

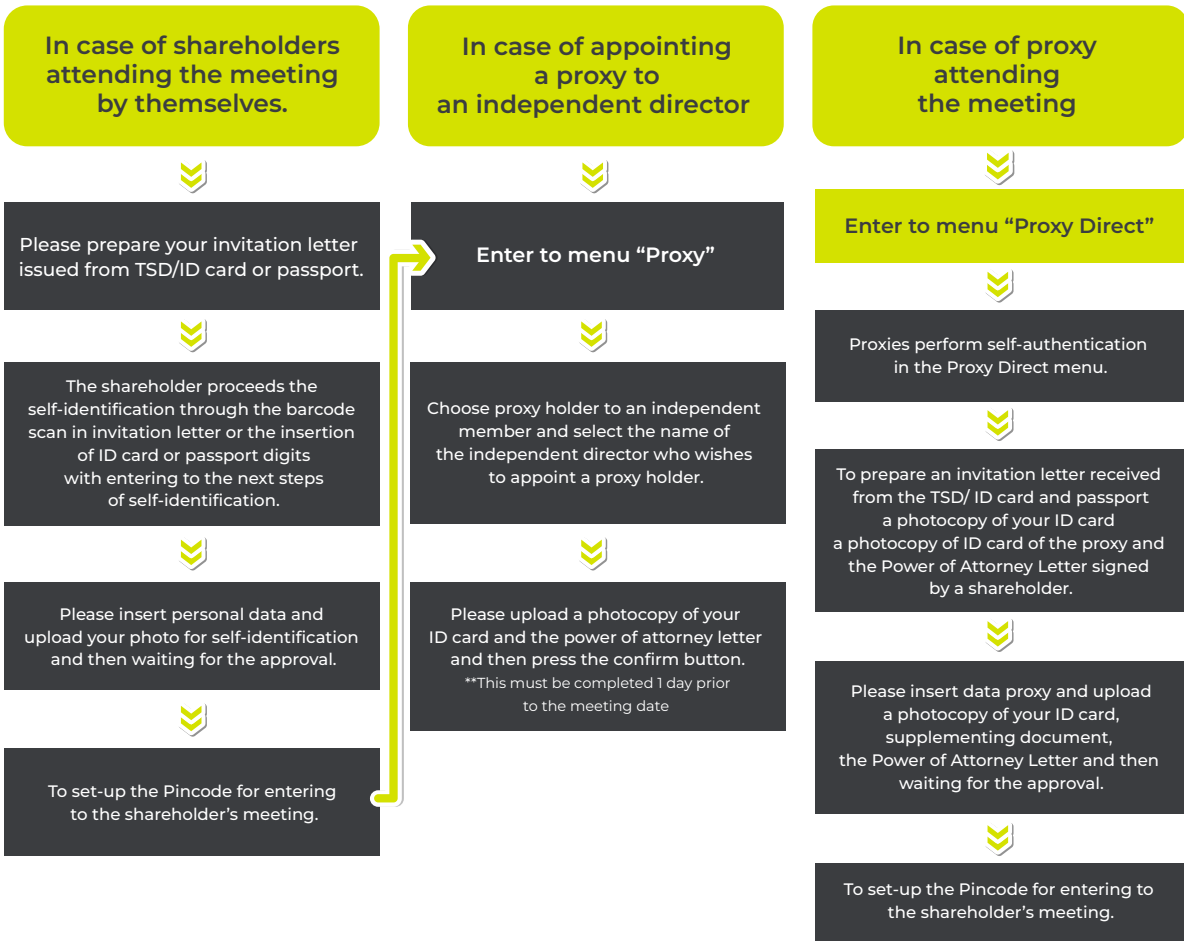


Invitation Letter for the 2023 Annual General Meeting of Shareholders Dhipaya Group Holdings Public Company Limited

26 April 2023 at 1400 hrs.
via an electronic platform (E-AGM)



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



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	Meeting on web App "webagm.irplus.in.th"

For your future information please add id line

@irplusagm

Scan QR Code

Call Center : 02-022-6200 ext.2



IR PLUS AGM

Electronic-Annual General Meeting (E-AGM)

1. Download and Install application “IR PLUS AGM”

From App Store (Support since iOS 14.5) and Google Play Store (Support since Android 8)



iOS
iOS 14.5 ขึ้นไป



Android
Android 8.0 ขึ้นไป

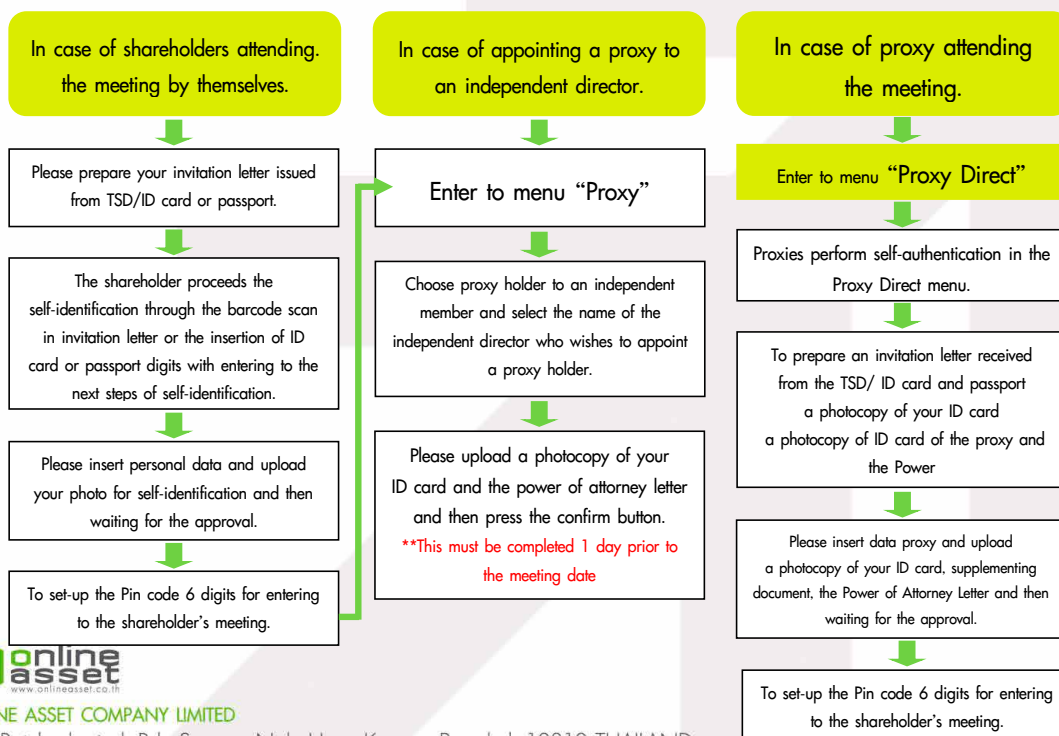


“webagm.irplus.in.th”

Or attend the meeting via the Web App “webagm.irplus.in.th” on Google without an application or program installed.

2. Identity verification process (KYC)

- Select the company you want to attend the meeting. And select the status of the user, then Login to access the system with the ID card number of the shareholders.
- Please insert personal data, upload your photo of the ID card, and then take a photograph of the shareholder holding the ID card for identity verification.
- Fill up the OTP received from the system via selected channels (text/e-mail)
- The system will notify the result of identity verification (KYC) as "Approve" or "Disapprove" In case of Disapprove, the shareholder must proceed with the KYC procedure again.
- Set up the Pin code for attend the meeting.



ONLINE ASSET COMPANY LIMITED

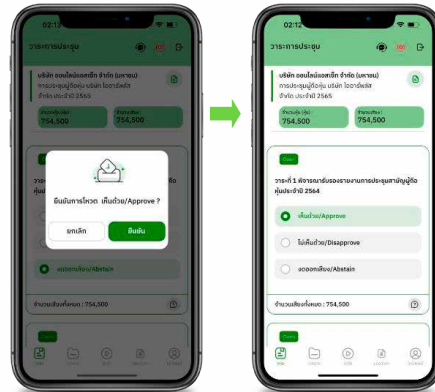
466 Ratchadapisek Rd., Samsen-Nok, Huay Kwang, Bangkok 10310 THAILAND

Tel : +662 022 6200 Fax : +662 022 6255

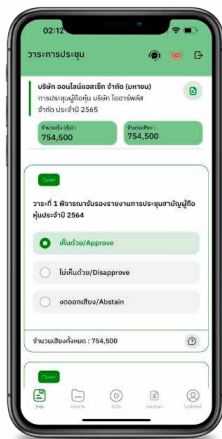
www.efinancethai.com www.onlineasset.co.th

How to vote.

The system will Default vote “Agree” on every agenda that can change the vote result “Disagree” or “Abstain”
Then press the bottom confirms to confirm. The system Will change the voting result immediately.
As shown in the picture.



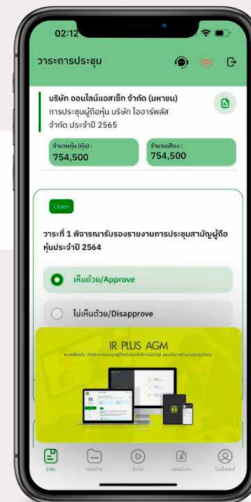
3. Asking question, Text format and VDO Call format



- In case, Asking questions via VDO Call
Click that shown on your screen, then type the question.
Then wait for the staff will get back to you.
- In case, Asking questions via Text
Click that shown in every agenda to send questions to be asked in that agenda. You can ask a question in the system at any time until the agenda is closed.

4. Other Menu

- : Document
- : Media or VDO Presentation
- : Proxy *Incase Provide proxy to independent directors only.
This must be completed 1 day prior the meeting date
- : Profile
- : Log out ****When you confirm to log out the meeting
Your vote will eliminate from the vote base immediately.**
- : Live stream



If you encounter problems in the use please contact : IR PLUS AGM Call Center

Call : 02-022 6200 ext. 2, 626 Office hours: 9:00 a.m. to 5:30 p.m. Monday to Friday



Add Line id : @irplusagm

Or scan QR Code to report a problem using the system to get help quickly.

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.

1. For shareholders/proxies, please take note of the following:

- 1.1 The shareholders who are entitled to attend the 2023 Annual General Meeting of Shareholders (the “Meeting”) are the shareholders whose names appear on the shareholders register on 14 March 2023 (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 IR Plus AGM Application

Shareholders can install the Mobile Application via a smart phone both in iOS (Support since ios 14.5) and Android (Support since Android 8).

2.2 Use of 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:

The shareholders/proxies will be able to perform the self-verification process **from 7 April 2023 at 0900 hrs.** onwards until before the end of the Meeting.

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 26 April 2023, the date of the Meeting for necessary arrangements.

On the date of the Meeting, 26 April 2023, the shareholders/proxies may login 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 text format or VDO Call format 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. Somchai Poolsavasdi** or **Mrs. Pankanitta Boonkrong**, 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 7 - 26 April 2023 at 0900-1700 hrs.

SEC. 011/2023

27 March 2023

- Subject:** Invitation to the 2023 Annual General Meeting of Shareholders
- Attention:** Shareholders of Dhipaya Group Holdings Public Company Limited
- Enclosures:**
1. Copy of the Minutes of the 2022 Annual General Meeting of Shareholders
 2. Annual Registration Statement/Annual Report 2022 (Form 56-1 One 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 the Company
 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 Annual Registration Statement/Annual Report 2022 (Form 56-1 One Report)

On 27 February 2023, the Board of Directors' Meeting of Dhipaya Group Holdings Public Company Limited (the "Company") resolved to approve that the 2023 Annual General Meeting of Shareholders (the "Meeting") is scheduled to be held on 26 April 2023 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 2022 Annual General Meeting of Shareholders, which was convened on 28 April 2022

Objective and Reason: Section 96 of the Public Limited Companies Act B.E. 2535 (1992) (and any amendment) (the "Public Limited Companies Act") provides that the Board of Directors shall cause the minutes of the shareholders meeting to be prepared within 14 days from the meeting date. The Company convened the 2022 Annual General Meeting of Shareholders on 28 April 2022, 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 Stock Exchange of Thailand and the Ministry of Commerce within the period prescribed by law. The minutes was published on the Company's website: www.dhipayagroup.co.th on 11 May 2022 in order for the shareholders to propose any recommendation or correction within 30 days from the date on which the minutes is published on the website. No shareholder proposes any recommendations or correction.

The Board's Opinion: The Board of Directors considered that the minutes of the 2022 Annual General Meeting of Shareholders on 28 April 2022 had been accurately recorded, and deemed it appropriate to propose the minutes of the 2022 Annual General Meeting of Shareholders to the Meeting for acknowledgment. The Company published the minutes of the 2022 Annual General Meeting of Shareholders, together with the invitation letter to the 2023 Annual General Meeting of Shareholders and related documents, on the Company's website: www.dhipayagroup.co.th, on 27 March 2022. The copy of the minutes of the 2022 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 acknowledge the Interim Dividend Payments for 2022

Objective and Reason: The Board of Directors' Meeting No. 5/2022, convened on 31 May 2022, resolved to approve that the Company make the first interim dividend payment at the rate of THB 1.30 per share, totaling THB 772,580,036.80. The first interim dividend payment was made on 24 June 2022. The Board of Directors' Meeting No. 8/2022, convened on 30 August 2022, resolved to approve that the Company made the second interim dividend payment at the rate of THB 0.50 per share, totaling THB 297,146,168.00. The second interim dividend payment was made on 28 September 2022.

The Board's Opinion: The Board of Directors deemed it appropriate to propose this matter to the Meeting for acknowledgement of the two interim dividend payments in 2022, at the rate of THB 1.80 per share, in the total amount of THB 1,069,726,204.80.

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

Agenda Item 3 To certify the 2022 operating results and to approve the financial statement for the year ending 31 December 2022

Objective and Reason: Section 113 of the Public Limited Companies Act requires 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 provides 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 provide 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 of every year) to be prepared and audited by the auditor, and proposed to the annual general meeting of shareholders for approval.

The report of the Company's operating results in 2022 is disclosed in the Annual Registration Statement/ Annual Report 2022 (Form 56-1 One Report) in Part 1, Section 4, "Management Discussion and Analysis", and Part 3, the Financial Statements for the year ending 31 December 2022, which had been reviewed by the Audit Committee and audited by the certified public accountant.

The Board's Opinion: After consideration, the Board of Directors deemed it appropriate to propose that the Meeting certify the 2022 operating results and approve the 2022 financial statements for the period ending 31 December 2022, as reviewed by the Audit Committee and audited by the certified public accountant 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. The information can be downloaded from the QR Code on the Notification of Meeting. The 2022 financial statements ending 31 December 2021 is disclosed on the website of the Stock Exchange of Thailand and the Company's website on 27 February 2023.

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 approve the allocation of profits from the 2022 operating results and the payment of dividend

Objective and Reason: Section 116 of the Public Limited Companies Act and Clause 53 of the Articles of Association provide that the Company must appropriate part of its annual net profits to a reserve fund in an amount of not less than 5% of the annual net profits, less the accumulated loss carried forwards (if any) until this reserve fund reaches the amount of not less than 10% of the registered capital.

The Company's dividend payout policy is not less than 50 percent of the net profit under the Separate Financial Statements of the Company depending on the operating results, financial position, liquidity, investment plan, reserve for loan repayment, reserve funds for future investment or be used as working capital of the Company, conditions and restrictions specified in the loan agreement, and other factors relating to the administration as the Board of Directors deems appropriate. The dividend payment require approval from the Board of Directors and shareholders of the Company (as the case may be).

The Company had caused the financial statements for the year ending 31 December 2022 to be prepared and had the financial statements audited and certified by the auditor. The 2022 operating results can be summarized as follows.

2022 Operating Results (Separate Financial Statements)

Unit: THB

	2022
Registered capital	600,010,000.00
Issued and paid-up shares	594,292,336.00
Net profit (loss)	1,714,679,768.77
Allocation of net profit	
1. Annual dividend	445,719,252.00
2. Interim dividends	1,069,726,204.80
3. Legal reserve	59,428,233.60
Net profit	139,806,078.37
***Total dividend paid	1,515,445,456.80

Comparison of Dividend Payments

Unit: THB

	2022	2021	Change from 2021
Dividend payout policy at a percentage of net profit	50	50	-
Interim dividend payment per share (THB)	1.80	-	1.80
Annual dividend payment per share (THB)	0.75	-	0.75
Total annual cash dividend payment per share (THB)	2.55	-	2.55
Total cash dividend payment (THB)	1,515,445,456.80	-	1,515,445,456.80
Dividend payout rate at a percentage of net profit	88.38	-	100.00

The Board's Opinion: After due consideration, the Board of Directors, therefore, resolved that it was appropriate for the Company to make an annual dividend payment for 2022 at the rate of THB 2.55 per share, representing 88.38 % of the 2022 net profit. The Company had paid the first and second interim dividend payments on 24 June 2022 at the rate of THB 1.30 per share, totaling THB 772,580,036.80, and on 28 September 2022 at the rate of THB 0.50 per share, totaling THB 297,146,168.00 respectively. The remaining dividend is THB 0.75 per share, totaling THB 445,719,252.00 and will be paid in cash. The total dividend payment is THB 1,515,445,456.80, being the dividend paid from the net profit, after deduction of corporate income tax at the rate of 20%. The Company will make payment of the remaining dividend of 2022 on 22 May 2023 to the shareholders who are entitled to receive dividend whose names appear in the register of shareholders on 14 March 2023 (Record Date) after approval has been obtained from the 2023 Annual Meeting of Shareholders in line with the Company's dividend policy.

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 consider and appoint directors to replace those who are due to retire by rotation

Objective and Reason: 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 third year after the registration of the Company, at the 2023 Annual General Meeting of Shareholders, the following 5 directors are due to retire, namely:

(1)	Mr. Prapas	Kong-led	Independent Director and Chairman of the Corporate Governance Committee
(2)	Mr. Vitai	Ratanakorn	Director and Member of the Executive Committee
(3)	Miss Wilaiwan	Kanjanakanti	Director and Member of the Executive Committee
(4)	Miss Panida	Makaphol	Director and Member of the Corporate Governance Committee
(5)	Mr. Luechai	Chaiparinya	Director and Member of the Executive Committee

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 2022 to 31 December 2022, 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 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. Five candidates have been thoroughly considered and individually nominated, as follows:

1. It is proposed to re-elect Mr. Prapas Kong-led, the independent director who is due to retire by rotation to hold office as independent director for another term, the details of which appear in [Enclosure 4](#).
2. It is proposed to re-elect the following two directors who are due to retire by rotation to hold office as director for another term, namely:
 - 2.1 Mr. Vitai Ratanakorn
 - 2.2 Miss Panida Makaphol
3. It is proposed to elect the following two persons to replace the directors who are due to retire by rotation:
 - 3.1 Miss Jaroonsri Wankertphon, in place of Miss Wilaiwan Kanjanakanti
 - 3.2 Miss Nareerut Ariyaprayoon, in place of Mr. Luechai Chaiparinya

These five candidates are fully qualified in accordance with the Public Limited Companies Act and do not possess any prohibited characteristics under the Securities and Exchange Act and the criteria of the Office of the Exchange and Securities Commission as follows.

- (1) **Mr. Prapas Kong-led** has diligently performed his duties as independent director, director, and Chairman of the Corporate Governance. He has knowledge, capabilities, and expertise in the area of laws, taxes, which will be beneficial to the Company's business. It is, therefore, appropriate to re-elect Mr. Prapas Kong-led as independent director for another term.
- (2) **Mr. Vitai Ratanakorn** is a director nominated from the Government Savings Bank. Mr. Vitai Ratanakorn has diligently performed his duties as director and member of the Executive Committee. He has knowledge, capabilities, and expertise in the area of management of large organizations, investments, finance, development of customers in the public and private sectors, which will be beneficial to the Company's business. It is, therefore, appropriate to re-elect Mr. Vitai Ratanakorn as a director for another term.
- (3) **Miss Panida Makaphol** is a director nominated from PTT Public Company Limited. Miss Panida Makaphol has diligently performed her duties as director and member of the Corporate Governance Committee. She has knowledge, capabilities, expertise, and experience in the area of insurance and asset management, which will be beneficial to the Company's business. It is, therefore, appropriate to re-elect Miss Panida Makaphol as a director for another term.
- (4) **Miss Jaroonsri Wankertphon** is a director nominated from PTT Public Company Limited. Miss Jaroonsri Wankertphon is Senior Vice President, Accounting Division, Financial and Accounting Group acting Senior Vice President, Corporate Accounting and Tax, PTT Public Company Limited. Miss Jaroonsri Wankertphon has knowledge, capabilities, expertise, and experience in the area of accounting, finance, taxes, which will be beneficial to the Company's business. It is, therefore, appropriate to elect Miss Jaroonsri Wankertphon as a director in place of Miss Wilaiwan Kanjanakanti, who is due to retire by rotation.

- (5) **Miss Nareerut Ariyaprayoon** is a director nominated from Krung Thai Bank Public Company Limited. Miss Nareerut Ariyaprayoon is Executive Vice President, Credit Product Team, Retail Banking Product & Strategy Group, Krung Thai Bank Public Company Limited. Miss Nareerut Ariyaprayoon has knowledge, capabilities, and expertise in the area of strategy, investment management, retail products, and matter related to management, which will be beneficial to the Company's business. It is, therefore, appropriate to elect Miss Nareerut Ariyaprayoon as a director in place of Mr. Luechai Chaiparinnya, who is due to retire by rotation.

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

The Board's Opinion: The Board of Directors, excluding the re-nominated directors, has considered all nominated candidates who had passed the consideration in accordance with the procedure specified by the Company, that they are fully qualified in accordance with the relevant rules and regulations and are suitable for the Company's business operations. In addition, the Board of Directors has prudently considered that the person, who has been nominated to be elected independent director is fully qualified in accordance with the laws on qualification of independent directors and has considered the qualification individually. The Board of Directors, therefore, resolved to approve, as proposed by the Nomination, Remuneration and Human Resource Management Committee, as follows:

1. To re-elect Mr. Prapas Kong-led, the independent director who is due to retire by rotation to hold office as independent director for another term;
2. To re-elect the following two directors who are due to retire by rotation to hold office as director for another term, namely:
 - 2.1 Mr. Vitai Ratanakorn
 - 2.2 Miss Panida Makaphol
3. To elect the following two persons to replace the directors who are due to retire by rotation:
 - 3.1 Miss Jaroonsri Wankertphon, in place of Miss Wilaiwan Kanjanakanti
 - 3.2 Miss Nareerut Ariyaprayoon, in place of Mr. Luechai Chaiparinnya

Therefore, after the Meeting 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-led	Independent Director
6.	Mr. Somchai	Poolsavasdi	Independent Director
7.	General Somchai	Dhanarajata	Director
8.	Mr. Vitai	Ratanakorn	Director
9.	Mr. Suratun	Kongton	Director
10.	Mrs. Rachadaporn	Rajchataewindra	Director
11.	Miss Panida	Makaphol	Director
12.	Miss Jaroonsri	Wankertphon	Director
13.	Miss Nareerut	Ariyaprayoon	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 6 To consider and approve the directors' remuneration for 2023

Objectives and Reason: According to Section 90 of the Public Limited Companies Act, 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 Board of Directors has appointed the Executive Committee and defined the scope of the duties and responsibilities of the Executive Committee to include consideration and defining the annual investment policy, criteria, and plan; providing opinion and recommendations to the Board of Directors for making decisions on significant issues for the organization strategy and the business direction, and consideration and screening investment projects and opportunities of the Company, its subsidiaries and/or associated companies. In view of the importance of the duties and responsibilities of the Executive Committee to the Company's business operations, the Board of Directors deemed it appropriate to appoint a Deputy Chairman in the Executive Committee to assist and lessen the workload of the Chairman of the Executive Committee.

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, increased responsibilities, and compared with the remunerations in the industry. The Nomination, Remuneration and Human Resource Management Committee, therefore, deemed it appropriate to fix the remuneration of the Deputy Chairman of the Executive Committee.

As the Company has recently commenced its business, the Board of Directors, therefore, deemed it appropriate that the directors' remuneration structure should be the same as in 2020.

1. Meeting Allowances

Meeting Allowances	2023 Meeting Allowances (per person, per month)	2022 Meeting Allowances (per person, per month)	Change from 2022 (THB)	
Board of Directors				
Chairman	61,000	61,000	-	
Deputy Chairman	36,000	36,000	-	
Director	30,000	30,000	-	
Executive Committee				
Chairman	53,000	53,000	-	
Deputy Chairman	31,000	-	-	Deputy Chairman Position is added
Member	26,000	26,000	-	
Subcommittees appointed by Board of Directors				
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 the scopes of the duties of the Board of Directors and the Subcommittees are disclosed in Annual Registration Statement/Annual Report 2022 (Form 56-1 One Report), Chapter 7 “Corporate Governance Structure and Key Information Relating to the Board of Directors, the Subcommittees, the Executives, Employees, and Others, 7.2 Information Relating to the Board of Directors”.

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 7 To appoint the auditors and fix the audit fee for 2023

Objective and Reason: To comply with Section 120 of the Public Limited Companies Act, which provides that the Annual General Meeting of Shareholders must appoint an auditor and fix the audit fee. The previous auditor is eligible to be reappointed. In addition, the Notification of the Capital Market Supervisory Board fixes rules on rotation of auditors that a listed company change its auditor every seven years, whether consecutive or not, and the listed company can appoint the same auditor after five consecutive accounting periods.

The Audit Committee’s Opinion: After due consideration, the Audit Committee appointed the auditors of PricewaterhouseCoopers ABAS Ltd. (“PwC”) to be the Company’s auditors for 2023 because PwC is one of the leading audit firm that provides auditing services internationally. PwC has auditing experience and expertise and their auditors have been approved by the Office of the Securities and Exchange. The Audit Committee deemed it appropriate that the Board of Directors proposes that the Meeting approves to appoint PwC. In addition, PwC and the auditors proposed to be appointed do not have any relationship or have interest with the Company, the subsidiaries, the executive, the major shareholders, or their related persons that might affect their independent performance of duties and their professional opinions on the Company’s financial statements.

The Board’s Opinion: With the recommendation of the Audit Committee and due consideration, the Board of Directors deemed it appropriate to propose the following to the Meeting for approval:

- To appoint the auditors from PricewaterhouseCoopers ABAS Ltd., as follows:

Names of Responsible Auditors	Certified Public Account No.	Years of Auditing Service	
Mr. Paiboon Tunkoon	4298	3 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. was appointed as the main audit firm of the subsidiaries. Nevertheless, certain subsidiaries and associated companies appointed other audit firms to suit their business value. In this regard, the Board of Directors ensures that the audit of the subsidiaries and associated companies would be completed in time.

- To approve the 2023 audit fee of THB 2,280,000, as follows:

Unit: THB

Description	Audit Fee		Increase (decrease)	
	2023	2022	Amount	%
3 Quarters Financial Statement Auditing Fee for the Company	600,000	600,000	-	-
Annual Separate Financial Statement Auditing Fee for the Company	600,000	600,000	-	-
3 Quarters Financial Statement Auditing Fee	480,000	450,000	30,000	6.67
Annual Consolidated Financial Statement Auditing Fee	600,000	500,000	100,000	20.00
Total	2,280,000	2,150,000	130,000	6.05

Remark: Non-Audit Fee: None

The 2023 audit fee increased from that of 2022 by an amount of THB 130,000 or 6.05 %. The reasons for this increase are:

1. It is expected that investment in subsidiaries will increase in 2023. As a result, the Company will be required to prepare its consolidated financial statements several levels.
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. An information system has been established in the audit work in order to detect irregularities of transactions.

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 8 Other matters (if any)

The Company scheduled 14 March 2023 to be the date to list the shareholders who are entitled to attend the 2023 Annual General Meeting of Shareholders (Record Date). The Company published the invitation letter for the 2023 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, 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.

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, enclosed with this 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. Somchai Poolsavasdi** and **Mrs. Pankanitta Boonkrong**, 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 26 April 2023, the date of the Meeting, the shareholders may log in to the IR Plus AGM application to attend the Meeting from 1200 hrs.

Yours faithfully,

Dhipaya Group Holdings Public Company Limited



(Somporn Suebthawilkul, Ph.D.)
Chief Executive Officer



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

- Date** : Thursday, 28 April 2022. The Meeting commenced at 1400 hrs., via the electronic platform (E-AGM)
- Venue** : The Meeting was broadcast from the meeting room on the 19th floor of the Company’s head office building
- Chairman of the Meeting** : Mr. Somchainuk Engtrakul,
Chairman of the Board of Directors
- Secretary of the Meeting** : Mrs. Nonglux Iamchote, Company Secretary
- Participants** : 45 shareholders were present online, 846 shareholders attended the Meeting by proxy, making a total of 891 participants, holding a total of 347,613,910 shares, or equal to 58.49 percent of the total number of shares.

There were 6,629 shareholders absent from the Meeting, holding 246,678,426 shares or equal to 41.51 percent of the total number of shares (the total number of shares refers to the Company's total issued and paid-up shares, that is, 594,292,336 shares). A quorum was thereby constituted in accordance with Article 39 of the Articles of Association of Dhipaya Group Holdings Public Company Limited (the “**Articles of Association**”).

Prior to the Meeting

Mrs. Nonglux Iamchote, Company Secretary, who was delegated by the Chairman to be the master of ceremonies of the 2022 Annual General Meeting of Shareholders (the “**Meeting**”), welcomed the shareholders and explained the procedures of the Meeting.

The Company Secretary referred to the fact that the Board of Directors of Dhipaya Group Holdings Public Company Limited (the “**Company**”) resolved, at the Board of Directors’ Meeting No. 2/2022, convened on 23 February 2022, that the 2022 Annual General Meeting of Shareholders would be convened on 28 April 2022 at 1400 hrs., via an electronic platform (E-AGM).

The shareholders or the proxies, who intended to attend the Meeting via the electronic platform (E-AGM), were 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, as enclosed with the invitation letter.

The shareholders who did 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.

In the case that shareholders have any questions or recommendations, they may submit these questions or recommendations to the Company in advance of the Meeting via the channels stated in the invitation letter.

The Company Secretary added that on 28 September 2021, via the electronic system of the Stock Exchange of Thailand and from 1 October - 31 December 2021, on the website of the Company, that the Company had offered shareholders the right to propose agenda items for the Annual General Meeting of Shareholders, as well as to nominate qualified individuals as directors of the Company before the invitation letters were sent out. However, none of the shareholders proposed any agenda item or nominated a candidate as a director for consideration. On 23 February 2022, the Company announced that it would convene the annual general meeting via the electronic system of the Stock Exchange of Thailand and published the invitation meeting on the Company's website on 28 March 2022, in order to strictly comply with the principles of good corporate governance of the Office of the Securities and Exchange Commission, Section 71 of the Public Companies Act B.E. 2535, and Article 22 of the Articles of Association.

The Company Secretary explained the requirements for the Annual Meeting of Shareholders of Dhipaya Group Holdings Public Company Limited as follows:

(1) Participants were required to present documents to the Chairman or a person delegated by the Chairman, as specified in the enclosure, before attending the Meeting.

(2) Documents and registration authentication reviews were carried out from 8 April 2022 to 28 April 2022 at 1200 hrs. via the IR PLUS AGM application to ensure that the documents in (1) were complete and accurate.

(3) At a shareholders' meeting, at least 25 shareholders and proxies, 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 to form a quorum.

(4) In the casting of votes, each shareholder shall have votes equal to the number of shares that are held by him or her. One share entitles the holder to one vote. Shareholders with an interest on any agenda item shall not be entitled to vote on that particular item.

(5) In general cases, a majority vote of the shareholders who attend the meeting and cast their votes is required, and should there be a tied vote the Chairman of the meeting will have a casting vote.

Furthermore, the Company Secretary introduced the 14 members of the Board of Directors and Chairmen of the subcommittees in attendance as follows:

- | | | |
|-----|--------------------------------|---|
| 1. | Mr. Somchainuk Engtrakul | Chairman of the Board of Directors, presiding as the Chairman of the Meeting |
| 2. | General Somchai Dhanarajata | Director and Chairman of the Executive Committee |
| 3. | Mr. Prasit Damrongchai | Independent Director, Deputy Chairman of the Board of Directors, and Chairman of the Audit Committee |
| 4. | Mr. Sima Simananta | Independent Director and Chairman of the Nomination, Remuneration and Human Resource Management Committee |
| 5. | Mr. Prapas Kong-Ied | Independent Director, Chairman of the Corporate Governance Committee, and member of the Audit Committee |
| 6. | Mr. Luechai Chaiparinya | Director and Chairman of the Investment Committee |
| 7. | Mr. Suratun Kongton | Director and Chairman of the Risk Management Committee |
| 8. | Mr. Vitai Ratanakorn | Director and member of the Executive Committee |
| 9. | Miss Wilaiwan Kanjanakanti | Director and member of the Executive Committee |
| 10. | Mr. Jessada Promjart | Director and member of the Nomination, Remuneration and Human Resource Management Committee |
| 11. | Mrs. Pankanitta Boonkrong | Independent Director and member of the Audit Committee |
| 12. | Mr. Watana Kanlanan | Director and member of the Corporate Governance Committee |
| 13. | Mrs. Nattachavi Thoonsaengngam | Director, and Member of the Audit Committee |
| 14. | Somporn Suebthawilkul, Ph.D. | Chief Executive Officer, Director, member of the Executive Committee, member of the Corporate Governance Committee, member of the Risk Management Committee, and member of the Investment Committee |

There are 14 members of the Board of Directors in total, and 14 members attended the Meeting, equal to 100 percent of the total number of the Board of Directors.

Mrs. Nonglux Iamchote, Company Secretary, acted as the Secretary of the Meeting.

The Company Secretary introduced the Company's Chief Financial Officer, Mr. Wiboon Fuengparnitjarone, Chief Financial Officer and two senior executives as follows:

- | | | |
|----|-----------------------------|--------------------------------|
| 1. | Mr. Prasitchai Soontrapirom | Deputy Chief Executive Officer |
| 2. | Mr. Nasis Prasertsakun | Deputy Chief Executive Officer |

The Company Secretary introduced three representatives from PricewaterhouseCoopers ABAS Ltd., external auditors, for 2021 as follows:

1. Mr. Paiboon Tunkoon;
2. Miss Viphasiri Vimanrat; and
3. Miss Pornteera Charaskumchornkul.

The Company Secretary also welcomed representatives from the Stock Exchange of Thailand and the Thai Investors Association, observers to the Meeting, as well as legal experts from Legal State and Consultant Co., Ltd. as follows:

1. Miss Sirunporn Palee;
2. Mrs. Suchada Sattayapat;
3. Miss Julalak Warakum; and
4. Mr. Thanadej Akaranithiphat.

The four persons above acted as observers and will prepare an observation report that will be published on the Company's website after the Meeting, in order to assure the shareholders that the elements of the Meeting, i.e. the document verification, the registration, the counting of shareholders and proxies to constitute a quorum, as well as the counting of votes to pass a resolution of the Meeting were performed in a transparent manner, and complied with the law and the Articles of Association.

The Company Secretary stated that the record date to determine the list of shareholders who were entitled to attend the Meeting was 11 March 2022. There were altogether 7,520 shareholders who were entitled to attend the Meeting from a total of 594,292,336 issued and paid-up shares. In this Meeting, 45 shareholders were present in person online, holding 4,442,951 shares, 846 shareholders attended the Meeting by proxy, holding 343,170,959 shares. In total, there were 891 participants attending the Meeting, holding a total of 347,613,910 shares or equal to 58.49 percent of the total issued and paid-up shares, all of whom were entitled to vote. Section 103 of the Public Companies Act B.E. 2535 and Article 39 of the Articles of Association provide that in order to constitute a quorum of the Meeting, the Meeting must be attended by no less than 25 shareholders or proxies, or no less than half of the shareholders, and the combined number of shares must be not less than one-third of the total issued and paid-up shares. Consequently, the number of shareholders attending the Meeting, as well as the number of shares above constituted a quorum in accordance with the Articles of Association.

The Company Secretary invited Mr. Somchainuk Engtrakul, Chairman of the Board of Directors of the Company, presiding as the Chairman of the 2022 Annual General Meeting of Shareholders, to deliver an opening speech to the Meeting.

The Meeting commenced.

Mr. Somchainuk Engtrakul, presiding as the Chairman of the 2022 Annual General Meeting of Shareholders, delivered the opening speech, and thanked the shareholders and proxies for dedicating their time in attending the Meeting. The Chairman, then, delegated the Company Secretary to explain the procedures for voting and the voting process on each agenda item to the Meeting.

The Company Secretary explained the procedures for voting and the voting process on each agenda item as follows:

1. In the casting of votes according to Article 40 of the Articles of Association, each shareholder will have votes equal to the number of shares held by that shareholder or proxy. One share entitles the holder to one vote.

2. Shareholders can cast votes for approval, disapproval, or abstain, on each agenda item, according to their number of shares or as appointed to their proxy. In the casting of votes on each agenda item, shareholders may cast votes for approval, disapproval or abstention via the IR PLUS AGM Application. Shareholders may vote for approval, and if no vote is selected, the system will treat this vote as an automatic approval.

For the fourth agenda item, to elect directors to replace those who are due to retire by rotation, the Chairman will notify shareholders to vote individually.

3. For every agenda item for consideration or approval, the Chairman will ask whether any shareholder wishes to vote for disapproval or to abstain. If no one abstains or disapproves, the Chairman will deem the meeting resolution for the agenda item approved by a unanimous vote. If shareholders wish to vote for disapproval or abstain, the Chairman will request the shareholders to cast their vote via the IR PLUS AGM application accordingly, as stated above. The time for the casting of votes for each agenda item is one minute, and once this has been completed the Chairman will end the casting of votes for vote counting.

4. In vote counting, the votes for disapproval, abstention, and invalid ballots will be deducted from the total number of votes of the shareholders who attend the Meeting and are eligible to vote.

5. For shareholders represented by an appointed proxy who have submitted their votes in the proxy letter, the Company has collected and recorded the information in its system. The proxy at the Meeting will not need to cast a vote. For any proxy that has not submitted their votes, the proxy is required to vote according to the methods as given.

6. The Company Secretary will inform the Meeting of the resolution of each agenda item. The counted votes will consist of votes from shareholders and proxies attending the Meeting. Each agenda item will refer to the number of shares of the shareholders during the consideration of that particular agenda item. Shareholders who wish to vote for approval, disapproval or abstention will use the IR PLUS AGM application. Shareholders may vote for approval and if no vote is selected, the system will treat this vote as an automatic approval.

7. Before voting on each agenda item, shareholders are able to enquire regarding the agenda item accordingly. Enquiries or opinions of shareholders or proxies can be submitted via typing them in the IR PLUS AGM application and choosing the question mark icon shown for each agenda item. The Company will gather the inquiries and answer after the agenda items have been considered.

In the case that shareholders submit a substantial number of inquiries, to ensure the efficiency of the Meeting, the Company will answer the questions involving the agenda items after the Meeting through the email registered by each shareholder. The information will be gathered as a Q&A for shareholders on the Company's website.

8. The resolution of the Meeting must consist of the following votes:
- Agenda Item 1 was for acknowledgement only with no resolutions required.
 - Agenda Item 2, Agenda Item 3, Agenda Item 4, and Agenda Item 6 must be approved by a majority vote of the shareholders who attend the Meeting and are eligible to vote, in accordance with Article 42 of the Articles of Association.
 - Agenda Item 5 must be approved by a vote of not less than two-thirds of the total votes cast by the shareholders who attend the Meeting in accordance with Section 90 of the Public Companies Act B.E. 2535.
 - Agenda Item 7 must be approved by a vote of not less than three-quarters of the total number of votes cast by the shareholders who attend the Meeting in accordance with Section 145 of the Public Companies Act B.E. 2535.

The Chairman asked the Meeting to endorse the voting procedure as presented by the Company Secretary. None of the shareholders had any objections or disagreed with the voting and vote-counting procedures.

The Chairman then conducted the Meeting according to the agenda items which had been sent to the shareholders, together with the invitation letter. The Meeting consisted of eight agenda items as follows.

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

The Chairman informed the Meeting that the Shareholding and Management Restructuring Plan by means of making a tender offer for the total amount of ordinary shares of Dhipaya Insurance Public Company Limited ("TIP") and the listing of the ordinary shares of Dhipaya Group Holdings Public Company Limited ("TIPH") on the Stock Exchange of Thailand on 7 September 2021.

Accordingly, the 2021 Annual General Meeting of Shareholders, convened on 26 April 2021, consisting of the initial 15 shareholders, which had been approved by the Extraordinary Meeting of Shareholders of TIP No. 1/2020, convened on 1 September 2020, agreed to incorporate a holding company in the form of a public limited company under the name of Dhipaya Group Holdings Public Company Limited in accordance with the Shareholding and Management Restructuring Plan.

The 2021 Annual General Meeting of Shareholders was convened within four months of the end of the accounting period, in accordance with Section 98 of the Public Companies Act B.E. 2535. The minutes of the 2021 Annual General Meeting of Shareholders, convened on 26 April 2021, were submitted to the Ministry of Commerce within the specified period, as required by law. The minutes, the invitation letter, and relevant documents were published on the Company's website: www.dhipayagroup.co.th on and from 28 March 2022.

After due consideration, the Board of Directors deemed it appropriate to propose the minutes of the 2021 Annual General Meeting of Shareholders, which had been sent to the shareholders together with the invitation letter, to the Meeting for acknowledgment.

The Chairman provided an opportunity for questions via the IR PLUS AGM Application by choosing the question mark icon shown for each agenda item and typing the question in the system.

None of the shareholders raised any questions or expressed any opinions. As a result, the Chairman proposed that the Meeting acknowledge the minutes of the 2021 Annual General Meeting of Shareholders.

Resolution: The Meeting acknowledged the minutes of the 2021 Annual General Meeting of Shareholders, which was convened on 26 April 2021.

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

The Chairman delegated Somporn Suebthawilkul, Ph.D., Chief Executive Officer, to report the details of this agenda item.

Somporn Suebthawilkul, Ph.D., reported to the Meeting that the Shareholding and Management Restructuring Plan, by means of making a tender offer for the total ordinary shares of Dhipaya Insurance Public Company Limited ("TIP") in exchange of the ordinary shares of "Dhipaya Group Holdings Public Company Limited" ("TIPH" or the "Company") at the ratio of 1:1 and the listing of the ordinary shares of TIPH on the Stock Exchange of Thailand in place of the ordinary shares of TIP on 7 September 2021, had been completed as previously conveyed to the shareholders.

In 2021, Dhipaya Insurance Public Company Limited was the only subsidiary in which TIPH held shares. Accordingly, the 2021 operating results and the consolidated financial statement ending 31 December in 2021 of TIPH mostly reflect the operating results of Dhipaya Insurance Public Company Limited, as the core company of the group.

The operating results of Dhipaya Insurance Public Company Limited in 2021 can be summarized as follows.

In 2021, amid the crisis of the COVID-19 pandemic, and against all odds, TIP was able to achieve a phenomenal growth of both its operating results and its written premiums, and this exponentially exceeded its target. TIP recorded gross written premiums of THB 29,410.10 million, or a growth rate of 15.70 percent, and witnessed the growth of premiums in every product as follows:

- Miscellaneous Insurance of THB 20,845.40 million, representing 70.88 percent of the total written premiums, an increase of THB 2,758.02 million, or a growth rate of 15.25 percent;
- Motor Insurance of THB 6,029.14 million, representing 20.50 percent of the total written premium, an increase of THB 1,127.70 million, or a growth rate of 23.01 percent;
- Fire Insurance of THB 1,957.77 million, representing 6.66 percent of the total written premium, an increase of THB 48.19 million, or a growth rate of 2.52 percent;
- Marine Insurance of THB 577.79 million, representing 1.96 percent of the total written premium, an increase of THB 77.66 million, or a growth rate of 15.53 percent.

Dhipaya Insurance Public Company Limited recorded income and profit from investment of THB 863.95 million, or a growth of 14.48 percent.

In 2021, TIP was able to generate a profit in spite of other insurance companies being severely affected by the COVID-19 pandemic, with details as follows:

- Net profit of THB 1,843.37 million, an increase of 10.73 percent
- Owner's equity of THB 9,689.51 million, an increase of 14.76 percent

The growth in the operating results stems from the fact that TIP not only effectively complied with the action plan, but also developed its products to suit its customers' needs, continuously upgrading its customer service, and was able to manage its risk factors effectively. As a result, TIP is entrusted by customers to the extent that it enjoyed a growth in written premiums at a rate that is higher than that of the overall industry, maintained its current customers, expanded its customer base from projects initiated with partners that exceeded the target, initiated and developed innovation projects, technology, and application in the operating system and customer services effectively, earning recognition from customers and agencies both within the country and at the international level.

The policy and business direction of TIPH which gives priority to the financial strength of every subsidiary, coupled with sustainable growth, resulted in TIP, the core company of the Group, being ranked "Excellent" or A- for its financial creditability by A.M. Best, a US credit rating agency and an expert in evaluating strength and creditability of businesses, particularly the insurance business, for three consecutive years. This ranking reflected the confidence in the overall operation of TIP from its continuous outstanding performance, both in underwriting and investment, coupled with its distinguished financial strength, and prudent risk management, amid an economy and business environment that has been severely affected by the COVID-19 pandemic.

In addition, TIPH has given priority to its operation under the principles of good corporate governance, and has imposed anti-corruption measures for its subsidiary, whether by information disclosure, or a business operation standard that focuses on transparent and fair market mechanism to ensure continuous efficiency. In 2021, TIP's membership of the Collective Action Against Corruption was renewed, on 31 March 2021, and a refreshment training course was conducted to ensure that the employees have knowledge and understanding, and are able to properly comply with the policies, and this training will be conducted at least once a year.

Priority has also been given to vendors and business agents: they were informed of the Anti-corruption Policy, were requested to sign the integrity pact, and were encouraged to comply with the Anti-corruption Policy.

TIPH is in the process of applying to become a member of the Collective Action Against Corruption.

The operating results for the year ending 31 December 2021 of Dhipaya Group Holdings Public Company Limited, can be summarized, in the separate financial statement and the consolidated financial statement, as follows.

The separate financial statement of Dhipaya Group Holdings Public Company Limited can be summarized as follows:

Net loss	THB	14.20	million
Loss per share	THB	0.07	
Assets	THB	9,136.85	million
Liabilities	THB	15.86	million
Owner's equity	THB	9,120.98	million

The consolidated financial statement for 2021 of Dhipaya Group Holdings Public Company Limited, which has been considered by the Audit Committee and the Board of Director and audited by the Auditor, are detailed in the 2021 Annual Report, and this has been sent to the shareholders in advance of this Meeting, together with the invitation letter. The **consolidated financial statement** of the Company for the year 2021 can be summarized as follows.

Summary of the 2021 Operating Results and Financial Position in the Consolidated Financial Statement

Premium written	THB	29,410.10	million	
				At a growth rate of 15.79%
Earnings and profits from investment	THB	863.95	million	
				At a growth rate of 14.48%
Net profit	THB	1,829.04	million	
				At a decrease rate of 11.41%
Profit per share	THB	3.05	million	
				At a decrease rate of 11.41%
Assets	THB	49,639.42	million	
				At a growth rate of 11.62%
Liabilities	THB	39,964.45	million	
				At a growth rate of 10.92%
Owner's equity	THB	9,582.63	million	
				At a growth rate of 14.59%

The Chairman provided an opportunity for questions via the IR PLUS AGM Application by choosing the question mark icon shown for each agenda item and typing the question in the system.

None of the shareholders raised any questions or expressed any opinions.

The Secretary of the Meeting then asked the shareholders to cast their votes for approval, disapproval or abstention via the IR PLUS AGM application. Shareholders may vote for approval, or if no vote is selected, the system will treat such vote as automatic approval. After the votes had been counted, the Secretary of the Meeting then concluded this resolution as follows.

Resolution: The Meeting considered and resolved to certify the 2021 operating results and to approve the financial statement for the year ending 31 December 2021 by a majority vote of the shareholders who attended the Meeting and were eligible to vote as follows:

Resolution	No. of votes (1 share = 1 vote)	Percentage of the number of shares represented by those who exercised the right to vote
1. Approved	347,626,508	100.0000
2. Disapproved	2	0.0000
3. Abstained	0	0.0000
4. Invalid ballots	0	0.0000

Agenda Item 3 To approve the allocation of profits and the payment of dividend from the 2021 operating results

The Chairman delegated Somporn Suebthawilkul, Ph.D., Chief Executive Officer, to report the details of this agenda item. Somporn Suebthawilkul, Ph.D., reported to the Meeting that the 2021 separate financial statement of the Company for the year ending 31 December 2021 showed a loss of THB 14.20 million, as had been stated in Agenda Item 2. In addition, Section 115 of the Public Limited Companies Act B.E. 2535 provides that no dividends shall be paid other than out of profits. In the case where a company has incurred an accumulated loss, no dividends may be paid.

Accordingly, the Board of Directors approved to propose to 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 2021 operating results.

Notwithstanding the foregoing, the 2022 Annual General Meeting of TIP on 29 March 2022 approved the payment of dividends for 2021 to the shareholders at the rate of THB 1.50 per share, totaling THB 900 million, and the payment of this dividend was made on 22 April 2022. Accordingly, the Company would recognize the income from payment of dividend from TIP as its operating results for the first quarter of 2022.

At present, the Company holds 594.28 million shares or 99.05 percent of TIP, and received the payment of a dividend of THB 891.42 million from TIP on 22 April 2022.

In this regard, the Management would propose options to the Board of Directors to consider making a payment of dividend to the shareholders as appropriate and in accordance with the relevant law.

The Chairman provided an opportunity for questions via the IR PLUS AGM Application by choosing the question mark icon shown for each agenda item and typing the question in the system. A shareholder asked questions and express opinions as follows.

Mr. Prinya Thianvorn, a proxy of Mr. Min Thianvorn, asked whether or not the Company would pay dividend and if yes, when it would be paid.

Somporn Suebthawilkul, Ph.D., explained that considering that the tender offer of TIPH for the shares of TIP was only completed at the end of 2021, and at that time, the Company did not recognize any income from the dividends of TIP, and in addition, the Company incurred expenses in the incorporation of the Company. As a result, the operating results or the financial statement of TIPH at the end of 2021 shows a loss of THB 14.20 million, and the Company would be unable to declare any payment of dividend, in accordance with Section 115 of the Public Limited Companies Act B.E. 2535. Notwithstanding the foregoing, on 22 April 2022, TIPH received a payment of dividend from TIP, which would be recognized as the income of TIPH in the first quarter of 2022. Consequently, the Management would propose options for the Board of Directors to consider making an appropriate payment of dividends to the shareholders and in accordance with the relevant law in due course.

None of the shareholders raised any questions or expressed any opinions via the IR PLUS AGM.

The Secretary of the Meeting then asked the shareholders to cast their votes for approval, disapproval or abstention via the IR PLUS AGM application. Shareholders may vote for approval, or if no vote is selected, the system will treat such vote as an automatic approval. After the votes had been counted, the Secretary of the Meeting then came to a conclusion for this resolution.

Resolution: The Meeting considered and resolved to 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, by a majority vote of the shareholders who attended the Meeting and were eligible to vote as follows:

Resolution	No. of votes (1 share = 1 vote)	Percentage of the number of shares represented by those who exercised the right to vote
1. Approved	347,613,910	99.9964
2. Disapproved	12,600	0.0036
3. Abstained	0	0.0000
4. Invalid ballots	0	0.0000

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

The Company Secretary explained that Agenda Item 4: To elect directors to replace those who are due to retire by rotation, Mr. Somchainuk Engtrakul, the Chairman of the Meeting, was due to retire by rotation. It was, therefore, proposed that Mr. Prasit Damrongchai, Deputy Chairman of the Board of Directors, should act as the Chairman of the Meeting for this agenda item.

Mr. Prasit Damrongchai, acting as the Chairman of the Meeting, delegated Mr. Sima Simananta, the Chairman of the Nomination, Remuneration and Human Resource Management Committee, to present this agenda item to the Meeting.

Mr. Sima Simananta explained to the Meeting that Section 71 of the Public Limited Companies Act B.E. 2535 and Article 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.

Considering that this is the second year following the registration of the Company, the directors to retire shall be drawn by lots. At the Meeting, there were four directors who were due to retire, 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 | Director, and Member of the Risk
Management Committee |

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

Mr. Sima Simananta, then, delegated the Company Secretary to present the details of this agenda item to the Meeting.

The Company Secretary reported to the Meeting as follows. After due consideration, the Nomination, Remuneration and Human Resource Management Committee considers that the three directors who were due to retire by rotation were qualified, in accordance with their knowledge, expertise, and performance in the development and growth of the Company. Therefore, it was proposed that the Meeting should re-elect the three directors who were due to retire by rotation to hold office as directors for another term, and also to elect an independent director to fill the vacant position.

In order to comply with the principles of good corporate governance, the shareholders were requested to cast their votes for each director on an individual basis. In addition, in order to facilitate the consideration of the qualifications of the directors involved, the resumes of the directors had been enclosed with the invitation letter to the shareholders. The Company Secretary requested that the shareholders should cast their votes via the IR PLUS AGM application after the names and the resumes of the four proposed directors had been announced one after another.

The Board of Directors, excluding the directors who had been nominated, considered the opinion of the Nomination, Remuneration and Human Resource Management Committee, excluding the member of the Nomination, Remuneration and Human Resource Management Committee who had been nominated, and was of the view that the directors who were due to retire by rotation were fully qualified in accordance with the Public Companies Act B.E. 2535, based on their knowledge, expertise and extensive experience in the industry, and that this would contribute to the Company's future growth.

Therefore, it was proposed that the Meeting should re-elect the three directors who were due to retire by rotation to hold office as directors for another term, and to elect an independent director to fill the vacant position.

The personal profiles of the proposed directors were presented and the shareholders were requested to cast their votes as follows.

1. To re-elect the following three directors who were due to retire by rotation to hold office as directors for another term, namely:
 - 1.1 Mr. Somchainuk Engtrakul: After due consideration, the Board of Directors was of the view that 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 future expansion. It is therefore appropriate to re-elect Mr. Somchainuk Engtrakul as a director for another term.
 - 1.2 Mr. Jessada Promjart: After due consideration, the Board of Directors was of the view that Mr. Jessada Promjart, a director nominated from the Government Savings Bank, 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, and this will be beneficial for the Company's business expansion. It is, therefore, appropriate to re-elect Mr. Jessada Promjart as a director for another term.
 - 1.3 Mr. Suratun Kongton: After due consideration, the Board of Directors was of the view that Mr. Suratun Kongton, a director nominated from Krung Thai Bank Public Company Limited, has diligently performed his duties as a director and as the Chairman of the Audit Committee. He has knowledge, capability, and expertise in the area of management of large organizations, investments, and credit facilities, all of 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.

2. To elect an independent director to replace the vacant position, namely:

2.1 Mr. Somchai Poolsavasdi: After due consideration, the Board of Directors was of the view that Mr. Somchai Poolsavasdi has knowledge, capabilities, expertise, and experience in law and regulations relating to state enterprises, public limited companies, and limited companies, and managing large organizations, which will be beneficial to the Company's business. It is, therefore, appropriate to elect Mr. Somchai Poolsavasdi as an independent director.

Mr. Prasit Damrongchai, acting the Chairman of the Meeting, provided an opportunity for questions via IR PLUS AGM Application by choosing the question mark icon shown for each agenda item and typing the question in the system.

None of the shareholders raised any questions or expressed any opinions.

The Secretary of the Meeting then asked the shareholders to cast their votes for approval, disapproval or abstention via the IR PLUS AGM application. Shareholders may vote for approval, or if no vote is selected, the system will treat such vote as an automatic approval. After the votes had been counted, the Secretary of the Meeting then came to a conclusion on this resolution.

Resolution: The Meeting considered and approved the re-election of the three directors who were due to retire by rotation to hold office as directors for another term, namely, (1) Mr. Somchainuk Engtrakul; (2) Mr. Jessada Promjart; and (3) Mr. Suratun Kongton, and to elect Mr. Somchai Poolsavasdi as independent director to replace the vacant position by a majority vote of the shareholders who attended the Meeting and cast their votes as follows:

No.	Name of Director	Approved (Vote)/ (Percentage)	Disapproved (Vote)/ (Percentage)	Abstained (Vote)/ (Percentage)	Invalid ballots (Vote)/ (Percentage)
1	Mr. Somchainuk Engtrakul	345,641,477	1,985,033	0	0
		99.4290	0.5710	0.0000	0.0000
2	Mr. Jessada Promjart	345,641,477	1,985,033	0	0
		99.4290	0.5710	0.0000	0.0000
3	Mr. Suratun Kongton	345,641,477	1,985,033	0	0
		99.4290	0.5710	0.0000	0.0000
4	Mr. Somchai Poolsavasdi	345,749,177	1,877,333	0	0
		99.4600	0.5400	0.0000	0.0000

Agenda Item 5 To approve the directors' remuneration

For this agenda item, Mr. Somchainuk Engtrakul resumed duty as the Chairman of the Meeting.

The Chairman delegated Mr. Sima Simananta, Chairman of the Nomination, Remuneration and Human Resource Management Committee, to present the details of this agenda item to the Meeting.

Mr. Sima reported that for 2022 the Nomination, Remuneration and Human Resource Management Committee had considered the remuneration of the Board of Directors and the subcommittees, taking into consideration the appropriateness, and the increase of responsibilities in comparison to the benchmark of non-life insurance. Notwithstanding the foregoing, considering that the Company had only recently commenced its operation and after due consideration, the Nomination, Remuneration and Human Resource Management Committee was of the view that the remuneration rates should be the same as those of the previous year as follows.

1. Meeting Allowances

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

There are five subcommittees as follows:

- (1) Audit Committee;
- (2) Nomination, Remuneration and Human Resource Management Committee;
- (3) Corporate Governance Committee;

- (4) Risk Management Committee; and
 (5) Investment Committee.

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

3. Other remuneration: None

The Chairman provided an opportunity for questions via the IR PLUS AGM Application by choosing the question mark icon shown for each agenda item and typing the question in the system.

None of the shareholders raised any questions or expressed any opinions.

The Secretary of the Meeting then asked the shareholders to cast their votes for approval, disapproval or abstention via the IR PLUS AGM application. Shareholders may vote for approval, or if no vote is selected, the system will treat such vote as automatic approval. After the votes had been counted, the Secretary of the Meeting then came to a conclusion on this resolution.

Resolution: The Meeting considered and resolved to approve the 2022 directors' remuneration as proposed, by a vote of not less than two-thirds of the total number of the shareholders who attended the Meeting and were eligible to vote as follows:

Resolution	No. of votes (1 share = 1 vote)	Percentage of the number of shares represented by those who exercised the right to vote
1. Approved	347,628,208	100.0000
2. Disapproved	2	0.0000
3. Abstained	0	0.0000
4. Invalid ballots	0	0.0000

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

The Chairman assigned Mr. Prasit Damrongchai, Chairman of the Audit Committee, to explain the details of this agenda item.

Mr. Prasit explained to the Meeting that Section 120 of the Public Companies Act B.E. 2535 and the Articles of Association, state that at an annual general meeting of shareholders, an auditor must be appointed and the audit fee must be fixed on an annual basis. In 2022, based on the opinions of the Audit Committee, the Board of Directors proposed to appoint the following auditors from PricewaterhouseCoopers ABAS Ltd. to be the auditors of the Company:

- 1) Mr. Paiboon Tunkoon CPA No. 4298; and/or
- 2) Miss Sakuna Yaemsakul CPA No. 4906; and/or
- 3) Miss Sinsiri Thangsombat CPA No. 7352.

The audit fee for 2022 is THB 2,150,000.00, detailed as follows:

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 NPAE) to be Full TFRS, and to review the 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, that is in relation 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.

Mr. Prasit Damrongchai explained further that PricewaterhouseCoopers ABAS Ltd. and the proposed auditors for the audit of the accounts of the Company and its subsidiaries and it had no relationship or interest in the Company, the subsidiaries, the executives, major shareholders or related persons of the above in any manner that could affect the independence of their performance as auditors.

The Chairman provided an opportunity for questions via the IR PLUS AGM Application by choosing the question mark icon shown for each agenda item and typing the question in the system.

None of the shareholders raised any questions or expressed any opinions.

The Secretary of the Meeting then asked the shareholders to cast their votes for approval, disapproval or abstention via the IR PLUS AGM application. Shareholders may vote for approval, or if no vote is selected, the system will treat such vote as automatic approval. After the votes had been counted, the Secretary of the Meeting then came to a conclusion on this resolution.

Resolution: The Meeting considered and resolved to appoint the auditors and the fix the audit fee for the year 2022 by a majority vote of the shareholders who attended the Meeting and were eligible to vote as follows:

Resolution	No. of votes (1 share = 1 vote)	Percentage of the number of shares represented by those who exercised the right to vote
1. Approved	347,268,908	99.8971
2. Disapproved	314,600	0.0905
3. Abstained	43,002	0.0124
4. Invalid ballots	0	0.0000

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

The Chairman delegated Somporn Suebthawilkul, Ph.D., Chief Executive Officer, to report the details of this agenda item.

Somporn Suebthawilkul, Ph.D., explained to the Meeting that to be in line with the business plan and the business structure following the shareholding and management restructuring plan, as specified in 69/247-1 Form (Filing Form), and as informed to the shareholders that the Company's planned investment would cover three business groups: the insurance business, the insurance supporting business, and other businesses. Furthermore, it will be necessary for the Company to seek options for securing various sources of funds for investment in line with its business plan and in the interest of liquidity to accommodate its business plan, and for the purpose of revolving capital, suitable for various situations, other than sources of funds from dividends from only its subsidiaries.

The Management, therefore, proposed to the meeting of the Board of Directors to propose to the Meeting to consider and approve the issue and the offer for sale of debentures in an amount of not exceeding THB 2,000 million as an option for securing funds for the Company in 2022.

Mr. Nasis Prasertsakun, Deputy Chief Executive Officer, would report the details of this Agenda Item.

Mr. Nasis reported the Meeting as follows:

Terms	Description
1. Use of Proceeds:	To acquire funds for investment, repayment of loans, and reserve as working capital
2. Types of debentures:	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 the offer for sale of debentures on each occasion and subject to approval by the relevant regulatory authority.
3. Currency:	THB and/or foreign currencies at the applicable rates at the time of the issue and offer for sale of debentures on each occasion
4. Debenture value:	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 on 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.
5. Interest rates	The applicable interest rates depend on the market situation at time of the issue and offer for sale of debentures and other relevant factors.

Terms	Description
6. Term	For short-term debentures, the maximum term shall no exceed 270 days. For long-term debentures, the maximum term shall not exceed 10 years.
7. Placement sale:	<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, both in the country and 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 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>
8. Call / Put Option:	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 these debentures for each tranche.
9. Other conditions:	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 authorize the Board of Directors and/or persons delegated by the Board of Directors to be authorized to undertake 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 Chairman provided an opportunity for questions via the IR PLUS AGM Application by choosing the question mark icon shown for each agenda item and typing the question in the system.

None of the shareholders raised any questions or expressed any opinions.

The Secretary of the Meeting then asked the shareholders to cast their votes for approval, disapproval or abstention via the IR PLUS AGM application. Shareholders may vote for approval, or if no vote is selected, the system will treat such vote as automatic approval. After the votes had been counted, the Secretary of the Meeting then came to a conclusion of this resolution.

Resolution: The Meeting considered and resolved to approve the issue and the offer for sale of debentures in an amount not exceeding THB 2,000 million and the authorization of the Board of Directors and/or persons delegated by the Board of Directors to be authorized to take the following acts, by a vote of not less than three-quarters of the total number of the shareholders who attended the Meeting and were eligible to vote as follows:

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 these 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.

Resolution	No. of votes (1 share = 1 vote)	Percentage of the number of shares represented by those who exercised the right to vote
1. Approved	347,626,508	100.0000
2. Disapproved	2	0.0000
3. Abstained	0	0.0000
4. Invalid ballots	0	0.0000

Agenda Item 8 Other Matters (if any)

The Chairman provided an opportunity for questions via the IR PLUS AGM Application by choosing the question mark icon shown for each agenda item and typing the question in the system. Shareholders asked questions and expressed opinions as follows.

Mr. Rakchai Phasupong, a shareholder, asked concerning the Company's investment in DP Survey & Law Co., Ltd. and Amity Insurance Broker Co., Ltd., whether or not the Company would be able to recognize income and profit immediately.

Somporn Suebthawilkul, Ph.D., explained that the Company would be able to recognize income and profit of DP Survey & Law Co., Ltd. and Amity Insurance Broker Co., Ltd. from the second quarter of 2022. The Company's policy is to invest in companies that have good potential or profitability only, and is confident that the Company will be able to continuously generate profit from the second quarter of 2022 onward.

Mr. Prinya Thianvorn, a proxy, inquired whether or not the Company had mark to market loss during the period of rising interest rates.

Mr. Nasis explained that the impact from the rising interest on TIP was rather limited as TIP is a non-life insurance company, therefore, the duration of the debt equity portfolio is relatively low, at the average of 1.8 years. The target for this year is to be lower than 1.5 years in order to mitigate such impact. The impact is, therefore, rather limited.

Mr. Prinya Thianvorn, a proxy, asked when the total impact of the COVID-19 insurance in 2022 would be recognized and what the extent of damage was.

Somporn Suebthawilkul, Ph.D., explained that TIP did not offer any Covid-19 insurance lump-sum payout policy. The insurance policies offered to the public cover the insured persons who were affected with COVID-19 and were treated as in-patients in medical establishments due to medical necessity. The coverage is divided into three types: medical expenses, daily benefits for in-patients only, and payment in case of coma in accordance with the contract of insurance.

For every claim, TIP would consider whether or not the insured persons are covered under the policies. In addition, the Ministry of Public Health issued notifications on the procedures for the treatment of patients in which patients are classified into three groups: green, yellow, and red. The green patients refer to patients with minimum or no symptoms, who are considered as out-patients, and do not meet the coverage condition for daily benefits in the contracts of insurance offered by TIP.

With respect to the protest, the protestors were classified into three groups: in-patients in hospitals, ‘hospitels’, and home isolation/community isolation (HI/CI). Considering that most of the protestors were green patients with minimum or no symptoms under HI/CI or ‘hospitels’, they are not covered for daily benefits in accordance with the conditions of the contracts of insurance.

With respect to the impact of the COVID-19 claims, the total claims will be recognized in 2022. Most of the COVID-19 policies of TIP will expire in July 2022. At present, the affected cases are mostly from the Omicron variant, and although this may spread more easily, it causes less severe or no symptoms. These are classified as the green patients which will be covered for the medical expenses as out-patients but not for daily benefits under the policies.

Mr. Sakthavee Jitpaisanwattana, a shareholder, enquired how many more COVID-19 related claims the Company had to pay; how many COVID-19 policies were currently in force and effect, and what had been the impact of the COVID-19 claims on the financial statements for the first and second quarters of 2022.

Somporn Suebthawilkul, Ph.D., explained that according to the President of Thai General Insurance Association, the COVID-19 related claims in 2022 would increase by 1.5 times. In 2021, the total COVID-19 related claims were approximately THB 40,000 million. This year the total COVID-19 related claims are approximately THB 60,000 million. Almost 100 percent of the increase is from the COVID-19 lump-sum payout policies. As for the COVID-19 insurance policies that cover medical expenses or daily benefits, the claim amount should be at about the same level as in 2021, and should decrease as although the Omicron variant may spread more easily than earlier variants, it causes less severe symptoms.

Mr. Paisan Wuthibanchorn, a shareholder, asked what the outlook of investment in new businesses in the next one to three years was.

Somporn Suebthawilkul, Ph.D., explained that following the Shareholding and Management Restructuring Plan of Dhipaya Insurance Public Company Limited and the incorporation of Dhipaya Group Holdings Public Company Limited, TIPH plans to expand its operation into three business groups: the insurance business group, the insurance support business group, and other businesses group, these are potential and in the future. The insurance business group is categorized into three subgroups, the non-life insurance business, the life insurance business in Thailand, and the non-life or life insurance abroad, particularly in the ASEAN region.

In the first six-month period, the Company plans to invest in a non-life insurance company with a 100 percent digital insurance platform, as at present the COVID-19 pandemic has driven a trend to the new normal lifestyle, in which consumers are more familiar in entering into transactions or purchases on digital platforms. In addition, with the advancement of technology, the Company will be able to run 100 percent of the insurance business on such a digital platform. This will bring about cost-saving on the operation as it will be carried out electronically.

The new business will not have any impact on TIP, as it will attract different customer groups: TIP’s customers focus on service excellence, while customers of the digital insurance focus on convenience, up-to-date technology, the digital platform, and cost-saving. The digital insurance company targets a personal line business, which enjoys approximately 78 percent of the non-life insurance premium. The Company, therefore, plans to acquire a non-

life insurance company in order to obtain an insurance business license, and this will be in line with the issuance of debentures for the purpose of investment.

With respect to the life insurance business, the Company holds shares in Dhipaya Life Assurance Public Company Limited, indirectly by TIP. Therefore, Dhipaya Life Assurance Public Company Limited is considered a company in the Group.

In the near future, the Company plans to acquire an insurance business license for engaging in Islamic insurance or ‘takaful.’ It is estimated that 8 percent of the population in Thailand are Muslim, but with the assets of approximately 10 percent. This year the non-life insurance premium in Thailand is approximately THB 300,000 million. Therefore, the insurance premium related to Muslims is approximately THB 30,000 million. According to Islamic principles, any consumption of goods or services must conform to Islamic law. Therefore, the new company present an opportunity to enter into a new potential market by offering policies that are deemed halal, which will be an alternative for Muslims.

With respect to the insurance business abroad, the Company has investment in Dhipaya Insurance Co., Ltd. (Lao PDR), by means of the shareholding of TIP. The Management is currently exploring possibilities in the insurance business in Cambodia, and this is expected to be finalized this year.

With respect to the insurance support business, the Company has incorporated TIP ISB Co., Ltd. for investment in DP Survey & Law Co., Ltd. and Amity Insurance Broker Co., Ltd. DP Survey & Law Co., Ltd. is a surveyor that mainly focuses on motor accident surveys. The Company’s plan is that DP Survey & Law Co., Ltd. will develop a surveyor platform to form a surveyor network for easy access and uniform standards enjoyed by customers.

To this end, the Company will be able to capture the market share of motor accident surveys nationwide. In addition, the Company plans to expand into the non-motor survey sector and the pre-insurance survey. At a later stage, the Company will form a joint venture company with other non-life insurance companies and list its shares on the Stock Exchange of Thailand, this will be within a period of five years.

For Amity Insurance Broker Co., Ltd., the Company plans that this company will develop an insurance aggregator platform as a center for agents and brokers both small and mid-size throughout the country. Agents and brokers will be invited to use the platform to enhance their bargaining power with insurance companies, and to remit insurance premiums to add value in the long term. The Company also plans to list this Company on the Stock Exchange of Thailand within a period of five years.

As for the action plan in the fourth quarter of 2021, TIP ISB Co., Ltd. was incorporated on 15 November 2021. In the first quarter of 2022, the Board of Directors’ Meeting 1/2022 resolved to invest in DP Survey & Law Co., Ltd. and Amity Insurance Broker Co., Ltd. On 29 March 2022, the Board of Directors resolved to approve the incorporation of TIP IB Co., Ltd. for investment and the holding of shares in new insurance companies of the Group.

As for the second quarter and the third quarter of 2022, the Company plans to invest in at least two non-life insurance companies, in order to accommodate the spinning-off of its potential business groups: one will be a 100 percent digital insurance and one will be the first ‘takaful’ insurance company in Thailand. In addition, the Company plans to incorporate a technology company purely for the insurance business (TIP IT Intelligence) in order to manage the information technology for all of the group.

In the last quarter of 2022, the Company may spin-off business units that are potential new companies, such as the motor insurance business unit or health insurance business unit and make investment in the insurance business in Cambodia.

Mr. Wittaya Kijwattanaboon, a shareholder, asked what the outcome of the protest at the Company was.

Somporn Suebthawilkul, Ph.D., explained that on that day there were 120 persons demonstrating. According to the registered information, there were 32 cases of in-patients of hospitals or field hospitals, and four cases who were treated in home isolation/community isolation. 99 cases were classified as belonging to the “green” patient group and 21 as belonging to the “yellow” patient group. After consideration, claims were paid to 21 cases of the “yellow” patient group in a total amount of THB 0.56 million as the insured submitted additional medical treatment records. As for the 99 cases of the “green” patient group, the Company sent letters to request additional medical records from medical establishments for 85 cases, and eight cases from the insured persons. Two claims were denied in the absence of any medical necessity. No records of policies or claims were found in four cases. The Company contacted the insured persons for clarification to ensure their understanding in every case.

There were no further questions from any other shareholders. The Chairman thanked the shareholders for dedicating their time in attending the Meeting and declared the Meeting adjourned.

The Meeting adjourned at 1600 hrs.

Signed:



(Mr. Somchainuk Engtrakul)
Chairman of the Meeting

Chairman of the Board of
Directors

Signed:



(Mrs. Nonglux Iamchote)
Secretary of the Meeting

Company Secretary

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

1. Mr. Prapas Kong-led

AGE 61 Years old

NATIONALITY Thai

EDUCATION

- International Tax Program Certificate and Master of Laws (ITP/LL.M.), Harvard Law School, Harvard University, Massachusetts, USA
- Barrister-at-Law, Institute of Legal Education of the Thai Bar
- Bachelor of Laws (second class honor), Ramkhamhaeng University



CERTIFICATIONS

- Executive Development Program on International Business Transactions and Taxation, Duke University, USA
- International Tax Law Course, Center for Commercial Law Studies, Queen Mary, University of London, UK
- Certificate on International Taxation, the University of New South Wales, Australia
- Diploma, The National Defence Course (Class 56), National Defence College
- Senior Executive Certificate in Anti-Corruption Strategic Management Class 9, Sanya Dharmasakti National Anti-Corruption Institute (SDI), The National Anti-Corruption Commission Institute
- National Academy Justice Class 21, Judicial Training Institute
- Finance and Fiscal Management Program for Senior Executive (FME) Class 3, The Comptroller General's Department
- Director Certification Program (DCP 172/2013), Thai Institute of Directors Association
- Audit Committee Program, (ACP 44/2013), Thai Institute of Directors Association
- Financial Institutions Governance Program (FGP 6/2013), Thai Institute of Directors Association
- Financial Statements for Directors (FSD 20/2013), Thai Institute of Directors Association
- Role of the Nomination and Governance Committee (RNG 4/2013), Thai Institute of Directors Association
- Role of the Compensation Committee (RCC 16/2013), Thai Institute of Directors Association
- Successful Formulation and Execution of Strategy (SFE 22/2014), Thai Institute of Directors Association
- Director Certification Program Update (DCP 2/2014), Thai Institute of Directors Association
- Corporate Governance for Executives (CGE 4/2015), Thai Institute of Directors Association
- Risk Management Program for Corporate Leaders (RCL 5/2016), Thai Institute of Directors Association
- Anti-Corruption the Practical Guide (ACPG 32/2016), Thai Institute of Directors Association
- Executive Program in Capital Market (CMA Class 21), Capital Market Academy, Thai Institute of Directors Association
- The Executive Program in Energy Literacy for a Sustainable Future (Class 6), Thailand Energy Academy (TEA)
- Certificate of Corporate Governance for Director and Senior Executive of State Enterprises and Public Organization (PDI), Class 15, King Prajadhipok's Institute

CURRENT POSITION Independent Director / Chairman of the Corporate Governance Committee

YEARS OF DIRECTORSHIP 2 Years 7 Months

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

LISTED COMPANY	OTHERS (NON-LISTED COMPANY)	COMPETITORS / RELATED COMPANY
None	None	None

WORK EXPERIENCES

- Chairman of the Board of Directors / Director, Government Savings Bank
- Director General, the Treasury Department
- Director General, the Comptroller General's Department
- Independent Director / Member of the Audit Committee, PTT Global Chemical Public Company Limited
- Chairman of the Board, Dhanarak Asset Development Company Limited
- Director-General, State Enterprise Policy Office
- Director, Siam Commercial Bank Public Company Limited
- Chairman, National Credit Bureau Company Limited
- Director, Don Muang Tollway Public Company Limited
- Independent Director / Chairman of the Corporate Governance Committee / Member of the Audit Committee, Dhipaya Insurance Public Company Limited
- Chairman, Erawan Group Public Company Limited

MEETING ATTENDANCE IN 2022

1. The Board of Directors Meeting 12/12 times (100%)
2. The Corporate Governance Committee Meeting 5/5 times (100%)


PERCENTAGE OF COMPANY SHARES HELD None

RETIRE BY ROTATION Year 2023

DIRECTORSHIP PROPOSED Independent Director

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

2. Mr. Vitai Ratanakorn

AGE	52 Years old	
NATIONALITY	Thai	
EDUCATION	<ul style="list-style-type: none"> • Master of Arts (Political Economy), Chulalongkorn University • Master of Laws (Business Law), Chulalongkorn University • Master of Science (Finance), Drexel University, USA • Bachelor of Arts (Economics), Thammasat University 	
CERTIFICATIONS	<ul style="list-style-type: none"> • Top Executive Program, Capital Market Academy (CMA), Class 28 • The Program for Senior Executives on Justice Administration (Class 17), Judicial Training Institute, Court of Justice • Advanced Management Strategies for the Prevention and Suppression (Class 7), Office of the National Anti-Corruption Commission • Leadership Succession Program (LSP) Class 5, Institute of Research and Development for Public Enterprises • Director Certification Program Class (DCP 75/2006), Thai Institute of Directors Association • The Executive Program for Senior Management (EX-PSM) (EDP 3), Fiscal Policy Research Institute • Financial Executive Development Program (FINEX 17), Thai Institute of Banking and Finance Association 	

CURRENT POSITION Director / Member of the Executive Committee

YEARS OF DIRECTORSHIP 2 Years 7 Months

POSITION HELD AT OTHER ORGANIZATIONS/COMPANIES/INSTITUTIONS

LISTED COMPANY	OTHERS (NON-LISTED COMPANY) (6 COMPANIES)	COMPETITORS / RELATED COMPANY
None	<ol style="list-style-type: none"> 1. President and CEO / Director, Government Savings Bank 2. President, Association of Provident Funds 3. Director, Mee Tee Mee Ngern Company Limited 4. Director, Small Debt Resolution Committee 5. Director / Member the of Executive Committee, Dhipaya Insurance Public Company Limited 6. Director / Chairman of the Executive Committee, Dhipaya Life Assurance Public Company Limited 	None

WORK EXPERIENCE

- Secretary-General, Government Pension Fund
- Director and Acting President, Islamic Bank of Thailand
- Expert Committee on Economy, Digital Economy Promotion Agency (DEPA)
- Director, Thanachart Fund Management Company Limited
- Chief Financial Officer, Government Savings Bank
- Senior Executive Vice President, Business and Public Sector Customers Group, Government Savings Bank

MEETING ATTENDANCE IN 2022

1. The Board of Directors Meeting 11/12 times (92%)
2. The Executive Committee Meeting 9/10 times (90%)

PERCENTAGE OF COMPANY SHARES HELD None

RETIREMENT BY ROTATION Year 2023

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. Miss Panida Makaphol

AGE	50 Years old
NATIONALITY	Thai
EDUCATION	<ul style="list-style-type: none"> MSc. (Science) International Business, South Bank University, London BBA (Business Administration) Finance and Banking, Assumption University (ABAC)
CERTIFICATIONS	None
CURRENT POSITION	Director / Member of the Corporate Government Committee
YEARS OF DIRECTORSHIP	4 Months



POSITION HELD AT OTHER ORGANIZATIONS/COMPANIES/INSTITUTIONS

LISTED COMPANY (1 COMPANY)	OTHERS (NON-LISTED COMPANY) (1 COMPANY)	COMPETITORS / RELATED COMPANY
1. Vice President, Insurance and Assets Policy Department, PTT Public Company Limited	1. Director / Member of the Corporate Government Committee, Dhipaya Insurance Public Company Limited	None

WORK EXPERIENCE	<ul style="list-style-type: none"> Manager, Insurance and Assets Policy Department, PTT Public Company Limited Team Leader, Insurance and Assets Policy Department, PTT Public Company Limited
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MEETING ATTENDANCE IN 2022	None (Miss Panida Makaphol was appointed as a director of the Company, effective from 1 January 2023.)
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PERCENTAGE OF COMPANY SHARES HELD	None
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RETIREMENT BY ROTATION	Year 2023
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DIRECTORSHIP PROPOSED	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**

4. Miss Jaroonsri Wankertphon

AGE	57 Years old
NATIONALITY	Thai
EDUCATION	<ul style="list-style-type: none"> • B.B.A. (Business Administration), Chulalongkorn University • B.B.A. (Accounting), Krirk University • M.Sc. (Financial Accounting), Thammasat University
CERTIFICATIONS	<ul style="list-style-type: none"> • Director Certification Program (DCP 220/2016), Thai Institute of Directors Association • TLCA Executive Development Program, Thai Listed Companies Association • Financial & Fiscal Management Program for Senior Executive (Class 6/2019), The Comptroller General's Department • EP LEAD III Leadership Development Program, IMD



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

LISTED COMPANY (1 COMPANY)	OTHERS (NON-LISTED COMPANY) (1 COMPANY)	COMPETITORS / RELATED COMPANY
1. Executive Vice President, Global Business Services acting Executive Vice President, Group Accounting and Tax Policy, PTT Public Company Limited	1. Director, PTT International Trading Pte Ltd.	None

WORK EXPERIENCE	<ul style="list-style-type: none"> • Senior Vice President, attached to Executive Vice President, PTT Exploration and Production Public Company Limited, working on a secondment as Executive Vice President, Global Business Services • Senior Vice President, Accounting Division, PTT Exploration and Production Public Company Limited • Senior Vice President, Accounting Division and Acting Vice President, Financial Accounting Department, PTT Exploration and Production Public Company Limited
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PERCENTAGE OF COMPANY SHARES HELD None

DIRECTORSHIP PROPOSED Director

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

5. Miss Nareerut Ariyaprayoon

AGE	48 Years old
NATIONALITY	Thai
EDUCATION	<ul style="list-style-type: none"> Master of Business Administration (M.B.A.), Assumption University of Thailand Bachelor of Engineering, Chulalongkorn University
CERTIFICATIONS	<ul style="list-style-type: none"> Optimizing Leadership Program (Virtual Class) IFRS9 impairment model validation



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

LISTED COMPANY (1 COMPANY)	OTHERS (NON-LISTED COMPANY) (1 COMPANY)	COMPETITORS / RELATED COMPANY
1. Executive Vice President, Credit Product Team, Retail Banking Product & Strategy Group, Krungthai Bank Public Company Limited	1. Director, PWP Enterprise Company Limited	None

WORK EXPERIENCE	<ul style="list-style-type: none"> ED – Head of Wealth Products, United Oversea Bank SVP – Head of Mortgage Product, United Oversea Bank SVP – Business Planning and CRM, Personal Financial Service, United Oversea Bank
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PERCENTAGE OF COMPANY SHARES HELD None

DIRECTORSHIP PROPOSED 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.

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

PROFILE OF INDEPENDENT DIRECTORS ACTING AS PROXY FOR SHAREHOLDERS

1. Mr. Somchai Poolsvasdi

Independent Director / Member of the Audit Committee / Member of the Nomination, Remuneration and Human Resource Management Committee

Age 66 Years old

Nationality Thai

Address Dhipaya Group Holdings Plc. 1115 Rama 3 Road, Chong Nonsi,
Yannawa, Bangkok, 10120

Percentage of the Company Shares Held None

Vested interest in the proposed agenda items of the Meeting

Agenda Item 6 : To consider and approve the directors' remuneration for 2023

Special interest in the Meeting

No special interest in any agenda item

In this regard, the Independent Directors do not have any relationship that may give rise to conflict of interest as follows:

- 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.



2. Mrs. Pankanitta Boonkrong

Independent Director / Member of the Audit Committee

Age 66 Years old

Nationality Thai

Address Dhipaya Group Holdings Plc. 1115 Rama 3 Road, Chong Nonsi,
Yannawa, Bangkok, 10120

Percentage of the Company Shares Held 0.0042%

Vested interest in the proposed agenda items of the Meeting

Agenda Item 6 : To consider and approve the directors' remuneration for 2023

Special interest in the Meeting

No special interest in any agenda item

In this regard, the Independent Directors do not have any relationship that may give rise to conflict of interest as follows:

- 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.



Remark : Profiles of the independent directors to be appointed as proxy as proposed by the Company appear in the Annual Registration Statement/the 2022 Annual Report (Form 56-1 One Report) under "Attachment 1 – Information of the Board of Directors, Executives, Controlling Persons, and Company Secretary" (Enclosure 2)

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. Somchai Poolsvasdi, aged 66 years, residing at Dhipaya Group Holdings Plc. 1115 Rama 3 Road, Chong Nonsi, Yannawa, Bangkok, 10120

Mrs. Pankanitta Boonkrong, aged 66 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 2023 Annual General Meeting of Shareholders to be held on 26 April 2023 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. Somchai Poolsvasdi, aged 66 years, residing at Dhipaya Group Holdings Plc. 1115 Rama 3 Road, Chong Nonsi, Yannawa,
Bangkok, 10120 Mrs. Pankanitta Boonkrong, aged 66 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 2023 Annual General Meeting of Shareholders to be held on 26 April 2023 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 2022 Annual General Meeting of Shareholders, which was convened
on 28 April 2022** Authorize the proxy holder to acknowledge the Minutes of the 2022 Annual General Meeting of Shareholders,
which was convened on 28 April 2022 on my behalf.**Agenda Item 2 To acknowledge the payment of an interim dividend for 2022** Authorize the proxy holder to acknowledge the payment of an interim dividend for 2022 on my behalf.**Agenda Item 3 To certify the 2022 operating results and to approve the financial statement for the year ending
31 December 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*Please mark only one name of the proxy holder's name with an ✓*

Agenda Item 4 To consider and approve the allocation of profit from the 2022 operating results and the payment of dividend

- (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 5 To consider and appoint 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. Prapas Kong-led
- Approve Disapprove Abstain
- (2) Mr. Vitai Ratanakorn
- Approve Disapprove Abstain
- (3) Miss Panida Makaphol
- Approve Disapprove Abstain
- (4) Miss Jaroonsri Wankertphon
- Approve Disapprove Abstain
- (5) Miss Nareerut Ariyaprayoon
- Approve Disapprove Abstain

Agenda Item 6 To approve the directors' remuneration for 2023

- (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 appoint the auditors and fix the audit fee for 2023

- (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 2023 Annual General Meeting of Shareholders to be held on 26 April 2023 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. Somchai Poolsvasdi, aged 66 years, residing at Dhipaya Group Holdings Plc. 1115 Rama 3 Road, Chong Nonsi, Yannawa,
Bangkok, 10120 Mrs. Pankanitta Boonkrong, aged 66 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 2023 Annual General Meeting of
Shareholders to be held on 26 April 2023 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 2022 Annual General Meeting of Shareholders, which was convened
on 28 April 2022** Authorize the proxy holder to acknowledge the Minutes of the 2022 Annual General Meeting of Shareholders,
which was convened on 28 April 2022 on my behalf.

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



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 2023 Annual General Meeting of Shareholders to be held on 26 April 2023 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

It is our policy to adhere to the principle of environment conservation and reduction the use of paper, being a part of the sustainable business operations on ESG principle. We, therefore, are pleased to inform you that you can download the Annual Registration Statement/the 2022 Annual Report (Form 56-1 One Report) from the QR Code in the invitation letter. As for important information in the Form 56-1 One Report, such as Good Corporate Governance Policy and Code of Business Conduct and Ethics, will be distributed at the Company's website.

However, please fill out the bottom form and feel free to contact the Company Secretary if you need the Annual Registration Statement/the 2022 Annual Report (Form 56-1 One Report) in a printed copy. Please kindly return via e-mail address: nongluxi@dhipayagroup.co.th, or Company Secretary, Dhipaya Group Holdings Public Company Limited No. 1115 Rama 3 Road, Chong Nonsi, Yannawa, Bangkok 10120

Request Form for Annual Registration Statement/the 2022 Annual Report (Form 56-1 One Report)

I, (name) _____

Residing at No. _____ Road _____ Tambol/Kwaeng _____

Amphoe/Khet _____ Province _____ Postcode _____

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

Form 56-1 One Report (Thai Version)

Form 56-1 One Report (English Version)