



(Translation)

SEC. 029/2022

27 September 2022

Subject: Opportunity for the minority shareholders to propose additional agenda items for the meeting agenda, and to nominate qualified persons to be elected as directors of the Board of Directors for the 2023 Annual General Meeting of Shareholders

Attention: The President
The Stock Exchange of Thailand

Dhipaya Group Holdings Public Company Limited (the “**Company**”) would like to inform you that, in view of the promotion of good corporate governance practice with respect to the rights and the equitable and fair treatment for every shareholder, the Company has hereby given an opportunity for the shareholders to propose additional agenda items for the meeting agenda and to nominate qualified persons to be elected as directors of the Board of Directors for the 2023 Annual General Meeting of Shareholders from 1 October 2022 until 31 December 2022 in accordance with the criteria published on the Company’s website: www.dhipayagroup.co.th.

Please be informed accordingly.

Yours sincerely,

(Somporn Suebthawilkul, Ph.D.)

Chief Executive Officer

Company Secretary Section

Tel. 0 2239 2655

Fax. 0 2239 2049 Ext. 2655

Panchat

**Criteria for Shareholders to propose agenda items for the meeting agenda, and to
nominate qualified person to be elected as director of the Board of Directors
for the 2023 Annual General Meeting of Shareholders**

1. Objective

Recognizing the importance of shareholders and in order to enhance the law related to good corporate governance promotion with respect to the rights and the equitable and fair treatment for every shareholder, Dhipaya Group Holdings Public Company Limited (the “**Company**”, facilitates shareholders in proposing for the 2023 Annual General Meeting of Shareholders, the issue, as deemed beneficial to the Company, to be considered as additional agenda items for of the meeting agenda and to nominate qualified person to be elected as director of the Board of Directors in compliance with the Company’s criteria as described below.

2. Qualifications of shareholders

The shareholders who wish to propose the agenda items and to nominate qualified person to be elected as director of the Board of Directors have to hold not less than 29,714,617 shares (5 percent of total paid-up share capital) on the date of proposing the agenda items and/or nominating qualified persons for election as a director, which can be either one shareholder or combined shareholders.

3. Proposing an agenda items

3.1 Proposal not eligible for including in the agenda items

- (1) The proposal from shareholders who are not fully qualified under Item 2 above;
- (2) The proposal which constitutes regular business operation of the Company and the proposer’s reference does not sufficiently indicate any cause of irregularity;
- (3) The proposal that is beyond the power of the Company to successfully perform;
- (4) The proposal that shareholders already proposed in AGM within the past 12 months, which was under supported by less than 10 percent of total voting shares, unless given that the factual events are materially changed from those presented in the previous AGM;
- (5) The proposal beneficial to only particular persons or groups of people and not beneficial to the Company operations;

- (6) The proposal lying under management authority of the Company, except the ones causing adverse material impacts on shareholders in general;
- (7) The proposal or supported evidence supplied sufficed by shareholders is untrue or ambiguous;
- (8) The proposal that violates the law, rules, regulations of other governing or related agencies or does not comply with the objective, the article of association, code of business ethics and good corporate governance policy of the company;
- (9) The proposal on matters that the company has already implemented or started to implement;
- (10) Any other cases as specified in the notification of the Capital Market Supervisory Board.

3.2 Procedures for consideration

- (1) The shareholder who possesses qualification according to Item 2 hereof, have to indicate whether it is the matter proposed for acknowledgement, for approval, or for consideration, as the case may be, including details of the proposal. The shareholders shall fill out the “Agenda Item Proposal Form for the 2023 Annual General Meeting of Shareholders (Form A)” with other complete supplementary documents;
- (2) In case several shareholders have unified to propose agenda, all shareholders must fill out the “Agenda Item Proposal Form for the 2023 Annual General Meeting of Shareholders (Form A)” into one set and sign their names as evidence and provide the evidence of shareholding which should be forwarded together;
- (3) In case one shareholder or several shareholders with full qualifications under Item 2, propose more than one agenda item, the shareholder shall prepare one “Agenda Item Proposal Form for the 2023 Annual General Meeting of Shareholders (Form A)” for one agenda item, with the signature affixed as evidence in all the documents;
- (4) The proposals proposed by shareholders shall be preliminarily scrutinized by the Corporate Governance Committee before further submission to the Board of Directors for consideration. Any proposals, under approval by the Board of Directors, will be included in the Agenda as shown in the Notice of Invitation to the 2023 Annual General Meeting of Shareholders

The Board of Directors will announce to all shareholders about the proposals proposed by the shareholders in the 2023 Annual General Meeting of Shareholders. For the proposal disapproved by the Board of Directors, the Company shall further inform the shareholders as the acknowledgment agenda item in the 2023 Annual General Meeting of Shareholders.

4. Nominating person for election as a director

4.1 Qualifications of person for election as a director

- (1) All qualified person shall have full qualifications and not be disqualified and not have determination of Untrustworthy Characteristics according to the law on the Public Companies Act, the Securities and Exchange Act, and other related laws as well as the Good Corporate Governance of the Company;
- (2) All qualified person shall be a person of knowledge, ability, independent, integrity, business ethics and adequate time to perform duties for the Company;
- (3) All qualified person shall have good knowledge and expertise required for the business of the Company;
- (4) All qualified person shall not be a director, manager, employee or authorized person director position in a private or other company undertaking similar business which competes with the Company or subsidiaries;
- (5) All qualified person shall be a director in no more than 5 listed companies.

4.2 Procedures for consideration

- (1) The shareholder who possesses qualification according to Item 2 hereof, have to fill out the “Form for Nominating Qualified Person to be elected as a Director for the 2023 Annual General Meeting of Shareholders (Form B)” with other complete supplementary documents. Additionally, the director nominee shareholders shall fill out the “Bio Data Form for Nominated Qualified Person to be elected as Directors for the 2023 Annual General Meeting of Shareholders” and the “Questionnaire on Qualifications of Nominated Qualified Person to be Elected as Directors for the 2023 Annual General Meeting of Shareholders” with other complete supplementary documents;

- (2) In case several shareholders have unified to qualified person, all shareholders must fill out the “Form for Nominating Qualified Person to be elected as a Director for the 2023 Annual General Meeting of Shareholders (Form B)” into one set and sign their names as evidence and provide the evidence of shareholding which should be forwarded together;
- (3) The Company will consider the name of qualified person along with other complete supplementary documents. The proposals proposed by shareholders shall meet preliminarily scrutiny by the Nomination, Remuneration and Human Resource Management Committee before further submission to Board of Directors for consideration. The name of qualified person, under approval by the Board of Directors, will be included in the agenda item as shown in in the Notice of Invitation to the 2023 Annual General Meeting of Shareholders.

A proposal that the Board of Directors considers inappropriate to be nominated director will be notified to the proposing shareholders together with reasons as the acknowledgment of agenda item in the 2023 Annual General Meeting of Shareholders.

5. Submission of proposals

All proposals and supporting documents must be submitted to the Company within 31 December 2022 to the following address:

Company Secretary
Dhipaya Group Holdings Public Company Limited
No. 1115 Rama 3 Road, Chong Nonsi,
Yannawa, Bangkok 10120
Email: companysecretary@dhipayagroup.co.th

Agenda Item Proposal Form for the 2023 Annual General Meeting of Shareholders

(1) I, (Mr., Mrs., Miss, or others):, a shareholder of Dhipaya Group Holdings Public Company Limited, holding..... shares, residing at..... Village/Building..... Moo Soi..... Road..... Sub-district..... District..... Province..... Postal Code..... Country..... Mobile Phone Number Home/Office Phone Number..... Email.....

(2) I wish to propose an agenda of the 2023 Annual General Meeting of Shareholders;

Subject:
Proposed agenda item.....
Objective: [] for consideration [] for acknowledgement [] for approval
Details.....
.....
.....

Together with additional supporting documents which have been signed for certification of the correctness on every page, totaling..... pages.

I certify that all information written in this Form, the evidence of shares' held, and other support documents are accurate and agree that the Company may disclose such information and evidences.

Signed.....
Shareholder
(.....)
Date.....

Remarks: Support documentations and evidences (if any) must be submitted for consideration.

1. The evidence of shares' held, such as the certificate of shares' held from Securities Company or any other certificates from Thailand Securities Depository Co., Ltd. or the Stock Exchange of Thailand (SET) or Securities Broker or a custodian or copies of certified share certificates.

2. Proof of Identity

2.1 In case of an individual: a certified true copy of national identification card or passport (in case of foreigners)

2.2 In case of a juristic person: a certified true copy of the company's affidavit and nation identification card or passport (in case of foreigners) of authorized directors who signed the Form

**Form for Nominating Qualified Person to be elected as a Director
for the 2023 Annual General Meeting of Shareholders**

(1) I, (Mr., Mrs., Miss, or others):, a
shareholder of Dhipaya Group Holdings Public Company Limited,

holding.....shares, residing at.....

Village/Building..... Moo Soi.....

Road..... Sub-district.....

District..... Province..... Postal

Code..... Country..... Mobile Phone

Number.....Home/Office Phone

Number.....Email.....

(2) I wish to nominate (Mr., Mrs., Miss, or others).....

Ageyears, who is fully qualified and does not have any prohibited characteristics
in accordance with the criteria of the Company, as director of Dhipaya Group Holdings
Public Company Limited. I have enclosed herewith the consent of the nominated person and
the “Bio Data Form for Nominated Qualified Person to be elected as Directors for the 2023
Annual General Meeting of Shareholders” and documents in support of consideration on
qualifications.

I certify that all information written in this Form, the evidence of shares’ held, and other
support documents are accurate and agree that the Company may disclose such information
and evidences.

Signed..... Shareholder

(.....)

Date.....

Remarks: Support documentations and evidences (if any) must be submitted for consideration.

1 . The evidence of shares' held, such as the certificate of shares' held from Securities Company or any other certificates from Thailand Securities Depository Co., Ltd. or the Stock Exchange of Thailand (SET) or Securities Broker or a custodian or copies of certified share certificates.

2. Proof of Identity

2.1 In case of an individual: a certified true copy of national identification card or passport (in case of foreigners)

2.2 In case of a juristic person: a certified true copy of the company's affidavit and nation identification card or passport (in case of foreigners) of authorized directors who signed the Form

3 . The nominated person's resume including personal background, education, work experience, skills, professional areas, list of companies in which he/she has been part of the management team or held a directorship, number of shares held in the Company, any conflict of interest with the Company and its subsidiaries or affiliates or other juristic persons which may have conflicts of interest, and any other pertinent information for the Board's consideration.

**Bio Data Form for Nominated Qualified Person to be elected as Directors
for the 2023 Annual General Meeting of Shareholders**



1. General Information

(1) Name-Surname (in Thai).....

(Former surname.....)

(in English).....

(2) Date of Birth..... Age.....years

(3) Nationality.....

(4) Health be in good physical health and fit to perform as Director

not be in good physical health

(Medical Certificate is required within the last 6 months)

(5) Spouse's name-surname.....

(Former surname.....)

(6) Details of Children

Name..... Age.....years Workplace.....

Name..... Age.....years Workplace.....

Name..... Age.....years Workplace.....

Name..... Age.....years Workplace.....

2. Current addresses

(1) Business address Name of workplace.....

Address.....Soi.....Road.....

Sub-district..... District.....

Province..... Tel.....

(2) Home address Address.....Soi.....Road.....
 Sub-district..... District.....
 Province..... Tel.....

(3) Overseas address (In case of a non-Thai national, the shareholders' overseas address needs to be specified)

.....

3. Professional qualifications

(1) Education (please enclose copies of academic qualification certificates)

<u>Name of education institute</u>	<u>Degree/Major</u>	<u>Year of graduation</u>
.....
.....
.....

(2) Trainings, seminars, or courses related to directorship of listed company

<u>Name of curriculum</u>	<u>Organizer</u>	<u>Year of attendance</u>
.....
.....
.....

4. Qualification by the Company's questionnaire

[] Fill out Questionnaire on Qualifications of Nominated Qualified Person to be Elected as Directors for the 2023 Annual General Meeting of Shareholders as specified by the Company and enclose with this form.

Work Experience five years backward

<u>From-to (years)</u>	<u>Name of workplace</u>	<u>Type of business</u>	<u>Position</u>
.....
.....
.....
.....
.....

**5. Dhipaya Group Holdings Public Company limited shares held as of
(the proposed date)**

The Company's shares held common shares.....shares

Spouse common shares holding.....shares

Minor children (1) Name.....hold common shares.....shares

(2) Name.....hold common shares.....shares

I (Mr./Mrs./Miss)

hereby give my consent and information as stated above for the nomination and appointment as the Company's director and I hereby represent and warrant that all the information and supplementary documents are true and complete and also give my permission to the Company to disclose such information and its supplementary documents.

Signed.....Nominated Candidate

(.....)

Date.....

**Questionnaire on Qualifications of Nominated Qualified Person to be Elected as Directors
for the 2023 Annual General Meeting of Shareholders**

Name of the Nominated Qualified Person

Name (Thai).....

(English).....

Explanation: Please tick as “√” in the answer gap which matches your information

Part 1: General Qualifications

No.	Questions	Answer	
		Yes	No
1	Being a natural person at legal age (Yes/No)		
2	Having any academic backgrounds and working experiences as follows: (Yes/No) <ul style="list-style-type: none"> - Graduated at least Bachelor degree or equal as certified by Office of the Civil Service Commission and have working experience at least three years - Graduated less than Bachelor degree and have working experience at least five years 		
3	Having an integrity, professional competence, and prudence in conducting on a duty and responsibly, with diligence and taking into consideration the interests of the public (Yes/No)		
4	Holding shares of not more than one percent of total paid-up capital of the Company, affiliated company, associated company or related company, which shall be inclusive of the shares held by related persons (spouse, father, mother, foster parents, children, foster children and other juristic persons as specified by law) (Yes/No)		
5	Not being a director taking part in management and is not an employee, staff member, or advisor who receives a regular salary, nor an auditor, lawyer or other professional in a field which may affect the giving of independent opinions to the Company, affiliated company, or associated company, nor a person with control power in those companies, and not being a person with possible conflict of interest unless being free from Such a position for more than 2 years (Yes/No)		
6	Has no direct or indirect business relationship with the Company in a way which limits the director's independence, with an amount and value at a significant proportion of the Company's income, nor has direct and indirect benefit or interest in finance and management of the Company, affiliated company, or associated company, nor is a person with conflict of interest in a way that may affect the giving of independent opinions (Yes/No)		
7	Not being a close relative (e.g. father, mother, brother, sister, spouse, child, including spouse of child) of executives (Assistant Managing Director or above) or majority shareholder (persons holding shares of more than 5 percent of total paid-up shares) of the Company, affiliated company, associated company or a person with possible conflict of interest. Not being a representative in safeguarding the interests of the Company's directors and majority shareholders (Yes/No)		

Part 2: Prohibited Characteristics of Board of Directors

Explanation: If you have the prohibited characteristics, please tick “Yes”.

If not, tick “No”

No.	Questions	Answer	
		Yes	No
1	Currently or ever having been bankrupt, put under court order on receivership, incompetence or quasi-incompetence (Yes/No)		
2	Ever having been convicted or imprisoned or suspension of the execution of imprisonment due to fraud (Yes/No)		
3	Having been a director, a manager, or a person with management authority of the company which had its non-life insurance license withdraw. (With an exception of being Appointed by the Insurance commissioner and approved by the Minister at that time) (Yes/No)		
4	Being a director, manager, or a person with management authority of other company licensed to engage in the non-life insurance business unless granted under an exception under the rules and conditions prescribed by the Minister (Yes/No)		
5	Being removed from a position of a director, manager or a person having management authority of the company under Section 53 of Non-life Insurance Act, B.E. 2535 (Yes/No)		
6	Being a political government official under Section 4 of Political Official Act B.E. 2535 (Yes/No)		
7	Being a government official having a duty of supervision of non-life insurance business unless in the case where the company is a state enterprise or appointment was made with the approval of the Minister for the purpose of assisting in the operation of the insurance company or being the person appointed under Section 53 of Non-life Insurance Act, B.E. 2535 (Yes/No)		
8	Being non-life insurance broker (Yes/No)		
9	Ever having been removed from the position of chairman, director, or manager, in accordance with Section 144 or Section 145 of the Securities and Exchange Act, or in accordance with the provisions of other laws (Yes/No)		
10	Being a manager or a person with power of management of a partnership or a limited company in which such person him/herself or any person or partnership as specified in Sections 258 (1), (2), (3), (4), (5), (6), (7), (8) or (9) of the Securities and Exchange Act is a partner or shareholder (Yes/No)		
11	Being a director or holding any positions in other company (Yes/No)		
12	Being a director, manger, or a person having management authority in other non-life insurance company, agent company, or broker company (Yes/No)		
13	Has a prior record of misconduct in a business operation, having run a business unfairly or In an untrustworthy insurance business or taken advantage of investors, or currently or having ever been a part of, or supporter of such wrongdoing, of other persons (Yes/No)		

No.	Questions	Answer	
		Yes	No
14	Having been involved with any fraud, have dishonest working behavior or fraudulent to other people; have or have been involved or support that dishonest action of the others (Yes/No)		
15	Has acted, or undertaken any business, in a fraudulent manner, or caused severe damage or acted in a manner that is not suitable, whether legitimate or illegitimate (Yes/No)		
16	Having a problem about principle and interest payment for financial institution (Yes/No)		
17	Has been de-listed a name from the Executive Database by the Securities and Exchange Commission or has been refused to show to the Executive Database due to the prohibited characteristics (Yes/No)		
18	Being disqualified by the Stock Exchange of Thailand from serving as an executive for a listed company in accordance with SET regulations (Yes/No)		
19	Having any prohibited characteristics for entry into the Kingdom of Thailand as stated in the Immigration Act (In case not residing in Thailand, or not a Thai national) (Yes/No)		

Part 3: Assumption of Director or Executive in other Companies and Conducts of Businesses Likely to

Create Conflict of Interest.

No.	Questions	Answer	
		Yes	No
1	Holding the position of chairman, executive director or authorized director, singly or severally, in another company, by no more than three business groups (Business group refers to a group of parent company, subsidiary and associated companies, or a group of companies under the same management group or per person.) (Yes/No)		
2	Being a director in no more than 5 listed companies (Yes/No)		
3	Not running similar businesses which compete with the Company, or holding ordinary shares or being a partner, with unlimited liabilities in a limited partnership, or holding a director position in a private or other company undertaking similar business which competes with the Company, either for the sake of his/her own, or other persons', interests (Yes/No)		
4	Not being a person holding conflict or pending legal proceedings in court, or a juridical arbitrator with the Company as a litigant in the case (Yes/No)		

Part4: Other Qualifications

No.	Questions	Answer	
		Yes	No
1	Being an advisor accepted as an expert, professional, having high experience in insurance business, financial industry, banking, money market, capital market, economics and investment or possessing valuable management expertise for in domestic and foreign organizations management at least five years. Additionally, having a record of high performance success in organization management from the government sector and private sector, or success as executive in a large company (Yes/No)		
2	Possessing leadership, outstanding and board vision, creativity, management expertise and determination to propel the organization to success (Yes/No)		
3	Ability to fulfil one’s duty as a director and devote for the success of the organization and the majority benefit (Yes/No)		
4	Being respectful of ethics and morality, as well as a transparent working experience, and being able to express free and independent opinions (Yes/No)		

Related definition

Subsidiary Company means a company in which that listed company control more than fifty percent of total share capital

Associated company means a company in which that listed company or its subsidiary companies together control at least twenty percent, but not more than fifty percent of total share capital

The controller means person with any of the following relationships:

- (1) Holding of shares with voting right of a company in an amount exceeding fifty percent of the total number of the voting rights of such company;
- (2) Having control of the majority voting rights in the shareholders’ meeting of the company, whether directly or indirectly;
- (3) Having control over appointment or removal of at least half of all directors, whether directly or indirectly

Signed.....Nominated Candidate

(.....)

Date.....