualifications complying with the criteria under (a) to (i), the independent director may be assigned by the Board of Directors to take part in the business decision of the Company, its parent Company, subsidiary, associate company, same-level subsidiary, major shareholder or controlling person of the Company on the condition that such decision must be on a collective basis.

**ARTICLES OF ASSOCIATION  
OF  
DHIPAYA GROUP PUBLIC COMPANY LIMITED  
RELATING TO THE SHAREHOLDERS MEETING**

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**Chapter 3  
Transfer of Shares**

- Article 17.** During the 21 (twenty-one) days prior to each Shareholders' Meeting, the Company is entitled to close the registration in respect of the shares transfer by giving notification to shareholders in advance at the Head Office and all the branches for a period of not less than 14 (fourteen) days prior to the closure of the shares transfer.

**Chapter 5  
Shareholders Meetings**

- Article 37.** The Board of Directors must convene a shareholders meeting, which is an annual general meeting of shareholders, within four (4) months from the last day of the fiscal year of the Company. Shareholders meetings other than the aforementioned type are called extraordinary general meetings.

Shareholders meetings can be conducted through electronic media in compliance with the rules, procedures, and conditions prescribed by law.

The board of directors may summon an extraordinary general meeting of shareholders at any time it deems appropriate. One or more shareholders holding shares totaling no less than ten (10) percent of the total shares sold may at any time submit their names and request that the board of directors to call for an extraordinary general meeting in writing, provided that the matters and reasons for the request to call that meeting are clearly stated in the written request. If this occurs, the board of directors must hold a shareholders meeting within forty-five (45) days from the date of the receiving the request from these shareholders.

If the board of directors does not hold the meeting within the period as prescribed under the third paragraph, the shareholders who have endorsed this request or other shareholders holding the number of shares as required may call that meeting within forty-five (45) days from the date under the third paragraph. In this regard, the meeting will be deemed a shareholders meeting called by the board of directors. The Company is responsible for the necessary expenses incurred from that meeting, and must reasonably provide facilitation.

In any meeting that is summoned due to a request by the shareholders under the fourth paragraph, if the number of shareholders present does not form a quorum as specified in Article 40, the shareholders under the fourth paragraph must be jointly responsible for compensating the Company for expenses incurred as a result of that meeting.

- Article 38.** To convene a shareholders meeting, the board of directors must prepare a written notice calling for that meeting, specifying the place, date, time, agenda, and business to be transacted thereat, along with reasonable details, and expressly specifying whether the business is proposed for acknowledgment, approval, or consideration, including the board's opinions thereon. The written notice must be delivered to the shareholders and the registrar, for their information, at least seven (7) days prior to the date of the meeting, and must be published in a newspaper at least three (3) consecutive days no later than three (3) days before the meeting.

- Article 39.** At a shareholders meeting, at least twenty-five (25) shareholders and proxies (if any), or no less than one-half (1/2) of the total number of shareholders, representing, in total, at least one-third (1/3) of the total number of shares sold, must be present in order to form a quorum. At any shareholders meeting, if one hour has passed from the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum as

prescribed, and if that shareholders meeting was called due to a request by the shareholders, the meeting will be cancelled. If the meeting was not called due to a request by the shareholders, it will be rescheduled, and the notice calling for that meeting must be sent to shareholders not less than seven (7) days before the date of the meeting. At the subsequent meeting, a quorum will not be required.

**Article 40.** In a shareholders meeting, the chairman of the board of directors will preside over the meeting. If the chairman of the board of directors is not present at the meeting or is unable to perform his or her duties, the vice-chairman, if any, will preside over the meeting. If there is no vice-chairman, or the vice-chairman is unable to perform his or her duties, the shareholders present at the meeting will elect one shareholder to preside over the meeting.

In casting votes, each shareholder will have votes equal to the number of shares held by him or her. One share entitles the holder to one vote.

Voting must be made openly, unless a secret vote is requested by at least five (5) shareholders, and approved by the shareholders meeting. The method of secret voting will be determined by the chairman of the meeting.

**Article 41.** A resolution of the shareholders meeting must consist of the following votes:

41.1 in a general case, a majority vote of the shareholders who attend the meeting and cast their votes, whereby if there is a tie vote, the chairman of the meeting must cast the deciding vote; and

41.2 in the following cases, resolutions must be passed by a vote of no less than three-quarters (3/4) of the total votes of the shareholders who attend the meeting and are entitled to vote:

- (a) the sale or transfer of the whole or a substantial part of the Company's business to any other person;
- (b) the purchase or acceptance of the transfer of the business of other companies or private companies, by the Company;
- (c) the entry into, amendment, or termination of contracts regarding the lease out of all or a substantial part of the Company's business, the assignment for another person to manage the Company's business, or the merger of the Company's business with another person's with the objective of sharing profit and loss;
- (d) the amendment to the Company's Memorandum or Articles of Association;
- (e) the increase or reduction of capital or the issuance of debentures or debentures convertible into ordinary shares; and
- (f) the amalgamation or dissolution of the Company.

**Article 42.** Transactions to be conducted at an annual general meeting will consist of the following matters:

42.1 considering a report of the board of directors to the meeting, covering the Company's operating results during the previous year;

42.2 considering and approving the balance sheets and the profit and loss statement, and the auditor's report;

42.3 considering and approving the appropriation of profits for dividend payment and a reserve fund;

42.4 considering the election of new directors in place of those who retire by rotation;

42.5 considering and approving the directors' remuneration

42.6 considering the appointment of an auditor and fixing the auditor's fee; and

42.7 other business.

**Chapter 7**  
**Accounting, Finance, and Audit**

- Article 48.** The accounting year of the Company shall commence on 1st January and end on 31 December of every year.
- Article 49.** The Company must cause accounts to be prepared and kept, and an audit to be conducted, in accordance with the applicable laws, and must prepare balance sheets and statements of profit and loss at least once every twelve (12) months, which is the fiscal year of the Company.
- Article 50.** The board of directors shall procure the balance sheet and the profit and loss statement as at the last day of the fiscal year of the Company, and propose to the shareholders' meeting for consideration and approval at the Annual General Meeting. The board of directors shall have the balance sheet and the profit and loss statement audited by an auditor prior to proposing to the shareholders meeting. In this regard, the board of directors is responsible for supervising and preparing financial statement as prescribed by the law.
- Article 51.** The Board of Directors shall have to dispatch the following documents together with the Invitation to the shareholders to attend the Annual General Shareholders' Meeting.
- 51.1 Copy of the audited balance sheets and profit and loss statements together with the auditor's report.
- 51.2 Annual Report of the Board of Directors.
- Article 52.** It is forbidden to share dividend from any other source apart from profit only. In case the company incurs accumulated loss, no dividend payment is allowed. Dividend shall be allocated equally on the number of shares. The Board of Directors may, from time to time, pay the shareholders interim dividends if adequate profit is foreseen which will be reported in the next Shareholders' Meeting. Such dividend payment shall be made within 1 (one) month from the date of the Shareholders' Meeting or resolution made by the Board depending on case by case. A written notice shall be forwarded to the shareholders and the publication of the notice of the dividend payment shall also be made in the newspaper.
- Article 53.** The Company shall allocate part of the annual net profit as a capital reserve for not less than 5 (five) percent of the annual net profit less the accumulated loss brought forward (if any) until the capital reserve reaches an amount of not less than 10 (ten) percent of the registered capital.
- Article 54.** The auditor shall not be a director, employee, officer or staff member holding any position in the Company.
- Article 55.** The auditor has the authority to examine accounts, evidences and any other documents related to incomes, expenditures including assets and liabilities of the Company during the office hours. The auditor has authority to inquire directors, employees, officers and any other staff members holding any position in the company and the agents of the Company to disclose facts or render evidences related to the operation of the company.
- Article 56.** The auditors have the right to prepare a written clarification and present it to a shareholders meeting, as well as the duty to attend every shareholders meeting of the Company at which the balance sheet, profit and loss account and problems pertaining to the Company's accounts are to be discussed in order to provide their explanation regarding the audit of accounts to shareholders. The Company must deliver all the reports and documents of the Company which are to be received by the shareholders for the purpose of that meeting to the auditors.

## IDENTIFICATION DOCUMENTS OF THE SHAREHOLDER OR PROXY HOLDER WHO ARE ENTITLED TO ATTEND THE MEETING

### 1. Individual

#### 1.1 Thai nationality

- (a) Attending shareholders: a current shareholder photo identification card such as Thai identification card, government officer identification card, state enterprise identification card or driver's license.
- (b) Proxies: Proxy Form as attached in this invitation letter, copy of identification card of the shareholder and identification card or passport (in case of a foreigner) of the proxy holder

#### 1.2 Foreigner

- (a) Attending shareholders: Passport of the shareholder
- (b) Proxies: Proxy Form as attached in this invitation letter, copy of passport of the shareholder and identification card or passport (in case of a 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.
- (b) Copy of identification card or copy of passport (in case of a foreigner) of the authorized director who signs the proxy form including identification card or passport (in case of a foreigner) of the proxy holder.

#### 2.2 Juristic person registered outside of Thailand

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

### 3. In the event of the foreign investor appointing the Custodian in Thailand to safeguard and manage the share.


- 3.1 Prepare documents and evidences same as juristic person in item 1 or 2
- 3.2 In the event of the foreign investors appointing the Custodian to sign in the power of attorney, the following evidences are additionally required.
  - 1) The power of attorney from the foreign investor authorizing the Custodian to sign in the Proxy Form
  - 2) The letter of confirmation that the Proxy Holder has a license to operate Custodian business

In case the original documents are not in English, the English translation is required as attachment with an initial by Shareholder or Proxy Holder certifying the accuracy of translation.

**Note:** 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.

## PROFILES OF INDEPENDENT DIRECTORS ACTING AS PROXY FOR SHAREHOLDERS

### 1. Mr. Prasit Damrongchai

AGE	81 Years old	
NATIONALITY	Thai	
ADDRESS	Dhipaya Group Holdings Plc. 1115 Rama 3 Road, Chong Nonsi, Yannawa, Bangkok, 10120	
EDUCATION	<ol style="list-style-type: none"> <li>1. Ph.D. in Political Science, University of Oklahoma, USA (The Civil Service Commission Scholarship)</li> <li>2. Master of Public Administration, Kent State University, USA (The Civil Service Commission Scholarship)</li> <li>3. Master of Development Administration (Honor), National Institute of Development Administration (NIDA)</li> <li>4. Bachelor of Laws, Ramkhamhaeng University</li> <li>5. Bachelor of Education (Honor), Burapha University</li> </ol>	
CERTIFICATIONS	<ol style="list-style-type: none"> <li>1. Diploma, The Joint State - Private Sector Course (Class 388), National Defence College</li> <li>2. Director Accreditation Program (DAP 25/2004), Thai Institute of Directors Association</li> <li>3. Director Certification Program (DCP 91/2007), Thai Institute of Directors Association</li> <li>4. The Role of Chairman Program (RCP 15/2007), Thai Institute of Directors Association</li> <li>5. Advanced Audit Committee Programs (AAP 9/2012), Thai Institute of Directors Association</li> <li>6. Audit Committee Program (ACP 40/2012), Thai Institute of Directors Association</li> <li>7. Monitoring Fraud Risk Management Programs (MFM 8/2012), Thai Institute of Directors Association</li> <li>8. Monitoring the Internal Audit Function Programs (MIA13/2012), Thai Institute of Directors Association</li> <li>9. Monitoring the Quality of Financial Reporting Programs (MFR16/2012), Thai Institute of Directors Association</li> <li>10. Monitoring the System of Internal Control and Risk Management Programs (MIR 13/2012), Thai Institute of Directors Association</li> </ol>	
CURRENT POSITION	Deputy Chairman, Independent Director and Chairman of the Audit Committee	
YEARS OF DIRECTORSHIP	1 Year 7 Months	
POSITION HELD AT OTHER ORGANIZATIONS/COMPANIES/INSTITUTIONS (PRESENT)		

LISTED COMPANY	OTHERS (NON-LISTED COMPANY) (2 COMPANIES)	COMPETITORS / RELATED COMPANY
None	<ol style="list-style-type: none"> <li>1. Deputy Chairman / Independent Director / Chairman of the Audit Committee, Dhipaya Insurance Public Company Limited</li> <li>2. Independent Director / Chairman of the Nomination, Compensation and Corporate Governance Committee, Industrial and Commercial Bank of China (Thai) Public Company Limited</li> </ol>	None

**NO SPECIAL INTEREST IN THE PROPOSED AGENDA FOR THIS MEETING. (AGENDA 1-8)**

**RELATIONSHIPS THAT MAY HAVE CONFLICT OF INTERESTS.**

- Not be close relative to executive officers, major shareholders of the company or its subsidiary.
- Not be executive directors, employee or consultant who receives regular compensation.
- Not be providers of professional service, e.g., auditor, legal consultant.
- Not having business relationship that interferes with exercise of independent judgment.



## PROFILES OF INDEPENDENT DIRECTORS ACTING AS PROXY FOR SHAREHOLDERS

### 2. Mr. Prapas Kong-led

AGE	60 Years old	
NATIONALITY	Thai	
ADDRESS	Dhipaya Group Holdings Plc. 1115 Rama 3 Road, Chong Nonsi, Yannawa, Bangkok, 10120	
EDUCATION	<ol style="list-style-type: none"> <li>1. International Tax Program Certificate and Master of Laws (ITP/LL.M.), Harvard Law School, Harvard University, Massachusetts, USA</li> <li>2. Barrister-at-Law, Institute of Legal Education of the Thai Bar</li> <li>3. Bachelor of Laws (second class honor), Ramkhamhaeng University</li> </ol>	
CERTIFICATIONS	<ol style="list-style-type: none"> <li>1. Diploma, The National Defence Course (Class 56), National Defence College</li> <li>2. Senior Executive Certificate in Anti-Corruption Strategic Management Class 9, Sanya Dharmasakti National Anti-Corruption Institute (SDI), the National Anti-Corruption Commission Institute</li> <li>3. National Academy Justice, Class 21, Judicial Training Institute</li> <li>4. Finance and Fiscal Management Program for Senior Executive (FME), Class 3, the Comptroller General's Department</li> <li>5. Director Certification Program (DCP 172/2013), Thai Institute of Directors Association</li> <li>6. Audit Committee Program, (ACP 44/2013), Thai Institute of Directors Association</li> <li>7. Financial Institutions Governance Program (FGP 6/2013), Thai Institute of Directors Association</li> <li>8. Financial Statements for Directors (FSD 20/2013), Thai Institute of Directors Association</li> <li>9. Role of the Nomination and Governance Committee (RNG 4/2013), Thai Institute of Directors Association</li> <li>10. Role of the Compensation Committee (RCC 16/2013), Thai Institute of Directors Association</li> <li>11. Executive Program in Capital Market (CMA Class 21), Capital Market Academy</li> </ol>	
CURRENT POSITION	Independent Director, Member of the Audit Committee and Chairman of the Corporate Governance Committee	

YEARS OF DIRECTORSHIP 1 Year 5 Months

#### POSITION HELD AT OTHER ORGANIZATIONS/COMPANIES/INSTITUTIONS (PRESENT)

LISTED COMPANY (1 COMPANY)	OTHERS (NON-LISTED COMPANY) (4 COMPANIES)	COMPETITORS / RELATED COMPANY
1. Member of the Audit Committee / Independent Director, PTT Global Chemical Public Company Limited	<ol style="list-style-type: none"> <li>1. Director General, Treasury Department</li> <li>2. Chairman of the Board of Directors, Government Savings Bank</li> <li>3. Independent Director / Chairman of the Corporate Governance Committee / Member of the Audit Committee, Dhipaya Insurance Public Company limited</li> <li>4. Chairman of The Board, Dhanarak Asset Development Company limited</li> </ol>	None

NO SPECIAL INTEREST IN THE PROPOSED AGENDA FOR THIS MEETING. (AGENDA 1-8)

#### RELATIONSHIPS THAT MAY HAVE CONFLICT OF INTERESTS.

- Not be close relative to executive officers, major shareholders of the company or its subsidiary.
- Not be executive directors, employee or consultant who receives regular compensation.
- Not be providers of professional service, e.g., auditor, legal consultant.
- Not having business relationship that interferes with exercise of independent judgment.

## PROXY FORM A

(General Standard/Non Complicated Form)

Revenue stamp  
20 Baht adhere

### As the declaration of the Department of Business Development on the Standard Form of Proxy (No. 5) B.E. 2550

Written at \_\_\_\_\_

Date \_\_\_\_ Month \_\_\_\_\_ Year \_\_\_\_

(1) I/We \_\_\_\_\_ Nationality \_\_\_\_\_

Residing at No. \_\_\_\_\_ Road \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_

Amphoe/Khet \_\_\_\_\_ Province \_\_\_\_\_ Postcode \_\_\_\_\_

(2) Being a shareholder of Dhipaya Group Holdings Public Company Limited Holding the total amount of \_\_\_\_\_ shares and have the right to vote equal to \_\_\_\_\_ votes as follows:

(3) Hereby appoint

 (Mr./Mrs./Miss) \_\_\_\_\_ Age \_\_\_\_\_ Years

Residing at No. \_\_\_\_\_ Road \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_

Amphoe/Khet \_\_\_\_\_ Province \_\_\_\_\_ Postcode \_\_\_\_\_

 Mr. Prasit Damrongchai, aged 81 years, residing at Dhipaya Group Holdings Plc. 1115 Rama 3 Road, Chong Nonsi, Yannawa, Bangkok, 10120

 Mrs. Prapas Kong-led, aged 60 years, residing at Dhipaya Group Holdings Plc. 1115 Rama 3 Road, Chong Nonsi, Yannawa, Bangkok, 10120

As only one person to be my/our proxy to attend and vote on my/our behalf at the 2022 Annual General Meeting of Shareholders to be held on 28 April 2022 at 1400 hrs., via an electronic platform (E-AGM) or such other date, time and place as may be adjourned.

Any acts executed by the proxy holder in the meeting shall be deemed to be the acts executed by myself/ourselves.

Signed \_\_\_\_\_ Proxy Grantor

(\_\_\_\_\_)

Signed \_\_\_\_\_ Proxy Holder

(\_\_\_\_\_)

*Remarks* The shareholder appointing proxy must authorize only one proxy holder to attend and vote in the meeting and may not split the number of shares to a number of proxies for splitting votes.

Please mark only one name of the proxy holder's name with an ✓



**PROXY FORM B**

(Specific requirement applicable to items in proxy)

**As the declaration of the Department of Business Development  
on the Standard Form of Proxy (No. 5) B.E. 2550**Revenue stamp  
20 Baht adhere

Written at \_\_\_\_\_

Date \_\_\_\_ Month \_\_\_\_\_ Year \_\_\_\_

(1) I/We \_\_\_\_\_ Nationality \_\_\_\_\_  
Residing at No. \_\_\_\_\_ Road \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_  
Amphoe/Khet \_\_\_\_\_ Province \_\_\_\_\_ Postcode \_\_\_\_\_

(2) Being a shareholder of Dhipaya Group Holdings Public Company Limited Holding the total amount of \_\_\_\_\_ shares  
and have the right to vote equal to \_\_\_\_\_ votes as follows:

(3) Hereby appoint

(Mr./Mrs./Miss) \_\_\_\_\_ Age \_\_\_\_\_ Years  
Residing at No. \_\_\_\_\_ Road \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_  
Amphoe/Khet \_\_\_\_\_ Province \_\_\_\_\_ Postcode \_\_\_\_\_

Mr. Prasit Damrongchai, aged 81 years, residing at Dhipaya Group Holdings Plc. 1115 Rama 3 Road, Chong Nonsi, Yannawa, Bangkok, 10120

Mrs. Prapas Kong-led, aged 60 years, residing at Dhipaya Group Holdings Plc. 1115 Rama 3 Road, Chong Nonsi, Yannawa, Bangkok, 10120

As only one person to be my/our proxy to attend and vote on my/our behalf at the 2022 Annual General Meeting of Shareholders to be held on 28 April 2022 at 1400 hrs., via an electronic platform (E-AGM) or such other date, time and place as may be adjourned.

(4) I/We hereby authorize the proxy holder to vote on my/our behalf in this meeting as follows :

**Agenda Item 1** To acknowledge the Minutes of the 2021 Annual General Meeting of Shareholders, which was convened on 26 April 2021

Authorize the proxy holder to acknowledge the Minutes of the 2021 Annual General Meeting of Shareholders, which was convened on 26 April 2021 on my behalf.

**Agenda Item 2** To certify the 2021 operating results and to approve the financial statement for the year ending 31 December 2021

(a) The proxy holder is entitled to consider and vote on my behalf as deemed appropriate in all respects.

(b) The proxy holder is entitled to vote at my/our desire as follows :

Approve

Disapprove

Abstain

Please mark only one name of the proxy holder's name with an ✓

**Agenda Item 3** To consider and approve the allocation of profits as legal reserve and dividend payment from the 2021 operating results

- (a) The proxy holder is entitled to consider and vote on my behalf as deemed appropriate in all respects.
- (b) The proxy holder is entitled to vote at my/our desire as follows :
- Approve                       Disapprove                       Abstain

**Agenda Item 4** To elect directors to replace those who are due to retire by rotation

- (a) The proxy holder is entitled to consider and vote on my behalf as deemed appropriate in all respects.
- (b) The proxy holder is entitled to vote at my/our desire as follows :
- To elect all members of the Board of Directors
- Approve                       Disapprove                       Abstain
- To elect an individual member of the Board of Director.
- (1) Mr. Somchainuk Engtrakul
- Approve                       Disapprove                       Abstain
- (2) Mr. Jessada Promjart
- Approve                       Disapprove                       Abstain
- (3) Mr. Suratun Kongton
- Approve                       Disapprove                       Abstain
- (4) Mr. Somchai Poolsavasdi
- Approve                       Disapprove                       Abstain

**Agenda Item 5** To approve the directors' remuneration

- (a) The proxy holder is entitled to consider and vote on my behalf as deemed appropriate in all respects.
- (b) The proxy holder is entitled to vote at my/our desire as follows :
- Approve                       Disapprove                       Abstain

**Agenda Item 6** To appoint the auditors and fix the audit fee for 2022

- (a) The proxy holder is entitled to consider and vote on my behalf as deemed appropriate in all respects.
- (b) The proxy holder is entitled to vote at my/our desire as follows :
- Approve                       Disapprove                       Abstain

**Agenda Item 7** To consider and approve the issuance and offering for sale of debentures in an amount of not exceeding THB 2,000 million

- (a) The proxy holder is entitled to consider and vote on my behalf as deemed appropriate in all respects.
- (b) The proxy holder is entitled to vote at my/our desire as follows :
- Approve                       Disapprove                       Abstain



**Agenda Item 8 Other matters (if any)**

(a) The proxy holder is entitled to consider and vote on my behalf as deemed appropriate in all respects.

(b) The proxy holder is entitled to vote at my/our desire as follows :

Approve

Disapprove

Abstain

- (5) Any vote casting of the proxy holder in any agenda which is not in accordance with those specified in the proxy shall be deemed invalid and not counting as my/our vote casting as a shareholder.
- (6) If I/ we do not specify or clearly specify my/our intention to vote in any agenda, or in the event of the meeting shall consider or pass resolutions in any matter other than those specified above including any amendment or modification of any fact, the proxy holder shall be authorized to consider and vote on my/our behalf as he/she deems appropriate.

Any act executed by the proxy holder in the meeting shall, unless the proxy holder did not cast the votes as specified herein, be deemed as being done by myself/ourselves in all respects.

Signed \_\_\_\_\_ Proxy Grantor

(\_\_\_\_\_)

Signed \_\_\_\_\_ Proxy Holder

(\_\_\_\_\_)

*Remarks 1. The shareholder appointing proxy must authorize only one proxy holder to attend and vote in the in the meeting and may not split the shares to many proxies in splitting votes.*

*2. The agenda pertaining to the Appointment of Directors allows the shareholders to vote for the whole Board of Directors or individual member of the Board of Directors.*

*3. In case there is any other agenda to be considered in addition to those specified in the above mentioned, the proxy grantor may additionally specify such agenda in the Supplemental Proxy Form B as attached hereto.*



## THE SUPPLEMENTAL PROXY FORM B

### The proxy is granted by a shareholder of Dhipaya Group Holdings Public Company Limited

For the 2022 Annual General Meeting of Shareholders to be held on 28 April 2022 at 1400 hrs., via an electronic platform (E-AGM) or such other date, time and place as may be adjourned.

Agenda \_\_\_\_\_ Subject \_\_\_\_\_

(a) The proxy holder is entitled to consider and vote on my behalf as deemed appropriate in all respects.

(b) The proxy holder is entitled to vote at my/our desire as follows :

Approve                       Disapprove                       Abstain

Agenda \_\_\_\_\_ Subject \_\_\_\_\_

(a) The proxy holder is entitled to consider and vote on my behalf as deemed appropriate in all respects.

(b) The proxy holder is entitled to vote at my/our desire as follows :

Approve                       Disapprove                       Abstain

Agenda \_\_\_\_\_ Subject \_\_\_\_\_

(a) The proxy holder is entitled to consider and vote on my behalf as deemed appropriate in all respects.

(b) The proxy holder is entitled to vote at my/our desire as follows :

Approve                       Disapprove                       Abstain

Agenda \_\_\_\_\_ Subject : Appointment of Directors (Continued)

Director name \_\_\_\_\_

Approve                       Disapprove                       Abstain

Director name \_\_\_\_\_

Approve                       Disapprove                       Abstain

Director name \_\_\_\_\_

Approve                       Disapprove                       Abstain



**PROXY FORM C**(Applicable to foreign shareholder appointing  
a custodian in Thailand to act on his/her behalf)Revenue stamp  
20 Baht adhere**As the declaration of the Department of Business Development  
on the Standard Form of Proxy (No. 5) B.E. 2550**

Written at \_\_\_\_\_

Date \_\_\_\_ Month \_\_\_\_\_ Year \_\_\_\_

(1) I/We \_\_\_\_\_ Nationality \_\_\_\_\_

Residing at No. \_\_\_\_\_ Road \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_

Amphoe/Khet \_\_\_\_\_ Province \_\_\_\_\_ Postcode \_\_\_\_\_

As a custodian of \_\_\_\_\_

(2) Being a shareholder of Dhipaya Group Holdings Public Company Limited Holding the total amount of \_\_\_\_\_ shares  
and have the right to vote equal to \_\_\_\_\_ votes as follows:

(3) Hereby appoint

 (Mr./Mrs./Miss) \_\_\_\_\_ Age \_\_\_\_\_ Years

Residing at No. \_\_\_\_\_ Road \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_

Amphoe/Khet \_\_\_\_\_ Province \_\_\_\_\_ Postcode \_\_\_\_\_

 Mr. Prasit Damrongchai, aged 81 years, residing at Dhipaya Group Holdings Plc. 1115 Rama 3 Road, Chong Nonsi, Yannawa,  
Bangkok, 10120 Mrs. Prapas Kong-led, aged 60 years, residing at Dhipaya Group Holdings Plc. 1115 Rama 3 Road, Chong Nonsi, Yannawa,  
Bangkok, 10120As only one person to be my/our proxy to attend and vote on my/our behalf at the 2022 Annual General Meeting of  
Shareholders to be held on 28 April 2022 at 1400 hrs., via an electronic platform (E-AGM) or such other date, time and place  
as may be adjourned.

(4) I/We authorize the proxy holder to attend and vote in this meeting as follows :

 Grant proxy in accordance with the total amount of shares holding and have the right to vote. Partially grant proxy namely Ordinary shares \_\_\_\_\_ shares and have the right to vote equal to \_\_\_\_\_ votes Preference shares \_\_\_\_\_ shares and have the right to vote equal to \_\_\_\_\_ votes

Total voting rights \_\_\_\_\_ votes

(5) I/We hereby authorize the proxy holder to attend and vote on my/our behalf in this meeting as follows :

**Agenda Item 1 To acknowledge the Minutes of the 2021 Annual General Meeting of Shareholders, which was convened  
on 26 April 2021** Authorize the proxy holder to acknowledge the Minutes of the 2021 Annual General Meeting of Shareholders,  
which was convened on 26 April 2021 on my behalf.

Please mark only one name of the proxy holder's name with an ✓



**Agenda Item 2 To certify the 2021 operating results and to approve the financial statement for the year ending 31 December 2021**

- (a) The proxy holder is entitled to consider and vote on my behalf as deemed appropriate in all respects.
- (b) The proxy holder is entitled to vote at my/our desire as follows :
- Approve \_\_\_\_\_ Votes     Disapprove \_\_\_\_\_ Votes     Abstain \_\_\_\_\_ Votes

**Agenda Item 3 To consider and approve the allocation of profits as legal reserve and dividend payment from the 2021 operating results**

- (a) The proxy holder is entitled to consider and vote on my behalf as deemed appropriate in all respects.
- (b) The proxy holder is entitled to vote at my/our desire as follows :
- Approve \_\_\_\_\_ Votes     Disapprove \_\_\_\_\_ Votes     Abstain \_\_\_\_\_ Votes

**Agenda Item 4 To elect directors to replace those who are due to retire by rotation**

- (a) The proxy holder is entitled to consider and vote on my behalf as deemed appropriate in all respects.
- (b) The proxy holder is entitled to vote at my/our desire as follows :
- To elect all members of the Board of Directors
- Approve \_\_\_\_\_ Votes     Disapprove \_\_\_\_\_ Votes     Abstain \_\_\_\_\_ Votes
- To elect an individual member of the Board of Director.
- (1) Mr. Somchainuk Engtrakul
- Approve \_\_\_\_\_ Votes     Disapprove \_\_\_\_\_ Votes     Abstain \_\_\_\_\_ Votes
- (2) Mr. Jessada Promjart
- Approve \_\_\_\_\_ Votes     Disapprove \_\_\_\_\_ Votes     Abstain \_\_\_\_\_ Votes
- (3) Mr. Suratun Kongton
- Approve \_\_\_\_\_ Votes     Disapprove \_\_\_\_\_ Votes     Abstain \_\_\_\_\_ Votes
- (4) Mr. Somchai Poolsavasdi
- Approve \_\_\_\_\_ Votes     Disapprove \_\_\_\_\_ Votes     Abstain \_\_\_\_\_ Votes

**Agenda Item 5 To approve the directors' remuneration**

- (a) The proxy holder is entitled to consider and vote on my behalf as deemed appropriate in all respects.
- (b) The proxy holder is entitled to vote at my/our desire as follows :
- Approve \_\_\_\_\_ Votes     Disapprove \_\_\_\_\_ Votes     Abstain \_\_\_\_\_ Votes

**Agenda Item 6 To appoint the auditors and fix the audit fee for 2022**

- (a) The proxy holder is entitled to consider and vote on my behalf as deemed appropriate in all respects.
- (b) The proxy holder is entitled to vote at my/our desire as follows :
- Approve \_\_\_\_\_ Votes     Disapprove \_\_\_\_\_ Votes     Abstain \_\_\_\_\_ Votes

**Agenda Item 7 To consider and approve the issuance and offering for sale of debentures in an amount of not exceeding THB 2,000 million**

- (a) The proxy holder is entitled to consider and vote on my behalf as deemed appropriate in all respects.
- (b) The proxy holder is entitled to vote at my/our desire as follows :
- Approve \_\_\_\_\_ Votes     Disapprove \_\_\_\_\_ Votes     Abstain \_\_\_\_\_ Votes



**Agenda Item 8 Other matters (if any)**

(a) The proxy holder is entitled to consider and vote on my behalf as deemed appropriate in all respects.

(b) The proxy holder is entitled to vote at my/our desire as follows :

Approve \_\_\_\_\_ Votes     Disapprove \_\_\_\_\_ Votes     Abstain \_\_\_\_\_ Votes

- (6) Any vote casting of the proxy holder in any agenda which is not in accordance with those specified in the proxy shall be deemed invalid and not counting as my/our vote casting as a shareholder.
- (7) If I/we do not specify or clearly specify my/our intention to vote in any agenda, or in the event of the meeting shall consider or pass resolutions in any matter other than those specified above including any amendment or modification of any fact, the proxy holder shall be authorized to consider and vote on my/our behalf as he/she deems appropriate.

Any act executed by the proxy holder in the meeting shall , unless the proxy holder did not cast the votes as specified herein , be deemed as being done by myself/ourself in all respects.

Signed \_\_\_\_\_ Proxy Grantor  
( \_\_\_\_\_ )

Signed \_\_\_\_\_ Proxy Holder  
( \_\_\_\_\_ )

**Remarks**

1. The Proxy Form C is only applicable to a shareholder whose name appears in the shareholder registration book as a foreign investor and has appointed a custodian in Thailand to be responsible for safeguarding his/her shares only.
2. Evidence of documents required attaching to the proxy form are :
  - (1) A Power of Attorney executed by the shareholder authorizing the custodian to sign the proxy form on his/ her behalf
  - (2) A Letter confirming that the person executing the proxy form has obtained a license to act as custodian.
3. The shareholder appointing the proxy must authorize only one proxy holder to attend and vote in the meeting and may not split the number of shares to many proxy holders in splitting votes.
4. The agenda pertaining to the Appointment of Directors allows the shareholders to vote for the whole Board of Directors or individual member of the Board of Directors.
5. In case there is any other agenda to be considered in the meeting other than those specified above, the proxy grantor may additionally specify it in the Supplementary Proxy Form C attached hereto.



## THE SUPPLEMENTARY PROXY FORM C

### The proxy is granted by a shareholder of Dhipaya Group Holdings Public Company Limited

For the 2022 Annual General Meeting of Shareholders to be held on 28 April 2022 at 1400 hrs., via an electronic platform (E-AGM) or such other date, time and place as may be adjourned.

Agenda \_\_\_\_\_ Subject \_\_\_\_\_

(a) The proxy holder is entitled to consider and vote on my behalf as deemed appropriate in all respects.

(b) The proxy holder is entitled to vote at my/our desire as follows :

Approve \_\_\_\_\_ votes  Disapprove \_\_\_\_\_ votes  Abstain \_\_\_\_\_ votes

Agenda \_\_\_\_\_ Subject \_\_\_\_\_

(a) The proxy holder is entitled to consider and vote on my behalf as deemed appropriate in all respects.

(b) The proxy holder is entitled to vote at my/our desire as follows :

Approve \_\_\_\_\_ votes  Disapprove \_\_\_\_\_ votes  Abstain \_\_\_\_\_ votes

Agenda No. \_\_\_\_\_ Subject \_\_\_\_\_

(a) The proxy holder is entitled to consider and vote on my behalf as deemed appropriate in all respects.

(b) The proxy holder is entitled to vote at my/our desire as follows :

Approve \_\_\_\_\_ votes  Disapprove \_\_\_\_\_ votes  Abstain \_\_\_\_\_ votes

Agenda No. \_\_\_\_\_ Subject : Appointment of Directors (Continued)

Director name \_\_\_\_\_

Approve \_\_\_\_\_ votes  Disapprove \_\_\_\_\_ votes  Abstain \_\_\_\_\_ votes

Director name \_\_\_\_\_

Approve \_\_\_\_\_ votes  Disapprove \_\_\_\_\_ votes  Abstain \_\_\_\_\_ votes

Director name \_\_\_\_\_

Approve \_\_\_\_\_ votes  Disapprove \_\_\_\_\_ votes  Abstain \_\_\_\_\_ votes

## To Shareholders

On behalf of Dhipaya Group Holdings Public Company Limited, regarding to save environment that we assure in our shareholders' corporate purpose to minimize plants destruction to produce paper productivity. We therefore provide you the Annual Registration Statement/the 2021 Annual Report (Form 56-1 One Report) and 2021 Financial Report in QR Code that are enclosed with the invitation letter to replace submitting the document. We are pleased to inform you that the significant detail as shown in the annual report such as Good Corporate Governance Policy and Code of Business Conduct and Ethics will be distributed at the website: [www.dhipayagroup.co.th](http://www.dhipayagroup.co.th)

However, please fill out the bottom form and feel free to contact the Company Secretary if you need the Annual Registration Statement/the 2021 Annual Report (Form 56-1 One Report) and 2021 Financial Report in a printed copy. Please kindly return via e-mail address: [nongluxi@dhipayagroup.co.th](mailto:nongluxi@dhipayagroup.co.th), facsimile number 02-239-2049 ext. 2784 or Company Secretary of Dhipaya Group Holdings Public Company Limited No. 1115 Rama 3Road, Chong Nonsi, Yannawa, Bangkok 10120

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## Request Form for the Annual Registration Statement/ the 2021 Annual Report (Form 56-1 One Report)

I, (name) \_\_\_\_\_

Residing at No. \_\_\_\_\_ Road \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_

Amphur/Khet \_\_\_\_\_ Province \_\_\_\_\_ Postcode \_\_\_\_\_

**Wish to receive a printed copy of the following reports** (Please mark in appropriate box)

2021 Annual Report (Form 56-1 One Report)

2021 Financial Report