

Nam Seng Insurance Public Company Limited

Invitation letter for Annual General Shareholders' Meeting No. 76

Wednesday 26th April 2023, at 3.00 p.m.

Through electronic means

(E-AGM)

Remarks :

1. For shareholders who wish to attend the E-AGM, please follow the Guidelines for attending the Annual General Meeting of Shareholders through electronic means (E-AGM) (ANNEX 9)
2. The conference system shall be available on 26 April 2023 from 2.00 p.m. onward.
3. The Meeting only be conducted through electronics means.

24 March 2023

SUBJECT : Invitation to the Annual General Meeting No. 76

ATTN. : Shareholder

- Enclosures** :
1. The translation of the Minutes of Extraordinary General Meeting of Shareholders No.1/2022
 2. Form 56-1 One Report for the year 2022 which included Financial Report 2022 (QR Code)
 3. Experience of persons proposed to be elected as directors replacing the outgoing directors that retire upon completion of the term in office.
 4. Experience of proposed auditors of the Company.
 5. Articles of association concerning the shareholders' meeting.
 6. The proxy form A., Proxy form B. and Proxy form C.
 7. Qualifications of independent directors.
 8. Details of independent directors which shareholders would appoint as proxy holders to attend and vote at the meeting.
 9. Rules for attending the shareholders' meeting via electronic media (E-AGM)
 10. Acceptance for the invitation of online meeting.
 11. Privacy Notice for the Annual General Meeting of Shareholders No.76

Please be advised that the Board of Directors held 24 March 2023 resolved that the Annual General Meeting of Shareholders No. 76 will be held on 26 April 2023 at 3.00 p.m. through electronic means in compliance with the Emergency Decree on Electronic meeting B.E.2563 (2020) and the relevant laws and regulations, from the conference room on the 5th floor of Nam Seng Insurance Building, 767 Krungthep-Nonthaburi Road, Bangsue, Bangkok, to consider the following matters.

Due to the opportunity for the shareholders to exercise the right to propose agenda to be included in the meeting in advance between 1 November 2022 – 15 February 2023, no shareholder proposed any matter to be included in the meeting agenda. The Board of Director consider the agenda, which the Company publicized through the Company's website : www.namsengins.co.th since 24th March 2023, as follows:

1. **To acknowledge the Minutes of the Extraordinary General Meeting of Shareholders No.1/2022**
Objective and Reason: For the shareholders to consider and approve the minutes.
Board of Directors' opinion: It is considered appropriate for the meeting of shareholders to approve the minutes of the extraordinary general meeting of shareholders No.1/2022 (Annex 1).
2. **To acknowledge the Board of Directors' performance report for 2022.**
Objective and Reason: In order to comply with article 43 of the Company's articles of association which stipulates that the report of the board of directors concerning the Company's operating performance during the preceding year should be acknowledged by the shareholders' meeting (Annex 2).
Board of Directors' opinion: It is considered appropriate to report the 2022 performance which summarized the performance of the Company and significant changes that occurred in 2022 to the meeting of shareholders for its acknowledgement.

3. To approve the audited financial statements for the year ended 31 December 2022.

Objective and Reason: According to the public limited companies act, the Company shall arrange for preparation of the statements of financial position and the statements of comprehensive income as of 31 December 2022, and shall submit them to the shareholders' meeting at the annual general meeting for approval. The statement of comprehensive income and the statements of cash flows for the year ended 31 December 2022 as shown in the 56-1 one report have been considered by the audit committee and audited by the auditor. The details of the report and financial statements are shown in the 56-1 one report. (Annex 2.).

Board of Directors' opinion: It is considered appropriate for the meeting of shareholders to approve the audited financial statements for the year ended 31 December 2022.

4. To approve the omission of the dividend payment from the operating period from 1 July 2022 to 31 December 2022.

Objective and Reason: The Company has policy that dividend payment rate which will be approximately 60 percent of profit for the year, depending on the Company's performance, the state of the economy and the need to maintain capital for business expansion. Dividend allocation moreover must be approved by the shareholders' meeting. The Board of Directors may consider allocating interim dividend to the shareholders and shall report to the next shareholders' meeting.

According to the section 115 of public limited company act.B.E. 2535 and the article 48 of the articles of association, the shareholders' meeting determines the amount of dividend payment. According to article 49 of the articles of association the Company shall allocate its annual net profit until this fund attains an amount not less than ten percent of the registered capital. The Company at present has the legal reserve of Baht 24,848,787 or 12.42% of the registered capital as at 31 December 2022, hence the Company's legal reserve has reached the amount required by law.

Board of Directors' opinion: It is considered appropriate for the shareholder's meeting to approve the omission of the dividend payment from the operation period from 1 July 2022 to 31 December 2022 because Thai Sri Insurance Public Company Limited ("ThaiSri") has bought shares from the major shareholders of Nam Seng Insurance Public Company Limited ("NamSeng") and is currently in the process of preparing to transfer the entire business from NamSeng to ThaiSri. Therefore, it is deemed appropriate to propose to the shareholders' meeting to approve the omission of the dividend payment from the operating period from 1 July 2022 to 31 December 2022 because the Company intends to keep the capital in the Company to be used for further growth of the combined businesses of the Company and ThaiSri Insurance Public Company Limited when the entire business transfer is accomplished.

In addition, do not allocate the legal reserve because the Company had a complete legal reserve according to the public limited company act.

The Company book profit for the year 2022 amounting to Baht 40,928,352, we on 22 September 2022 paid interim dividend from the operating period from 1 January 2022 to 30 June 2022 at a rate of Baht 2.50 per ordinary share, amounting to Baht 34,750,000. The Company recorded profit for the year 2021, amounting to Baht 129,625,805 by paying dividend from the operating result for the year 2021 at the rate of Baht 7.50 per ordinary share, amounting to Baht 104,250,000 which was 80.42% of the mention profit.

5. To appoint the Directors replacing the outgoing Directors that retire upon completion of the term in office.

Objective and Reason: According to the public limited companies act and the Company's article 18 of articles of association, one-third of the directors will retire in the AGM. Directors who have served in the position with the longest period shall be vacated from the office. The outgoing directors who will retire upon completion of the term in office and could be re-elected by the AGM No.76 are Mr. Yongyuth Phusanti (Independent Director), Mr. Voravatch Jaroenchaiyapongs and Mr. Surasak Vajasit (Independent Director).

The Board of Directors considered carefully that Mr. Yongyuth Phusanti (Independent Director), Mr. Voravatch Jaroenchaiyapongs and Mr. Surasak Vajasit (Independent Director) are professional with knowledge, capability and qualification in accordance with the public limited companies act, therefore the selection and remuneration committee advised that the mentioned directors should be re-elected by the AGM.

We had invited shareholders to propose qualified persons to be nominated as candidates for director position from 1 November 2022 to 15 February 2023, however no candidate has been proposed.

Board of Directors' opinion: The mentioned persons are professional with knowledge, capability, experience, full responsibilities, due care, and loyalty in accordance with the public limited companies act. The meeting of shareholders is therefore recommended to appoint them, comprising of the following persons :

- 1) Mr. Yongyuth Phusanti (Independent Director)
- 2) Mr. Voravatch Jaroenchaiyapongs
- 3) Mr. Surasak Vajasit (Independent Director)

6. To approve the Directors' remuneration and allowance, including the meeting allowance for sub-committees.

Objective and Reason: Remuneration and allowance of the directors should be in compliance with the Company's strategy, long term objective, their duty and responsible. The Remuneration and allowance should also be commensurate to value created for shareholders. The AGM No.75 approved remuneration for the directors, amounting to Baht 2,200,000. While the meeting allowance of chairman, vice chairman and each director was Baht 25,000, Baht 20,000 and Baht 15,000 respectively. There was no remuneration for sub-committees set up by the Board of Directors, comprising Executive's committee, Investment committee, Selection and remuneration committee, Audit committee and Corporate governance committee. The Board of Directors however has approved meeting allowance for the chairman and each of the mentioned Committees' member, amounting to Baht 15,000 and Baht 10,000 respectively.

According to article 34 of the articles of association, the general shareholders' meeting shall determine remuneration for the Board of Director on yearly basis, the amount of which shall be fixed by such shareholders' meeting. The director is also entitled to a meeting allowance, the amount of which shall be fixed by the general shareholders' meeting on yearly basis.

Board of Directors' opinion: it is considered appropriate for the Board of Directors to recommend the AGM to set the directors' remuneration and allowance, including the meeting allowance for sub-committees including the Audit Committee, Executive Committee and Investment Committee as follows :

- (1) Remuneration for the directors should be Baht 2,200,000, the same as the previous year.
- (2) The meeting allowance per meeting for the director and the meeting allowance per meeting for sub-committees **with only providing the meeting allowance to Independent Directors and Non-Executive Directors** as follows:

	The meeting allowance (Per person/Per meeting) (Baht)		
	Propose for 2023	2022	Different
Board of Director			
Chairman	25,000	25,000	0
Vice-chairman	20,000	20,000	0
Director	15,000	15,000	0
Audit Committee			
Chairman	15,000	15,000	0
Committee member	10,000	10,000	0
Executive Committee			
Chairman	0	15,000	-15,000
Committee member	0	10,000	-10,000
Investment Committee			
Chairman	0	15,000	-15,000
Committee member	0	10,000	-10,000

7. To appoint the auditors to audit the financial statements for the six-month period ended 30 June

2023 and approve their audit fees.

Objective and Reason: According to the public limited companies act and the article 43 of the Company's articles of association, the meeting of shareholders shall appoint the auditor and set the auditing fees. The Audit committee had considered and concluded that auditors from EY Office Limited. had properly performed duties with suitable fees, so an auditor from EY Office Limited. should be appointed as the six-months ended 30 June 2023 auditor.

Board of Directors' opinion: Auditors from EY Office Limited. have no special benefit or relation with the Company or the management or the main shareholders. Moreover the Company has no subsidiary, the auditors therefore are not the auditors of the Company' subsidiary.

Miss Narissara Chaisuwan, and/or Miss Somjai Khunapasut, and/or Miss Rachada Yongsawadvanich, and/or Miss Isaraporn Wisutthiyan, the certified public accountant from EY Office Limited. therefore should be appointed as the Company's external auditor for the six-month period ended 30 June 2023. Their qualifications are as follows:

Name	Certified public accountant number	The year in which she signed on the financial statements.
1. Miss Narissara Chaisuwan	4812	Year 2018/Year 2019/year 2020/ Year 2021/Year 2022
2. Miss Somjai Khunapasut	4499	-
3. Miss Rachada Yongsawadvanich	4951	Year 2017
4. Miss Isaraporn Wisutthiyan	7480	-

An above auditor will audit the Company's financial statement and make auditor's report.

In case the mentioned persons can not perform their function, the Board of Directors should be authorized to appoint other person to replace them.

The audit fees for the six-month period ended 30 June 2023 should be Baht 660,000, as follows:

	(Baht)	
	Two Quarters 2023	2022
Auditing annual financial statements.	-	1,400,000
Reviewing quarterly financial statements.(240,000 baht per quarter, equal to the previous year) (2022 reviewed 3 quarters)	480,000	720,000
Reviewing interim report of the Company's capital for second quarter.	180,000	180,000
Auditing the annual report of the Company's capital.	-	450,000
Total	660,000	2,750,000

No other service fees other than the above.

The auditor explained that the audit fees the six-months ended 30 June 2023 estimated from time and cost that the staff at each level taken during auditing financial report and capital maintenance report by considering from the volume and readiness of available accounting documents.

If there is any work other than what was mentioned, the Board of Directors should be authorized to set service fees case by case.

8. To consider other matters (if any).

All shareholders are cordially invited to the Annual General Meeting of shareholders No.76. on the date at the time specified above. The AGM's registration login shall be opened from 14.00 p.m., the AGM will be only conducted by electronic means, as well as the registration and voting.

For shareholders who would like to attend the Meeting through electronic means, please thoroughly study the "Acceptance for the Invitation of online meeting of Nam Seng Insurance Public Company limited." of the Company as appear on ANNEX 9.

However, in the even that shareholders are inconvenience to attend the Meeting through electronic means, shareholders can also authorize one of the Company's Independent Director to attend and vote on his or her behalf. To do so, please execute the Proxy form B as appear on ANNEX 6 enclose with the required relevant support documents as stated in the "Acceptance for the Invitation of online meeting of Nam Seng Insurance Public Company limited." Profiles of Independent Directors whom serve as the Company's proxy as appear on ANNEX 8

Yours sincerely,

Yongyuth Phusanti

(Mr. Yongyuth Phusanti)
Chairman

Minutes of Extraordinary General Meeting of Shareholders No. 1/2022

of

Nam Seng Insurance Public Company Limited

Date, Time, and Venue

The extraordinary general meeting of shareholders no. 1/2022 ("Meeting") of Nam Seng Insurance Public Company Limited ("Company") was held on 9 December 2022 at 10.00 a.m. in the form of an electronic meeting (E-EGM) in accordance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and relevant laws and regulations by broadcasting live from the main meeting room of the Company located at no. 767, 6th floor, Nam Seng Insurance Building, Krungthep – Nonthaburi Road, Bangsue, Bangkok 10800.

Before going through to the meeting's agendas, Miss Ponsiree Piriyaornkoon, the company secretary informed to the Meeting that due to the epidemic situation of the coronavirus disease (COVID-19) and with the concern for the health of the shareholders and attendees, the Company therefore deems it appropriate to convene the extraordinary general meeting of shareholders no. 1/2022 through electronic means or E-EGM in accordance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and relevant laws. In this regard, the Company hired OJ International Company Limited, a service provider of meeting control systems who has passed the system conformity assessment by the Electronic Transactions Development Agency, to be responsible for organizing the meetings, collecting votes, and processing the voting results for this Meeting.

The company secretary, introduced all directors who attended the meeting to the Meeting.

12 directors attended the Meeting, being equivalent to 100 percent of the total number of Company's directors, as follows:

Directors attending the Meeting

- | | | |
|----|------------------------|--|
| 1. | Mr. Yongyuth Phusanti | Chairman/Independent Director |
| 2. | Mr. Somboon Fusriboon | Vice Chairman/Managing Director |
| 3. | Mr. Napadol Putarungsi | Independent Director/Chairman of Audit Committee/
Selection and Remuneration Committee Member |

- | | | |
|-----|---------------------------------|---|
| 4. | Mr. Sombat Puthavolvong | Independent Director/Chairman of Selection and Remuneration Committee/ Audit Committee Member |
| 5. | Mrs. Pornpun Tanariyakul | Independent Director/Chairman of Corporate Governance Committee/Audit Committee Member |
| 6. | Mr. Voravatch Jaroenchaiyapongs | Deputy Managing Director/Chairman of Investment Committee |
| 7. | Mr. Maung Aung Htun | Independent Director/Corporate Governance Committee Member |
| 8. | Mr. Vichit Jaroenchaipong | Assistant Managing Director |
| 9. | Mrs. Kamonporn Chinthammit | Director |
| 10. | Mr. Premchit Visessaetaya | Independent Director/Corporate Governance Committee Member |
| 11. | Mr. Anant Gatepithaya | Independent Director/Selection and Remuneration Committee Member |
| 12. | Mr. Itti Chusoipin | Independent Director |

Attendees of the Meeting

- | | | |
|----|---------------------------------|---|
| 1. | Mrs. Thida Tanapaisarnkij | Consultant to the board of directors, regarding legal issues and others |
| 2. | Mr. Thana Wongsangnak | Internal auditor |
| 3. | Dr. Thitipat Charoenchaipong | Financial Advisor, RAK Advisory Company Limited |
| 4. | Ms. Pawapak Arayaphong | Financial Advisor, RAK Advisory Company Limited |
| 5. | Mr. Nuchapong Tiawsirichaisakul | Financial Advisor, RAK Advisory Company Limited |
| 6. | Mr. Sumritchai Thangharat | Independent Financial Advisor, PI Advisory Company Limited |
| 7. | Mr. Wicham Meesuksabai | Independent Financial Advisor, PI Advisory Company Limited |
| 8. | Mr. Buncha Krungirun | Legal Advisor, The Capital Law Office Company Limited |
| 9. | Ms. Naphatsawan Saengsikaew | Legal Advisor, The Capital Law Office Company Limited |

The company secretary, declared to the Meeting that, the extraordinary general meeting of shareholders no. 1/2022, there were 126 shareholders attending the Meeting in person and by proxy holding in aggregate 10,659,429 shares or representing 76.6865 percent of the total number of the Company's ordinary shares, thus, the quorum was constituted pursuant to the Company's articles of association.

In this regard, to comply with good corporate governance principles on convening shareholders' meeting, the company secretary would like to explain the procedures of the vote casting, vote counting and asking questions or giving suggestions as follows:

Vote Casting

1. Every shareholder will have votes equal to the number of shares held by counting one share per one vote.
2. For vote casting, the shareholders should go to E-Voting screen to vote on each agenda within specified time limit (one minute). When the shareholders click to vote, there will be a pop-up to ask for confirmation on voting, then the shareholders should press "OK" to confirm the voting.
 - For the agenda for acknowledgement, the attendees will not be able to vote for such matter. When the voting period is due, and the vote casting has been confirmed, the staff of OJ International Company Limited will close the voting system for that agenda.
3. In the case where the shareholders would like to change the votes, it can be completed by voting again. The shareholders cannot cast or change the votes if the agenda is closed for voting.
4. For the attendees who join the meeting via mobile phone or tablet, please change the meeting platform from Zoom to Chrome in order to cast the votes at E-Voting menu.
5. For the convenience of vote counting, if there is no shareholders press "Disapproved" or "Abstained" button and confirm within the specified time, it shall be deemed that the meeting resolves to approve as proposed by the chairman.
6. When the shareholders finish their voting, the shareholders are requested to return to E-Meeting screen to continue viewing the images and audio of the Meeting.
 - For consolidating of the votes, the disapproved, abstained, and invalid votes will be deducted from the total votes and the remaining votes shall be deemed as approved votes.
7. For the proxies who attend the Meeting, please review the instructions of the grantor and cast the votes correctly as specified by the grantor.
8. The system will collect the votes by counting the total votes from the voters via E-Voting and pre-voters from the proxy forms.
9. In the event the shareholders have already logged into the Meeting but do not cast their votes on any agendas, it shall be deemed as approved votes of the Meeting.

Shareholders which was recorded properly as detailed in Enclosure no. 1 (Minutes of the Annual General Meeting of Shareholders for year 2022 (No.75)).

Resolution The Meeting considered and resolved to certify the minutes of the 2022 Annual General Meeting of Shareholders with the majority votes of the shareholders attending the meeting and casting their vote, of which details are as follows:

Shareholders who	Numbers (Vote)	Percentage
Approved	10,600,559	99.1711
Disapproved	0	0.0000
Abstained	88,600	0.8289
Invalid voting ballot(s)	0	0.0000
Total	10,689,159	100.0000

Remarks: In this regard, there were 4 additional shareholders attending the meeting, increased by 29,730 shares, totaling 130 shareholders and proxies attending the meeting, totaling 10,689,159 shares, representing 76.9004 percent of the total issued of the Company.

Agenda Item 2 To consider and approve the delisting of the Company's ordinary shares from the Stock Exchange of Thailand

The Chairman requested the company secretary to invite Dr. Thitipat Charoenchaipong to report the details on delisting of the Company's ordinary shares from the Stock Exchange of Thailand ("SET") to the Meeting.

Dr. Thitipat Charoenchaipong declared to the Meeting that the Company was informed by a group of major shareholders of the Company that they have received a letter of intent from ThaiSri Insurance Public Company Limited (the "ThaiSri") on 28 October 2022. The letter of intent stated that ThaiSri wishes to make a tender offer to purchase all the Company's ordinary shares in order to voluntarily delist the Company's ordinary shares from the SET pursuant to the Regulations of the Stock Exchange of Thailand Re: Delisting of Securities B.E. 2564 (2021) and the Notification of Capital Market Supervisory Board Tor Chor. 12/2554: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeover (as amended) (the "Notifications on Takeover") (the "Tender Offer by ThaiSri"). In this regard, ThaiSri wishes to make an offer to purchase the Company's ordinary

shares for every shareholder of the Company at the price of THB 215.00 (the "Offering Price"). After the completion of the Tender Offer by ThaiSri, ThaiSri plans to make the entire business transfer by requiring the Company to transfer to ThaiSri its entire business, comprising all assets, liabilities, rights, duties, and liabilities that exist on the date of completion of the business transfer in order to strengthen the stability of ThaiSri's non-life insurance business. Thereby ThaiSri will pay consideration in cash and by promissory notes to the Company in the aggregated amount of not exceeding THB 2,988,500,000.00. Subsequently, the Company will proceed with the dissolution and liquidation in accordance with the rules stipulated in the Revenue Code and other relevant notifications (the "Entire Business Transfer Transaction"). Details of the Entire Business Transfer Transaction will be proposed to the meeting to consider and approve the Entire Business Transfer Transaction in Agenda item 3.

In the event that the Tender Offer by ThaiSri is made, the group of major shareholders of the Company which consists of (1) N.S. Alliance Company Limited (2) Pokkim Company Limited (3) Ms. Srirattana Jaroenchaiyapongs (4) Mr. Voravatch Jaroenchaiyapongs (5) Mrs. Kanjana Chemrungroj (6) Ms. Wimon Charoenchaipong (7) Mr. Pairach Charoenchaipong (8) Mr. Somboon Fusriboon and some other shareholders agreed to sell the ordinary shares in the Company in an aggregate amount of at least 10,463,729 shares or equivalent to 75.2786 percent of the Company's total paid-up shares (the "Group of Major Shareholders of the Company").

In this regard, the Tender Offer by ThaiSri is subject to the key condition precedents which includes the followings:

- (1) The shareholders' meeting of the Company shall have approved (1) the delisting of the Company's shares from the SET, (2) the entire business transfer to ThaiSri, and (3) the amendment of the Company's articles of association regarding the shareholding proportion of non-Thai shareholders of the Company and the number of non-Thai directors of the Company;
- (2) The Company shall have registered with the Ministry of Commerce the amendment in the articles of association of the Company regarding the shareholding proportion of non-Thai shareholders of the Company and the number of non-Thai directors of the Company;
- (3) The Company shall have obtained the letter issued by the SET regarding the preliminary approval for the delisting, save only for the official delisting approval from the SET, which the Company shall apply for after the completion under the share purchase agreement between ThaiSri and Group of Major Shareholders;

- (4) The Company shall have obtained the necessary approvals from the Office of Insurance Commission (the "OIC") in relation to the acquisition of shares in the Company by ThaiSri and the Entire Business Transfer Transaction, and the OIC have not imposed any condition(s) on either the Company or ThaiSri which would prohibit or prevent the Company or ThaiSri from the consummation of the acquisition of shares in the Company by ThaiSri and the Entire Business Transfer Transaction. In the event that any of such approval is subject to condition(s) imposed by the OIC, such condition(s) must be fulfilled prior to the completion under the share purchase agreement between ThaiSri and Group of Major Shareholders;
- (5) ThaiSri shall have obtained the necessary approvals from the OIC or the Ministry of Finance in relation to the capital increase of the ThaiSri;
- (6) The business transfer agreement substantially in the form set out in the share purchase agreement between ThaiSri and Group of Major Shareholders having duly been executed by the Company and delivered to ThaiSri for countersigning;
- (7) There has been no material adverse change on the Company; and
- (8) No person or governmental authority having commenced, or threatened to commence, any proceedings or investigation for the purpose of prohibiting or otherwise challenging or interfering with the acquisition of shares in the Company by ThaiSri and the Entire Business Transfer Transaction or third-party consents related thereto, or having taken or threatened to take any action as a result of or in anticipation of the Transaction that would be materially inconsistent with any of the warranties to be given under the share purchase agreement to be entered into between ThaiSri and the Group of Major Shareholders of the Company, or having enacted or proposed any legislation (including any subordinate legislation) or order or imposed any condition which would prohibit, materially restrict, or materially delay the implementation of the acquisition of ordinary shares and the Entire Business Transfer Transaction.

In this regard, Dr. Thitipat Charoenchaipong further informed the Meeting that the Offering Price mentioned above is a price not lower than the highest price of the offering price for the delisting of securities calculated based on the methods prescribed under the Notification on Takeover. ThaiSri insists in its letter of intent that ThaiSri will not be obliged to launch the Tender Offer if it is compelled to increase the Offering Price per share to be above THB 215.00.

However, the offeror may adjust the Offering Price in the following events:

- (1) The Company announces one or more dividend payments before the end of the offer period;
- (2) There is a change in the par value of the Company's shares which causes the increase or decrease in the number of the shares;
- (3) The rights or transferable subscription rights for a capital increase to the existing shareholders in proportion to the existing number of shares held by them are granted; or
- (4) There is any event or action that has or may have a material adverse effect on the status or assets of the Company where such event or action is not caused by the offeror or any action for which the offeror must be responsible for, and must be approved by the Takeover Panel through the Securities and Exchange Commission Office (the "SEC") pursuant to the Notification on Takeover.

In this regard, if there is an event or any action occurring after submitting the tender offer documents to the SEC during the tender offer period, which causes or may cause a material adverse effect to the Company's status or assets where such events or actions are not caused by ThaiSri or any action that ThaiSri must be responsible for, or if there is any other event that causes the delisting to be voided, ThaiSri may consider canceling the Tender Offer by ThaiSri or adjusting the Offering Price under the Notifications on Takeover.

To comply with the Regulations of the Stock Exchange of Thailand Re: Delisting of Securities B.E. 2564 (2021) (as amended) and relevant regulations, the Company appointed Pi Advisory Company Limited, a financial advisor whose name is on the list approved by the SEC and approved by independent directors of the Company, to be the independent financial advisor (IFA) of the Company to act as an independent financial advisor to give opinions on the delisting of the shares to the shareholders of the Company as detailed in Enclosure no. 5 (Opinion of an independent financial advisor (IFA) on the delisting of Nam Seng Insurance Public Company Limited's shares from the Stock Exchange of Thailand and Opinion of an independent financial advisor (IFA) on the Connected Transaction and Disposition of Assets Transaction of Nam Seng Insurance Public Company Limited).

The Chairman then requested Mr. Sumritchai Thangharat, the independent financial advisor of Pi Advisory Company Limited, to give the opinions on the delisting of the Company's shares from the SET in summary to the Meeting. Mr. Sumritchai Thangharat opinion to shareholders of the Company is to consider voting to approve the delisting of the Company's shares from being a listed company in the Stock Exchange of Thailand because

- 1) Tender Offeror intends to make a tender offer for Company's ordinary share at the price of 215.00 Baht per share, which is higher than the fair value of the Company's ordinary shares appraised

by an independent financial advisor. The price is based on the base case of the actuarial method is between 150.24 – 179.26 Baht per share.

- 2) Every shareholder will be given the opportunity to sell the Company's ordinary shares that they hold at a reasonable price in the amount they wish to sell without limitation from the trading liquidity of the Company's shares
- 3) The company does not need to raise funds through the stock market when compared to the expenses incurred from being a listed company
- 4) Check and balance of management of Thaisri by minority shareholders will be limited.
- 5) The ability of the company to compete in the insurance business tends to decrease due to the current competitive situation of the insurance business.

In this regard, the details of the financial position and performance of the Company are shown in **Enclosure no. 3** (Up-to-Date Information on Nam Seng Insurance Public Company Limited as disclosed in the Annual Registration Statement Form 56-1 One Report).

Moreover, Dr. Thitipat Charoenchaipong, the independent director, clarifies the opinions on the delisting of the Company's shares from the SET as detailed in **Enclosure no. 4** (Opinion of the independent directors on the delisting of Nam Seng Insurance Public Company Limited's shares from the Stock Exchange of Thailand) as summarized below.

1. Impact on shareholders

1.1 Shareholders who accept the tender offer

- All shareholders can sell their shares at the Offering Price of THB 215.00 per share

Shareholders will be offered the Offering Price at THB 215.00 per share, which is the price that the IFA has deemed to be an appropriate price since the Offering Price is higher than the fair value of the Company's ordinary shares which falls within the range of THB 159.24 – 179.26 per share where the base case price derived from the discounted cash flow method is THB 163.22 per share as appraised by the IFA. Moreover, the Offering Price is not lower than the highest price determined pursuant to the methods prescribed under the Notification on Takeover.

In addition, all shareholders can sell the Company's shares at the Offering Price in the desired amount without the restrictions since ThaiSri will purchase all the Company's shares under the Tender Offer by ThaiSri.

1.2 Shareholders who do not accept the tender offer

Shareholders who do not accept the tender offer and still hold the Company's shares after the delisting of the Company's shares from the SET may be impacted as follows:

- Lack of liquidity in trading the Company's securities

As the Company's shares will not be traded on the SET, the shareholders will no longer be able to trade the Company's shares through the SET with the same flexibility as when the Company is still a listed company. In addition, after the delisting of the Company's shares from the SET, the Company will transfer its entire business and dissolve the Company and the status of the Company's shareholder will be ended.

- Restrictions on the return on investment

Shareholders of the Company may mainly receive a return on their investment in the form of dividends. In this regard, the opportunity for shareholders to receive a return from capital gains may be lower or difficult to achieve because there is no secondary market for trading, no reference market price and the Company will proceed with the dissolution after the entire business transfer to ThaiSri is completed. Moreover, an individual investor will not be exempted from the capital gain tax and will be liable for stamp duty payment on the transfer of shares.

After the delisting of the Company's shares from the SET and the completion of the Tender Offer by ThaiSri, the Company will proceed with the dissolution and liquidation in accordance with the rules stipulated in the Revenue Code. Therefore, if the shareholders who do not accept the tender offer and remain shareholders of the Company until the Company's liquidation process may receive a return in the form of dividends before the dissolution, however, this is subject to ThaiSri's policy and may differ from the current policy and/or be paid as a capital return in proportion to the shareholders' equity of the Company held after the Company's liquidation process which depends on the liabilities that the Company must also be paid to creditors in the process of liquidation. In addition, shareholders will be liable for tax burden on the benefits derived from the dissolution of the Company which is appraised as income in excess of the shareholders' capital.

- Less access to the Company's data and/or information

After the delisting of the Company's shares from the SET, the Company will no longer have an obligation to disclose the information as a SET listed company. Therefore, the shareholders may receive less data and news of the Company. In addition, after the end of the tender offer for delisting the Company's shares, in case that the Company has less than 100 shareholders or there are other shareholders who are not the offeror (ThaiSri), the concert party of the offeror and the persons under Section 258 of such person, holding shares in an aggregate

number of not greater than 5 percent of the total voting rights of the Company, the Company will no longer have obligations to disclose its financial positions and operation results and will no longer have obligations to disclose the information regarding the acquisition or disposition of assets, the connected transactions, and other information as prescribed under Chapter 3/1 of the Securities and Exchange Act B.E.2535 (1992) (as amended) ("Securities and Exchange Act").

The Company is still however required to comply with provisions under the Public Company Act B.E.2535 (as amended) ("Public Limited Companies Act") until the dissolution of the Company, for instance, disclosure of the annual report and the invitation to shareholders' meeting of the Company.

2. Impact on the Company

2.1 In the event that the Company's shares are delisted from the SET

Even the delisting of the Company's shares will not directly benefit the Company, but the delisting of the Company's shares is the key condition precedent for the Tender Offer by ThaiSri which will give all shareholders the opportunity to sell their shares during the Tender Offer by ThaiSri period and receive a return of capital which is the price that the IFA has deemed to be an appropriate price as stated in Clause 1 (*Effects to Shareholders*) above.

In this respect, the Chairman deemed it appropriate to propose to the Meeting to consider and approve the delisting of the Company's shares from the SET as per the details mentioned above and in **Enclosure no. 2 (Form of Report on Delisting of Shares (F10-6))** and the delegation of the power to managing director, deputy managing director or a person who is assigned by managing director or deputy managing director to take any action related to the delisting of the Company's shares from the SET including but not limited to: (1) to determine, amend, add, or change details; and sign the document and/or agreements related to the delisting of the Company's shares together with the Form 250-2, (2) to contact, coordinate, request for permission, request for a waiver, sign and/or submit any documents and take action related to regulatory authorities or other agencies as required by law including taking any action in accordance with the rules, conditions, and details of the law and related regulations as well as opinions or practices of such agencies and (3) to take action necessary and related to the delisting of securities from the SET as appropriate.

Subsequently, Mr. Suabchok Reongvan, a shareholder, inquired about the tender offer by ThaiSri under important conditions precedent that the Company will receive approval from the Office of Insurance Commission (OIC) on the acquisition of the Company's ordinary shares by ThaiSri and the entire business transfer is completed before the tender offer period of ThaiSri's that the Company expected or not.

Then, Dr. Thitipat Charoenchaipong informed that the Company expects to receive approval from the OIC regarding the acquisition of the Company's ordinary shares by ThaiSri within the expected timeframe.

Resolution The Meeting considered and unanimously resolved to approve the delisting of the Company's shares from the SET including the delegation of the power to authorized directors, managing director, deputy managing director, or a person who is assigned by the authorized directors, managing director or deputy managing director to take necessary actions relating to such transaction with a vote of not less than three-fourths of the total paid-up shares of the Company by the shareholders attending the meeting and having the right to vote and must not have any shareholders of the Company holding more than 10 percent of the total paid-up shares of the Company in aggregate objecting the delisting, of which details are as follows:

Shareholders who	Numbers (Vote)	Percentage
Approved	10,689,159	76.9004
Disapproved	0	0.0000
Abstained	0	0.0000
Invalid voting ballot(s)	0	0.0000
Total	10,689,159	76.9004
Total paid-up shares of the Company	13,900,000	100.0000

Agenda Item 3 To consider and approve the entire business transfer

The Chairman requested the company secretary to invite Dr. Thitipat Charoenchaipong to report the details on the entire business transfer to the Meeting.

Dr. Thitipat Charoenchaipong informed to the Meeting that after the completion of the Tender Offer by ThaiSri as detailed in the Agenda item 2, ThaiSri plans to pursue the Entire Business Transfer Transaction by requiring the Company to transfer to ThaiSri its entire business, comprising all assets, liabilities, rights, duties, and liabilities that exist on the date of completion of the business transfer, thereby ThaiSri will pay consideration in cash and with promissory notes to the Company in the amount of not exceeding THB 2,988,500,000.00. Subsequently, the Company will proceed with the dissolution and liquidation in accordance with the rules stipulated in the Revenue Code and the Notification of the Director-General of the Revenue Department on Prescribing Rules, Procedures and Conditions for Merger or Entire Business Transfer of a public limited company or limited company for the exemption of income taxes (No. 3) dated 19 October 2012 (as amended) and other relevant notifications.

Then, Dr. Thitipat Charoenchaipong informed to the Meeting that the basis of the determination of the value of consideration under the Entire Business Transfer Transaction is the price mutually agreed between the Company and ThaiSri, which must not be less than the book value of the Company and not lower than the market price of the assets on the date of completion of the Entire Business Transfer Transaction in order to comply with the rules of the Revenue Code.

After the completion of the Tender Offer by ThaiSri, the Company expects that ThaiSri would hold ordinary shares in the Company at least 10,463,729 ordinary shares or equivalent to 75.2786 percent of the Company's total shares from the purchase of the Company's ordinary shares from the existing major shareholders of the Company. Additionally, it cannot be predicted whether ThaiSri will hold up to 95 percent of the Company's ordinary shares or not. Thus, ThaiSri would become a major shareholder and controlling person, and also would be considered as a connected person of the Company under the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions, and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions, B.E. 2546 (2003) (as amended) (the "Notifications on Connected Transactions"). Even though ThaiSri enters into the Entire Business Transfer Transaction after the completion of the delisting of the Company's shares, ThaiSri is not exempted from complying with such notifications. As a result, the Entire Business Transfer Transaction is considered as a connected transaction under the aforementioned notification. When calculating based on the Company's reviewed financial statements for the financial period ending 30 June 2022, the transaction size is equal to 318.11 percent of the net tangible assets of the Company, which exceeds 3 percent of the net tangible assets of the Company. In addition, the Company does not have any other connected transactions with ThaiSri or its related persons during the past 6 months prior to the Board of Directors' meeting. In addition, the Entire Business Transfer Transaction is considered as a disposal of assets of the Company in the form of cash even after the completion of the delisting of Company's shares from the SET with the same reason as the connected transaction as mentioned above under the Notification of the Capital Market Supervisory Board No. Tor Chor. 20/2551, Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets, and the Notification of the Board of Governors of the Stock Exchange of Thailand, Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 (2004) (as amended) (the "Notifications on Asset Acquisition and Disposition") with the value of transaction equaling 100 percent according to the Net Tangible Asset (NTA) and Net Profit criterion, which is the calculation criterion that results in the highest transaction size (based on the Company's financial statements reviewed by the certified auditor for the financial period ending on 30 June 2022). When combine the transaction size with the other asset disposal transactions of the Company that occurred in the past 6 months prior to the Board of Directors' meeting,

such transaction size calculated based on Net Tangible Asset (NTA) and Net Profit criterion is still considered the highest transaction size.

Therefore, the Company has the following duties¹:

- (1) Preparing a report and disclosing information memorandum for entering into the Entire Business Transfer Transaction to the SET in accordance with the Notifications on Asset Acquisition and Disposition and the Notifications on Connected Transactions as detailed in Enclosure no. 6 (*Information Memorandum on Connected Transaction and Disposition of Assets Transaction of Nam Seng Insurance Public Company Limited*) and Enclosure no. 7 (*Information Memorandum on Connected Transaction and Disposition of Assets Transaction of Nam Seng Insurance Public Company Limited Pursuant to the Schedule 2 of Notification of the Board of Governors of the Stock Exchange of Thailand*);
- (2) Appointing an independent financial advisor to give opinions on entering into the Entire Business Transfer Transaction under the Notifications on Asset Acquisition and Disposition and the Notifications on Connected Transactions. In this regard, the Company has appointed Pi Advisory Company Limited, a financial advisor whose name is on the list approved by the SEC and approved by independent directors of the Company, to act as an independent financial advisor to perform such duties including submitting such opinions to the SEC, the SET and shareholders of the Company. In this regard, the opinion of an independent financial advisor detailed in the Enclosure no. 5 (*Opinion of an independent financial advisor (IFA) on the delisting of Nam Seng Insurance Public Company Limited's shares from the Stock Exchange of Thailand and Opinion of an independent financial advisor (IFA) on the Connected Transaction and Disposition of Assets Transaction of Nam Seng Insurance Public Company Limited*); and

¹ According to Clause 41(3) of Notification of the Capital Market Supervisory Board No. Tor Chor. 44/2556 Re: Rules, Conditions and Procedures for Disclosure regarding Financial and Non-financial Information of Securities Issuers (as amended) and clause 2 of the Notification of Capital Market Supervisory Board No. Tor Chor. 20/2558 Re: Characteristics of the Companies Exempted from Chapter 3/1 of the Securities and Exchange Act B.E. 2535 (1992) (as amended), the Company will have no duty to comply with chapter 3/1 of the Securities and Exchange Act B.E. 2535 (1992) (as amended), the Notifications on Connected Transactions and the Notifications on Asset Acquisition and Disposition, if ThaiSri holds up to 95 percent of total paid-up shares of the Company and the Company delists its shares from the SET after the completion of the Tender Offer by ThaiSri. However, the Company will still be required to comply with section 107(2)(a) of the Public Limited Companies Act B.E. 2535 (1992) (as amended), resulting in the Company having to convene a shareholders' meeting to approve the entering into the Entire Business Transfer Transaction with a vote of not less than three quarters of the total votes of the shareholders attending the meeting and having the right to vote, excluding the votes cast by shareholders having an interest.

- (3) Convening a shareholders' meeting to approve entering into the Entire Business Transfer Transaction with a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote, excluding the votes cast by shareholders having an interest.

In this regard, the Entire Business Transfer Transaction is considered as a sale or transfer of all or significant part of the Company's business to another person under 107(2)(a) of the Public Limited Companies Act, resulting in the Company being required to convene a shareholders' meeting to approve entering into the Entire Business Transfer Transaction with a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote, excluding the votes cast by shareholders having an interest.

In this regard, the Chairman requested Mr. Sumritchai Thangharat, the independent financial advisor from Pi Advisory Company Limited to give their opinions on the connected transaction and disposition of Company's assets in summary to the Meeting. Mr. Sumritchai Thangharat opinion to shareholders of the Company is to consider voting to approve the entire business transfer because

- 1) Delisting of Company's securities, entire business transfer and amendment to the Company's Articles of Association which is regarded as a related transaction and is a condition for each other. Every shareholder will be given the opportunity to sell the Company's ordinary shares that he/she held at a reasonable price in accordance with the amount he wished to sell without limitation from the trading liquidity of the Company's shares
- 2) Obtaining approval from the shareholders' meeting of the Company for the entire business transfer transaction after the delisting transaction is part of the conditions precedent in the Share Purchase Agreement prior to making the tender offer by ThaiSri. Hence, after the delisting of the Company's ordinary shares from being a listed company in the Stock Exchange of Thailand, the company will be able to save costs associated with being a listed company.

Then, Dr. Thitipat Charoenchaipong informed to the Meeting that although the Entire Business Transfer Transaction does not directly benefit the Company, the Entire Business Transfer Transaction is a transaction that provides all shareholders the opportunity to sell their shares in the Tender Offer by ThaiSri. In addition, the Entire Business Transfer Transaction will occur after the completion of the Tender Offer by ThaiSri. If any shareholders are unable to sell the Company's shares held by them during the Tender Offer period by ThaiSri and still hold their shares until the completion of the liquidation process, such shareholders will be entitled to receive a return of capital in proportion to their respective shareholdings after the completion of the liquidation process of the Company. The Company intends to proceed with the registration of its dissolution in the accounting period in which the entire

business is transferred in accordance with the rules stipulated in the Revenue Code including other related notifications by the end of 2023.

Any shareholders who sell their shares during the Tender Offer by Thaisri period will not be entitled to receive a return of capital from the Entire Business Transfer Transaction and liquidation by the Company.

The Company will execute on an entire business transfer agreement having key condition precedents that after all condition precedents under the entire business transfer agreement has been fulfilled or the Company has been granted a waiver from the relevant parties including (1) The Company shall have obtained the necessary approvals from the Office of Insurance Commission (the "OIC") in relation to the acquisition of shares in the Company by ThaiSri and the Entire Business Transfer Transaction and the OIC have not imposed any condition(s) on either the Company or ThaiSri which would prohibit or prevent the Company or ThaiSri from the consummation of the acquisition of shares in the Company by ThaiSri and the Entire Business Transfer Transaction. In the event that any of such approval is subject to condition(s) imposed by the OIC, such condition(s) must be fulfilled prior to the completion under the share purchase agreement between ThaiSri and Group of Major Shareholders and (2) the shareholders' meeting of the Company shall have approved the entire business transfer. The Company expects that the Entire Business Transfer Transaction will be completed by the end of 2023. Details of Entire Business Transfer Transaction and key condition precedents under the business transfer agreement are in Enclosure no. 6 (*Information Memorandum on Connected Transaction and Disposition of Assets Transaction of Nam Seng Insurance Public Company Limited*) and Enclosure no. 7 (*Information Memorandum on Connected Transaction and Disposition of Assets Transaction of Nam Seng Insurance Public Company Limited Pursuant to the Schedule 2 of Notification of the Board of Governors of the Stock Exchange of Thailand*).

For the reasons mentioned above, it should be proposed to the shareholders' meeting to consider and approve the entering into the Entire Business Transfer Transaction and the delegation of the power to authorized directors, managing director, deputy managing director, or a person who is assigned by the authorized directors, managing director or deputy managing director to consider and determine any other details that are necessary and relevant to entering into the Entire Business Transfer Transaction including but not limited to: (a) negotiate the terms and conditions of the Entire Business Transfer Transaction Agreement (b) determine and/or amend any additional details relating to the Business Transfer Transaction Agreement, (c) execute on agreements and other documents related to the Entire Business Transfer Transaction, (d) execute on the applications including any other documents and evidences necessary and relevant to the Entire Business Transfer Transaction and contact and submit such applications, documents and evidences to the government entities and/or any regulatory authority and (e) take any other actions necessary and related to the Entire Business Transfer Transaction.

Resolution The Meeting considered and unanimously resolved to approve the entering into the Entire Business Transfer Transaction including the delegation of the power to authorized directors, managing director, deputy managing director, or a person who is assigned by the authorized directors, managing director or deputy managing director to take necessary actions relating to such transaction with a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote excluding the votes cast by shareholders having an interest in the matter from the calculation base, of which details are as follows:

Shareholders who	Numbers (Vote)	Percentage
Approved	10,689,159	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Invalid voting ballot(s)	0	0.0000
Total	10,689,159	100.0000

Agenda Item 4 To consider and approve the amendment of the Company's articles of association

The Chairman requested the company secretary to invite Dr. Thitipat Charoenchaipong to report the details on the amendment of the Company's articles of association to the Meeting.

Dr. Thitipat Charoenchaipong informed the Meeting that after the completion of the Tender Offer by ThaiSri (who has non-Thai shareholders holding shares more than 50 percent of its total issued shares), the Company expects that ThaiSri would hold ordinary shares in the Company at least 10,463,729 ordinary shares or equivalent to 75.2786 percent of the Company's total shares from the purchase of the Company's ordinary shares from the Group of Major Shareholders of the Company. In addition, in the event that the Entire Business Transfer Transaction by the Company to ThaiSri as appeared in Agenda item 3 is approved by the OIC, the Company will be granted a waiver for ThaiSri, a non-Thai juristic person, to temporarily hold more than 49 percent of percent of the number of shares sold with voting rights or having non-Thai directors more than half of the total number of directors for the benefit of the implementation of the Entire Business Transfer Transaction plan. Such waiver shall be in accordance with the Notification of the Ministry of Finance Re: Rules, Procedures, and Conditions for Requesting a Waiver, and a Waiver for having Non-Thai Shareholders Holding Shares in Excess of 49 percent of the Number of the Paid-up Shares with Voting Rights or having Non-Thai Directors more than Half of the Total

Number of Directors in the Case of Enhancing the Stability of Non-life Insurance Companies or Strengthening the Stability of the Non-life Insurance Business, B.E. 2559 (2016) dated 8 December 2016.

In this regard, in order to be consistent with the acquisition of shares in the Company by ThaiSri, it is deemed appropriate to propose to the Meeting to consider and approve the amendment of the Company's articles of association. The details are as follows:

Clause	Current Wording	Proposed Amendment
11	The Company's shares can be transferred without any restrictions except for transfer of shares that cause the Company to have non-Thai shareholders less than three-fourths of the total number of shares sold. In such cases, the Company has the right to refuse the transfer of the shares.	The Company's shares can be transferred without any restrictions, except that the transfer of shares which would cause foreigners to hold shares in the Company exceeding the ratio stipulated by the non-life insurance law.
16	The Board of Directors shall consist of at least 9 directors, and not less than three-fourths of the total number of directors must be Thai. Additionally, the directors of the Company must have qualifications as required by applicable laws.	The Board of Directors shall consist of at least 9 directors and must have Thai directors at least in accordance with the ratio prescribed by the non-life insurance law.

Apart from that, it is deemed appropriate to propose to the shareholders' meeting to delegate the power to authorized directors, managing director, deputy managing director, or a person who is assigned by the authorized directors, managing director or deputy managing director to register the amendment of the Company's articles of association with the Registrar of Public Companies at the Department of Business Development of the Ministry of Commerce, and for them to have authority to amend or change the request documents or the text in such documents as well as having the power to take necessary actions as they deem appropriate to comply with the law, regulations, and interpretation of relevant government agencies including the advice or order of the registrar or officer.

Resolution The Meeting considered and unanimously resolved to approve the amendment of the Company's articles of association as proposed in all respects including the delegation of the power to authorized directors, managing director, deputy managing director, or a person who is assigned by the authorized directors, managing director or deputy managing director to take necessary actions relating to the amendment of the Company's articles of association with a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote, of which details are as follows:

Shareholders who	Numbers (Vote)	Percentage
Approved	10,689,159	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Invalid voting ballot(s)	0	0.0000
Total	10,689,159	100.0000

Agenda Item 5 Other matters (if any)

The Chairman informed the Meeting that according to Section 105 of the Public Limited Companies Act, requesting the Meeting to consider other matters in addition to the agendas specified in the notice of the meeting can be made by shareholders holding shares in aggregate not less than one-third of the total issued shares. However, there was no additional agenda proposed by the shareholders.

Then, the Chairman welcomed the shareholders to ask any questions or give suggestions without the resolution.

As there was no question or suggestion from any shareholders, the Chairman thanked all shareholders for attending the Extraordinary General Meeting of Shareholders No. 1/2022 and closed the meeting.

The meeting was adjourned at 10.53 a.m.

Signed (Mr. Yongyuth Phusanti) Chairman of the Meeting

(Mr. Yongyuth Phusanti)

Experience of person to be elected as director replacing one whose term expires in the AGM.

1. Name	Mr. Yongyuth Phusanti
2. Age	69 years
3. Nationality	Thai
4. Education	- M.S.in Sanitary Engineering Syracuse University, USA.
5. Existing Position	- Chairman, Nam Seng Insurance Plc.
6. DAP Program	- The proposed director has already attended the Directors Accreditation Program (DAP) arranged by IOD.
7. Experience	<ul style="list-style-type: none"> - Chairman of Audit Committee, Nam Seng Insurance Plc. - Committee Member of Audit Committee, Nam Seng Insurance Plc. - Director, Nam Seng Insurance Plc. - Director, N.S.Alliance Co.,Ltd. - Director, N.S.B. Co.,Ltd. - Managing Partner, Thai Heng Seng Limited Partnership
8. Position in the other listed company	- None
9. Position in the non-listed company	<ul style="list-style-type: none"> - Director of N.S.Alliance Co.,Ltd. - Director, N.S.B. Co.,Ltd. - Managing Partner, Thai Heng Seng Limited Partnership
10. Position in the competing company or connected company	- Director of N.S.Alliance Co.,Ltd. and N.S.B. Co.,Ltd. Which had done connected transaction with the Company.
11. Number of years in which he is Director in the Company	- From 1991 to present, totaling 31 years. Including the term of 3 years, the total will be 34 years.
12. Number of attendance in the BOD and committee meetings.	- 15 from 15 of BOD meetings.
13. Company shareholding	- None
14. Type of Director to be elected	<ul style="list-style-type: none"> - Independent Director with qualification in accordance with the notification of the SEC. He does not hold more than 1% of total ordinary shares of the Company and the holding company, without business relation which will prevent him from giving independent opinion.
15. Selection method	- Proposed by Board of Directors
16. Duration in the office of Independent Director	- 31 years from 1991 to present. Including the term of 3 years, the total will be 34 years.

Experience of person to be elected as director replacing one whose term expires in the AGM.

	Mr. Voravatch Jaroenchaiyapongs
1. Name	
2. Age	42 years
3. Nationality	Thai
4. Education	- Master of Business Administration Sasin Graduate Institute of Business Administration of Chulalongkorn University.
5. Existing Position	- Deputy Managing Director, Nam Seng Insurance Plc.
6. DAP Program	- The proposed director has already attended the Directors Accreditation Program (DAP) arranged by IOD.
7. Experience	- Assistant Managing Director, Nam Seng Insurance Plc. - Manager of Motor Claims Department, Nam Seng Insurance Plc. - Manager of Branch Operating Department, Nam Seng Insurance Plc.
8. Position in the other listed company	- None
9. Position in the non-listed company	- None
10. Position in the competing company or connected company	- None
11. Number of years in which he is Director in the Company	- From 2016 to present, totaling 6 years. Including the term of 3 years, the total will be 9 years.
12. Number of attendance in the BOD and committee meetings.	- 13 from 15 of BOD meetings. - 11 from 12 of Executive Committee meetings. - 4 from 4 of Investment Committee meetings. - 6 from 6 of Risk-managing Committee meetings. - 4 from 4 of New Product and Insurance Committee meetings. - 4 from 4 of Claim-managing Committee meetings.
13. Company shareholding	- None
14. Type of Director to be elected	- Proposed by Directors
15. Selection method	- Proposed by Board of Directors.

Experience of person to be elected as director replacing one whose term expires in the AGM.

1. Name	Mr. Surasak Vajasit
2. Age	70 years
3. Nationality	Thai
4. Education	- Bachelor of Laws, University of London, King's College - Bachelor of Laws, Thammasat University
5. Existing Position	- Independent Director, Nam Seng Insurance Plc.
6. DAP Program	- None
7. Experience	- Managing Director, R&T Asia (Thailand) Limited.
8. Position in the other listed company	- None
9. Position in the non-listed company	- None
10. Position in the competing company or connected company	- None
11. Number of years in which he is Director in the Company	- From January 2023 to present, totaling 3 months.
12. Number of attendance in the BOD and committee meetings.	- 4 from 4 of BOD meetings. - 1 from 1 of Audit Committee meetings.
13. Company shareholding	- None
14. Type of Director to be elected	- Independent Director with qualification in accordance with the notification of the SEC. He does not hold more than 1% of total ordinary shares of the Company and the holding company, without business relation which will prevent him from giving independent opinion.
15. Selection method	- Proposed by Board of Directors
16. Duration in the office of Independent Director	- 3 months from January 2023 to present. Including the term of 3 years, the total will be 3 years 3 months.

History and experience of those who have been named as the company's auditor

1. Name	Miss Narissara Chaisuwan	
Education	<ul style="list-style-type: none"> - Master degree in Business Administration, Thammasat University. - The certified public accountant (Thailand) No.4812 	
Experience	<ul style="list-style-type: none"> - EY Office Limited. From 1993 to present, for 29 years. - Nam Seng Insurance Plc.'s auditor for 5 year. 	
2. Name	Miss Somjai Khunapasut	
Education	<ul style="list-style-type: none"> - Bachelor's degree in Accounting, Chulalongkorn University. - Master's degree in Accounting, Thammasat University. - The certified public accountant (Thailand) No.4499 	
Experience	<ul style="list-style-type: none"> - EY Office Limited. From 1992 to present, for 30 years. - Nam Seng Insurance Plc.'s auditor for 10 years. 	
3. Name	Miss Rachada Yongsawadvanich	
Education	<ul style="list-style-type: none"> - Bachelor's degree in Business Administration, Assumption University. - Master's degree in Business Administration, Assumption University. - Master's degree in Finance, Thammasat University. - The certified public accountant (Thailand) No.4951 	
Experience	<ul style="list-style-type: none"> - EY Office Limited. From 1991 to present, for 31 years. - Nam Seng Insurance Plc.'s auditor for 10 years. 	
4. Name	Miss Isaraporn Wisutthiyan	
Education	<ul style="list-style-type: none"> - Bachelor of Business Administration, Assumption University. - The certified public accountant (Thailand) No.7480 	
Experience	<ul style="list-style-type: none"> - EY Office Limited. From 1993 to present, for 29 years. - Nam Seng Insurance Plc.'s auditor for 4 years. 	

**Articles of Association
of
Nam Seng Insurance Public Company Limited**

Section 5 Shareholders' Meeting

35. The Board shall hold the shareholders' meeting as the annual general meeting within 4 months from the year-ended date of the company's accounting period.

36. Other general meetings to be held from time to time shall be called extraordinary meeting. The Board may at anytime call for such extraordinary meeting as it deems appropriate or one holder or the shareholders holding the total shares not less than ten percent of the total issued shares may request the Board in writing to call for extraordinary meeting provided that the reason and objective is clearly specified in such written request. In such a case requested by the shareholders, the Board shall hold the meeting within 45 days from the date of receipt of such request from the shareholders.

37. Notice for any shareholders' meeting shall be prepared by the Board indicating venue, date and time, agenda and proposed resolution with adequate details and in particular, such agenda should be specified whether it is an issue for acknowledgement, for approval or for consideration as the case may be as well as opinion of the Board for such issue and then sent to each shareholder not less than 7 days before meeting date and also published such notice in the newspaper for 3 consecutive days at least 3 days in advance before the meeting date.

The Board of Directors shall fix date, time and venue for the shareholders' meeting as deemed appropriate by the Board.

38. For each shareholders' meeting, it shall be attended by the shareholders and proxies (if any) for not less than 25 persons collectively holding shares not less than one third of the total issued shares or by shareholders and proxies (if any) not less than half of the total number of shareholders and the total shares held by such attending shareholders and proxies shall not be less than one third of the total issued shares to form quorum of the meeting.

For any shareholders' meeting, if the meeting time has been delayed for one hour and number of shareholders is still not adequate to form quorum of the meeting, if such meeting is requested by the shareholders, it shall be canceled. But if such meeting is not requested by the shareholders, it shall be adjourned by the Board of Directors provided notice for the subsequent meeting is sent to the shareholder for not less than 7 days before the rescheduled meeting. Requirement relating to quorum of the meeting shall not be applicable to this subsequent meeting.

39. In any shareholders' meeting, the shareholder may authorize other person of legal age (proxy) to attend the meeting and vote in his/her behalf. The proxy shall indicate date and bear signature of the shareholder appointing such proxy in the form prescribed by the registrar.

This proxy form shall be provided to the Chairman of the Board or person assigned by the Chairman of the Board at the meeting venue before attending the meeting.

In respect of voting, the proxy shall have votes equal to all votes of the shareholder(s) appointing such proxy unless the proxy states to the meeting before casting vote that he/she shall cast vote on behalf of certain shareholder(s) by indicating name of such shareholder(s) and number of shares held by such shareholder(s).

40. In respect of vote casting in any shareholders' meeting, each shareholder shall have vote rights equal to number of shares held by such shareholder. The meeting's resolution shall be reached as follows:

(1) In an ordinary case, it shall be reached by majority vote by the shareholders attending the meeting and entitled to cast the vote. Tied vote shall be settled by a decisive vote casted by the chairman of the meeting.

(2) In the following cases, it shall be reached by not less than three fourth of total votes of shareholders attending the meeting and entitled to cast vote:

- (a) sell or transfer the company's business whether in whole or for substantial part to the third person.
- (b) buy or receive the transfer of other company's business or private company.
- (c) execute, amend or terminate agreement relating to the lease of the company's business whether in whole or for its substantial part.
- (d) authorize other person to manage the company's business.
- (e) consolidate with any other person with an aim to share profit/loss.
- (f) amend the memorandum of association or the articles of association.
- (g) increase or decrease of the company's capital or issuance of debenture.
- (h) merging or winding – up.

41. Voting shall be made publicly unless on or before declaring the result of voting, the shareholders not less than 5 persons make a request and the meeting resolves to hold the vote casting in camera while the method for such vote casting in camera shall be determined by the chairman of the meeting.

42. Any shareholder has specific interest in any resolution to be made shall have no vote right in that resolution and in case of necessity or appropriateness, the chairman may ask such shareholder to temporarily leave the meeting room.

43. Annual general meeting should generally consider the following matters:

- (1) To consider the report prepared by the Board of any businesses done during the earlier period.
- (2) To consider and approve balance sheet.
- (3) To consider profit allocation.
- (4) To elect a director to replace one vacated from the office by expiry of the term.
- (5) To appoint an auditor and determine audit fee.
- (6) To consider other matters.

แบบหนังสือมอบฉันทะ แบบ ก.

Proxy Form A.

เขียนที่.....

Made at

วันที่.....เดือน.....พ.ศ.....
Date Month Year

(1) ข้าพเจ้า.....สัญชาติ.....

I/We,

Nationality

อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....

Residing at No. Road Tambon/Khwaeng

อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....

Amphur Province Postcode

(2) เป็นผู้ถือหุ้นของ บมจ.นำสินประกันภัย โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น

being a shareholder of Nam Seng Insurance PCL, holding a the total amount of share (s)

และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้

and have voting rights equivalent to

vote (s), the details of which are as follows:

หุ้นสามัญ	.....หุ้น	ออกเสียงลงคะแนนได้เท่ากับ	.....เสียง
ordinary share	share (s)	having voting rights equivalent to	vote (s)
หุ้นบุริมสิทธิ	.....หุ้น	ออกเสียงลงคะแนนได้เท่ากับ	.....เสียง
preferred share	share (s)	having voting rights equivalent to	vote (s)

(3) ขอมอบฉันทะให้

hereby authorize

(1)อายุ.....ปี อยู่บ้านเลขที่.....

Age

Years

Residing at No.

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....

Road Tambon/Khwaeng Amphur/Khet

จังหวัด.....รหัสไปรษณีย์.....หรือ

Province Postal Code or

(2)อายุ.....ปี อยู่บ้านเลขที่.....

Age

Years

Residing at No.

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....

Road Tambon/Khwaeng Amphur/Khet

จังหวัด.....รหัสไปรษณีย์.....หรือ

Province Postal Code or

(3)อายุ.....ปี อยู่บ้านเลขที่.....

Age

Years

Residing at No.

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....

Road Tambon/Khwaeng Amphur/Khet

จังหวัด.....รหัสไปรษณีย์.....

Province Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 76 ในวันที่ 26 เมษายน 2566 เวลา 15.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ ณ ห้องประชุมชั้น 5 อาคารนำสินประกันภัย เลขที่ 767 ถนนกรุงเทพ – นนทบุรี แขวงบางซื่อ เขตบางซื่อ กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of the above as my/our proxy holder to attend and vote on my behalf at the General Meeting of Shareholders No.76, which will be held on 26 April 2023 at 3.00 p.m. through electronic means from the conference room on the 5th Nam Seng Insurance Building, 767 Krungthep–Nonthaburi Road, Bangsue, Bangkok or on any date and at any postponement thereof.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried on by the proxy in the said meeting, shall be deemed as having been carried out by myself in all respects.

ลงชื่อ/Signed.....ผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy
(.....)

หมายเหตุ ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

Note : Shareholder must authorize only one proxy to attend the meeting and cast votes. He/she cannot divide the number of shares to allow several proxies to cast their votes in different ways.

แบบหนังสือมอบฉันทะ แบบ ข.
Proxy Form B.

เขียนที่.....
Made at
วันที่.....เดือน.....พ.ศ.....
Date Month Year

(1) ข้าพเจ้า.....สัญชาติ.....
I/We, Nationality
อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....
Residing at No. Road Tambon/Khwaeng
อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....
Amphur/Khet Province Postcode

(2) เป็นผู้ถือหุ้นของ บมจ.นำสินประกันภัย โดยถือหุ้นจำนวนรวมทั้งสิ้น.....หุ้น
being a shareholder of Nam Seng Insurance PCL., holding a the total amount of share (s)
และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้
and having voting rights equivalent to vote (s), the details of which are as follows:
หุ้นสามัญหุ้น ออกเสียงลงคะแนนได้เท่ากับเสียง
ordinary share share (s) having voting rights equivalent to vote (s)
หุ้นบุริมสิทธิหุ้น ออกเสียงลงคะแนนได้เท่ากับเสียง
preferred share share (s) having voting rights equivalent to vote (s)

(3) ขอมอบฉันทะให้ (โปรดเลือก ก หรือ ข เพียงข้อเดียว)

hereby authorize (Please choose either a or b)

☐ (ก) ชื่อ.....อายุ.....ปี
(a) Name.....Age.....Years
อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....
Residing at No. Road Sub district.....
อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....
District.....Province.....Postal Code.....

☐ (ข) หรือกรรมการอิสระตามรายชื่อ ดังนี้

(b) or the following Independent Director

☐ 1) ชื่อ.....นางพรพรรณ ตันอริยกุล.....กรรมการอิสระ.....อายุ.....62.....ปี
1) Name Mrs. Pornpun Tanariyakul Independent Director Age 62 Years
อยู่บ้านเลขที่ 294/1 ซอย.....ถนน พญาไท.....ตำบล/แขวง ถนนเพชรบุรี.....
Residing at No. 294/1 Soi.....Road Phayathai Sub district Phetchaburi Road
อำเภอ/เขต ราชเทวี.....จังหวัด กรุงเทพมหานคร.....รหัสไปรษณีย์ 10400.....
District Ratchathewi Province Bangkok Postal Code 10400

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 76 ในวันที่ 26 เมษายน 2566 เวลา 15.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ ณ ห้องประชุมชั้น 5 อาคารนำสินประกันภัย เลขที่ 767 ถนนกรุงเทพ – นนทบุรี แขวงบางซื่อ เขตบางซื่อ กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of the above as my/our proxy holder to attend and vote on my behalf at the General Meeting of Shareholders No.76, which will be held on 26 April 2023 at 3.00 p.m. through electronic means from the conference room on the 5th Nam Seng Insurance Building, 767 Krungthep–nonthaburi Road, Bangsue, Bangkok or on any date and at any postponement thereof.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/we hereby authorize the proxy holder to vote on my behalf at this meeting as follows:

☐ วาระที่ 1 เรื่อง พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2565

Agenda 1 To acknowledge the Minutes of the Extraordinary General Meeting of Shareholders No.1/2022.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote in accordance with my wish as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง
Approve Disapprove Abstain

☐ วาระที่ 2 เรื่อง รับทราบรายงานผลการดำเนินงาน ประจำปี 2565 ของคณะกรรมการ

Agenda 2 To acknowledge the Board of Directors' Performance Report for 2022.

☐ วาระที่ 3 เรื่อง พิจารณานุมัติงบการเงินประจำปี สิ้นสุดวันที่ 31 ธันวาคม 2565 ซึ่งผ่านการตรวจสอบจากผู้สอบบัญชีแล้ว

Agenda 3 To approve the audited financial statements for the year ended 31 December 2022.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote in accordance with my wish as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง
Approve Disapprove Abstain

☐ วาระที่ 4 เรื่อง พิจารณานุมัติงดจ่ายเงินปันผลจากผลประกอบการงวดวันที่ 1 กรกฎาคม 2565 ถึงวันที่ 31 ธันวาคม 2565

Agenda 4 To approve the omission of the dividend payment from the operating period from 1 July 2022 to 31 December 2022.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote in accordance with my wish as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง
Approve Disapprove Abstain

☐ วาระที่ 5 เรื่อง พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ครบกำหนดออกตามวาระ

Agenda 5 To appoint the Directors replacing the outgoing Directors that retire upon completion of the term in office.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote in accordance with my wish as follows:

☐ การแต่งตั้งกรรมการทั้งหมด

To elect all nominated persons as a group

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง
Approve Disapprove Abstain

☐ การแต่งตั้งกรรมการเป็นรายบุคคล

To elect each nominated persons individually

ชื่อกรรมการ นายชยยุทธ ผู้สันติ

Name of Director Mr. Yongyuth Phusanti

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ นายวรวัจน์ เจริญชัยพงศ์

Name of Director Mr. Voravatch Jaroenchaiyapongs

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ นายสุรศักดิ์ วาจาสิทธิ์

Name of Director Mr. Surasak Vajasit

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง
Approve Disapprove Abstain

- ☐ วาระที่ 6 เรื่อง พิจารณานุมัติเงินบำเหน็จคณะกรรมการและเบี้ยประชุมกรรมการ รวมถึงเบี้ยประชุมกรรมการชุดย่อย
Agenda 6 To approve the Directors' remuneration and allowance, including the meeting allowance for sub-committees.
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall vote in accordance with my wish as follows:
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง
Approve Disapprove Abstain

- ☐ วาระที่ 7 เรื่อง พิจารณาแต่งตั้งผู้สอบบัญชีสำหรับงวดหกเดือน สิ้นสุดวันที่ 30 มิถุนายน 2566 และกำหนดค่าสอบบัญชี
Agenda 7 To appoint the auditors to audit the financial statement for the six-month period ended 30 June 2023, and approve their audit fees.
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall vote in accordance with my wish as follows:
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง
Approve Disapprove Abstain

- ☐ วาระที่ 8 เรื่อง พิจารณาเรื่องอื่น ๆ (ถ้ามี)
Agenda 8 To consider other matters (if any).
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall vote in accordance with my wish as follows:
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง
Approve Disapprove Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของผู้ถือหุ้น

Voting of the proxy holder in any agenda that is not specified in this proxy shall be considered as invalid and not my/our voting.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we have not declared a voting intention in any agenda, or my/our determination is not clear, or in case the meeting considers or passes resolutions in any matters apart from those agenda specified above, including the case that there is any amendment, modification, or addition of any fact, the proxy holder may cast votes as he/she deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried on by the proxy holder in the said meeting, unless the proxy holder does not vote as I/we specify in the proxy form, shall be deemed as having been carried out by myself/ourselves in all respects.

ลงชื่อ/Signed.....ผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy
(.....)

- หมายเหตุ**
1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
 2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
 3. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

- Note :**
1. A shareholder shall appoint only one proxy holder to attend and vote at the meeting. A shareholder may not split shares , and appoint more than one proxy holder in order to split votes.
 2. With regard to the election of directors, the ballot can be either for all the nominated candidates as a group or for an individual nominee.
 3. In case that there is any further agenda apart from specified above brought into consideration in the meeting, the proxy holder may use the Annex to Proxy Form B.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Annex to the Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บมจ. นำสินประกันภัย

The Proxy of the shareholder of Nam Seng Insurance PCL

ในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 76 ในวันที่ 26 เมษายน 2566 เวลา 15.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ ณ ห้องประชุมชั้น 5 อาคารนำสินประกันภัย เลขที่ 767 ถนนกรุงเทพ – นนทบุรี แขวงบางซื่อ เขตบางซื่อ กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวันเวลาและสถานที่อื่นด้วย

At the Annual General Meeting of Shareholders No. 76 to be held on 26 April 2023 at 3.00 p.m. through electronic means from the conference room on the 5th Nam seng Insurace Building, 767 Krungthep – Nonthaburi Road, Bangsue, Bangkok. or on any date and at any postponement thereof.

☐ วาระที่.....เรื่อง.....

Agenda Subject

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote in accordance with my wish as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง

Approve Disapprove Abstain

☐ วาระที่.....เรื่อง.....

Agenda Subject

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote in accordance with my wish as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง

Approve Disapprove Abstain

☐ วาระที่.....เรื่อง เลือกตั้งกรรมการ (ต่อ)

Agenda Election of directors (Continued)

ชื่อกรรมการ.....

Director's name

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง

Approve Disapprove Abstain

ชื่อกรรมการ.....

Director's name

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง

Approve Disapprove Abstain

ชื่อกรรมการ.....

Director's name

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง

Approve Disapprove Abstain

ชื่อกรรมการ.....

Director's name

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง

Approve Disapprove Abstain

แบบหนังสือมอบฉันทะ แบบ ค.
(สำหรับผู้ถือหุ้นต่างประเทศที่แต่งตั้งคัสโตเดียนในประเทศไทยเท่านั้น)

Proxy Form C.

(For foreign shareholders who have custodian in Thailand only)

เขียนที่.....

Made at

วันที่.....เดือน.....พ.ศ.....
Date Month Year

(1) ข้าพเจ้า.....

I/We

สำนักงานตั้งอยู่เลขที่.....ถนน.....ตำบล/แขวง.....

Residing at No. Road Tambon/Khwaeng

อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....

Amphur/Khet Province Postcode

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (custodian) ให้กับ.....

as acting the custodian for

ซึ่งเป็นผู้ถือหุ้นของ บมจ. นำสินประกันภัย โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น

who is a shareholder of Nam Seng Insurance PCL, holding a the total amount of share (s)

และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้

and having voting rights equivalent to vote (s), the details of which are as follows:

หุ้นสามัญ	.....หุ้น	ออกเสียงลงคะแนนได้เท่ากับ	.....เสียง
ordinary share	share (s)	having voting rights equivalent to	vote (s)
หุ้นบุริมสิทธิ	.....หุ้น	ออกเสียงลงคะแนนได้เท่ากับ	.....เสียง
preference share	share (s)	having voting rights equivalent to	vote (s)

(2) ขอมอบฉันทะให้

hereby authorize

(1)อายุ.....ปีอยู่บ้านเลขที่.....

Age Years Residing at No.

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....

Road Tambon/Khwaeng Amphur/Khet

จังหวัด.....รหัสไปรษณีย์.....หรือ

Province Postcode or

(2)อายุ.....ปีอยู่บ้านเลขที่.....

Age Years Residing at No.

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....

Road Tambon/Khwaeng Amphur/Khet

จังหวัด.....รหัสไปรษณีย์.....หรือ

Province Postcode or

(3)อายุ.....ปีอยู่บ้านเลขที่.....

Age Years Residing at No.

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....

Road Tambon/Khwaeng Amphur/Khet

จังหวัด.....รหัสไปรษณีย์.....

Province Postcode

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 76 ในวันที่ 26 เมษายน 2566 เวลา 15.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ ณ ห้องประชุมชั้น 5 อาคารนำสินประกันภัย เลขที่ 767 ถนนกรุงเทพ – นนทบุรี แขวงบางซื่อ เขตบางซื่อ กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of the above as my/our proxy holder to attend and vote on my behalf at the General Meeting of Shareholders No.76, which will be held on 26 April 2023 at 3.00 p.m. through electronic means from the conference room on the 5th Nam Seng Insurance Building, 767 Krungthep-nonthaburi Road, Bangsue, Bangkok or on any date and at any postponement thereof.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

I/we authorize the proxy holder to attend the meeting and vote as follows:

- ☐ มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

Grant proxy the total amount of shares holding and entitled to vote

- ☐ มอบฉันทะบางส่วน คือ

Grant partial shares of

- ☐ หุ้นสามัญ.....หุ้น และมีสิทธิออกเสียงลงคะแนนได้.....เสียง
ordinary share share (s), having voting rights equivalent to vote (s)
- ☐ หุ้นบุริมสิทธิ.....หุ้น และมีสิทธิออกเสียงลงคะแนนได้.....เสียง
preferred share.....share (s), having voting rights equivalent to vote (s)
- รวมสิทธิออกเสียงลงคะแนน ได้ทั้งหมด.....เสียง
- Total voting rights vote (s)

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/we hereby authorize the proxy holder to vote on my behalf at this meeting as follows:

- ☐ วาระที่ 1 เรื่อง พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2565

Agenda 1 To acknowledge the Minutes of the Extraordinary General Meeting of Shareholders No.1/2022.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote in accordance with my wish as follows:

- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง
Approve Disapprove Abstain

- ☐ วาระที่ 2 เรื่อง รับทราบรายงานผลการดำเนินงาน ประจำปี 2565 ของคณะกรรมการ

Agenda 2 To acknowledge the Board of Directors' Performance Report for 2022.

- ☐ วาระที่ 3 เรื่อง พิจารณานุมัติงบการเงินประจำปี สิ้นสุดวันที่ 31 ธันวาคม 2565 ซึ่งผ่านการตรวจสอบจากผู้สอบบัญชีแล้ว

Agenda 3 To approve the audited financial statements for the year ended 31 December 2022.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote in accordance with my wish as follows:

- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง
Approve Disapprove Abstain

- ☐ วาระที่ 4 เรื่อง พิจารณานุมัติงดจ่ายเงินปันผลจากผลประกอบการงวดวันที่ 1 กรกฎาคม 2565 ถึงวันที่ 31 ธันวาคม 2565

Agenda 4 To approve the omission of the dividend payment from the operating period from 1 July 2022 to 31 December 2022.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote in accordance with my wish as follows:

- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง
Approve Disapprove Abstain

- ☐ วาระที่ 5 เรื่อง พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ครบกำหนดออกตามวาระ

Agenda 5 To appoint the Directors replacing the outgoing Directors that retire upon completion of the term in office.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote in accordance with my wish as follows:

- ☐ การแต่งตั้งกรรมการทั้งหมด

To elect all nominated persons as a group

- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง
Approve Disapprove Abstain

- ☐ การแต่งตั้งกรรมการเป็นรายบุคคล

To elect each nominated persons individually

ชื่อกรรมการ	นายชงยุทธ	ผู้สันติ
Name of Director	Mr. Yongyuth	Phusanti
<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> จดออกเสียง
Approve	Disapprove	Abstain

ชื่อกรรมการ	นายวรวัจน์	เจริญชัยพงศ์
Name of Director	Mr. Voravatch	Jaroenchaiyapongs
<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> จดออกเสียง
Approve	Disapprove	Abstain

ชื่อกรรมการ	นายสุรศักดิ์	วาจาสิทธิ์
Name of Director	Mr. Surasak	Vajasit
<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> จดออกเสียง
Approve	Disapprove	Abstain

- ☐ วาระที่ 6 เรื่อง พิจารณาอนุมัติเงินบำเหน็จคณะกรรมการและเบี้ยประชุมกรรมการ รวมถึงเบี้ยประชุมกรรมการชุดย่อย
Agenda 6 To approve the Directors' remuneration and allowance, including the meeting allowance for sub-committees.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote in accordance with my wish as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> จดออกเสียง |
| Approve | Disapprove | Abstain |

- ☐ วาระที่ 7 เรื่อง พิจารณาแต่งตั้งผู้สอบบัญชีสำหรับงวดหกเดือน สิ้นสุดวันที่ 30 มิถุนายน 2566 และกำหนดค่าสอบบัญชี
Agenda 7 To appoint the auditors to audit the financial statement for the six-month period ended 30 June 2023, and approve their audit fees.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote in accordance with my wish as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> จดออกเสียง |
| Approve | Disapprove | Abstain |

- ☐ วาระที่ 8 เรื่อง พิจารณาเรื่องอื่น ๆ (ถ้ามี)
Agenda 8 To consider other matters (if any).

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote in accordance with my wish as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> จดออกเสียง |
| Approve | Disapprove | Abstain |

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช้เป็นการลงคะแนนเสียงของผู้ถือหุ้น

Voting of the proxy holder in any agenda that is not specified in this proxy shall be considered as invalid and not my/our voting.

(6) ในกรณีที่ข้าพเจ้าไม่ได้รับความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we have not declared a voting intention in any agenda, or my/our determination is not clear, or in case the meeting considers or passes resolutions in any matters apart from those agenda specified above, including the case that there is any amendment, modification, or addition of any fact, the proxy holder may cast votes as he/she deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried on by the proxy holder in the said meeting, unless the proxy holder does not vote as I/we specify in the proxy form, shall be deemed as having been carried out by myself/ourselves in all respects.

ลงชื่อ/Signed.....ผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy
(.....)

หมายเหตุ

1. หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ
 - (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
 - (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทน ได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)
3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
5. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ

Note :

1. This Proxy Form shall be applicable only for the shareholders listed in the shares registration book as foreign investors who have appointed custodians in Thailand.
2. The following documents shall be attached to this Proxy Form:
 - (1) Power of Attorney from the shareholder authorizing the custodian to sign the Proxy Form on behalf of the shareholder.
 - (2) Letter certifying that the person signing the Proxy Form is licensed to engage in custodian business.
3. The shareholder shall appoint only one proxy holder to attend and vote at the meeting and shall not allocate the number of shares to several proxy holders to vote separately.
4. With regard to the election of director(s), approval may be given in respect of all nominated persons as a group or for each nominated person individually.
5. Where there occurs any agenda for the meeting's consideration other than those specified above, such additional agenda and additional instructions may be specified in the Annex to the Proxy Form attached hereto.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.

Annex attached to the Proxy Form C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บมจ.นำสินประกันภัย

The Proxy of the shareholder of Nam Seng Insurance PCL

ในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 76 ในวันที่ 26 เมษายน 2566 เวลา 15.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ ณ ห้องประชุมชั้น 5 อาคารนำสินประกันภัย เลขที่ 767 ถนนกรุงเทพ – นนทบุรี แขวงบางซื่อ เขตบางซื่อ กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวันเวลาและสถานที่อื่นด้วย

At the Annual General Meeting of Shareholders No. 76 to be held on 26 April 2023 at 3.00 p.m. through electronic means from the conference room on the 5th Nam seng Insurance Building, 767 Krungthep – Nonthaburi Road, Bangsue, Bangkok. or on any date and at any postponement thereof.

.....
☐ วาระที่.....เรื่อง.....

Agenda Subject

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote in accordance with my wish as follows:

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง
Approve vote(s) Disapprove vote(s) Abstain vote(s)

.....
☐ วาระที่.....เรื่อง.....

Agenda Subject

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote in accordance with my wish as follows:

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง
Approve vote(s) Disapprove vote(s) Abstain vote(s)

☐ วาระที่.....เรื่อง เลือกตั้งกรรมการ (ต่อ)

Agenda Election of directors (Continued)

ชื่อกรรมการ.....

Director's name

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง
Approve vote(s) Disapprove vote(s) Abstain vote(s)

ชื่อกรรมการ.....

Director's name

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง
Approve vote(s) Disapprove vote(s) Abstain vote(s)

ชื่อกรรมการ.....

Director's name

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง
Approve vote(s) Disapprove vote(s) Abstain vote(s)

ชื่อกรรมการ.....

Director's name

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง
Approve vote(s) Disapprove vote(s) Abstain vote(s)

Qualifications of Independent Director of Nam Seng Insurance Plc.

The qualifications of “Independent Director” have been in line with the notification of the Stock Exchange of Thailand and the Securities and Exchange Commission as follows:

(1) An independent director and related persons must hold not more than 1.0 percent of the company’s shares with voting rights, or those of any affiliated or associated company.

(2) An independent director must not take part in the management, or be staff or consultant who receives regular salary from the company, or subsidiary or associated company, unless he or she has stopped doing so for at least 2 years.

(3) An independent director must not be a close relative of any member of the management, the main shareholder, or one who controls the company, or one who will be nominated as management or one who controls the company.

(4) An independent director must have no business relation with the company or any subsidiary or associated company which will prevent him or her from giving independent opinion. An independent director must not be main shareholder, or any director who is not independent director or the management of connected persons who have had business relation with the company or subsidiary or associated company, unless he or she has resigned from the mentioned positions for at least 2 years.

(5) An independent director must not be the auditor of the company, subsidiary, associated company or connected persons. Moreover an independent director must not be the main shareholders, or any director who is not the independent director of the auditing office of the auditors of the company or affiliate or associated company, unless he or she have resigned from the mentioned position at least for 2 years.


(6) An independent director must not be professional adviser, including legal or financial one who receive service fee of more than 2,000,000 baht per year form the company or subsidiary or associated company, unless he or she has resigned from the mentioned positions for at least 2 years.

(7) An independent director must not be a representative of any director or main shareholder of the company or any shareholder who is related to the main shareholder.

(8) An independent director must not do any business which compete with the company or any subsidiary. Independent director must not be any director who the management or staff or consultant receiving regular salary or holding ordinary shares of more than 1% of the company competing with the company.

(9) An independent director can independently function his or her duty.

Independent Director which would be authorized as proxy in the AGM No. 76.

1. Name	Mrs. Pornpun Tanariyakul	
2. Age	62 years	
3. Nationality	Thai	
4. Education	- Master of Business Administration M.B.A. Chulalongkorn University.	
5. Existing Position	- Director, Nam Seng Insurance Plc. - Member of Audit Committee, Nam Seng Insurance Plc.	
6. Experience	- Director, Nam Seng Insurance Plc. - Chairman of Corporate Governance Committee, Nam Seng Insurance Plc. - Managing Director, Pamatoy Co.,Ltd. - Managing Director, Tai Huat (1962) Co.,Ltd. - Executive Director, Asia Hotel Co.,Ltd. - Director, Asia Airport Hotel Co.,Ltd. - Director, Pattaya Hotel Trading Co.,Ltd. - Director, A.B.K. Enterprise Co.,Ltd. - Director, Asia Pattaya Hotel Co.,Ltd.	
7. Position in the other listed company	- Executive Director, Asia Hotel Co.,Ltd.	
8. Position in the competing company	- Managing Director, Pamatoy Co.,Ltd. - Managing Director, Tai Huat (1962) Co.,Ltd. - Director, Asia Airport Hotel Co.,Ltd. - Director, Pattaya Hotel Trading Co.,Ltd. - Director, A.B.K. Enterprise Co.,Ltd. - Director, Asia Pattaya Hotel Co.,Ltd.	
9. Number of years in which he is Director in the Company	- From 2014 to present, totaling 8 years.	
10. Company shareholding	- None	
11. Interest in the AGM agenda	- None	

Rules for attending the shareholders' meeting via electronic media (E-AGM)

Shareholders or proxies who wish to attend the meeting must submit documents proving their identity as specified to the Company via mail or via e-mail within 21 April 2023. The Company shall verify the list of shareholders according to the closing information of the shareholders' register book who have the right to attend the meeting wholly and correctly. After that, the electronic conferencing service provider will send a Link to attend the meeting and the user manual to the Email you have sent to inform the Company. The Link will be sent two days in advance of the meeting date.

Requesting to attend the meeting via electronic media

Shareholders wishing to attend the meeting via electronic media must notify their intention to attend the meeting in two ways as follows:

1. Submit your request to attend the meeting by sending information via Email or postal mail.

If shareholders wish to notify their intention to attend the meeting via electronic media (E-AGM) by sending information via Email or postal:

1. Please fill in the document requesting to attend the meeting via electronic media (E-AGM) (ANNEX 10) by specifying your Email and your mobile phone number clearly for registering for the meeting.
2. Attach a copy of proof of identity to confirm the right to attend the E-AGM meeting.

2.1 Shareholders who are natural persons:

- If a shareholder wishes to attend the meeting in person via E-Meeting:
 - Attach a copy of a valid government-issued identification document such as an ID card, government ID card, driver's license, or passport. In case of name-surname changes, shareholders are requested to attach supporting evidence.
- If a shareholder appoints another person to attend the meeting on his/her behalf via E-Meeting:
 - The Proxy Form (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with duty stamp affixed;
 - A copy of the proxy grantor's identity document, such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed certifying the true copy of the proxy.
 - A copy of the proxy's identity document, such as an ID card, a government official an ID card, passport (In the case of foreigners) that have not expired and signed certifying the true copy of the proxy.

2.2 Shareholders who are juristic persons:

- If the person authorized to sign on behalf of the juristic person (director) wishes to attend the meeting in person via electronic media (E-Meeting)
 - A copy of the shareholder's juristic person registration certificate issued no later than one year before the date of the shareholders' meeting, which is duly certified by the juristic person representative (director) authorized to sign on behalf of the juristic person.

- A copy of the identity document of the representative of the juristic person (director), such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed to certify the true copy.
- If the proxy is assigned to attend the meeting instead via electronic media (E-meeting)
 - The Proxy Form (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with duty stamp affixed;
 - A copy of the shareholder's juristic person registration certificate issued no later than one year before the date of the shareholders' meeting, which is duly certified by the juristic person representative (director) authorized to sign on behalf of the juristic person.
 - A copy of the identity document of the representative of the juristic person (director), such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed to certify the true copy.
 - Copy of the identity document of the proxy as in the case of natural persons as mentioned above.

Suppose the documents or evidence mentioned above are not Thai or English versions. In that case, the shareholders must present an English translation of the document signed to certify the translation by the shareholder or by an authorized signatory to bind that juristic person (in the case of a juristic person).



3. Submit the documents requesting to attend the meeting via electronic media (item 1) and proof of identity together with supporting documents (item 2) within 21 April 2023 by sending to the Company via the following channels:

- Via Email : cs@namsengins.co.th
- Via mail : Company Secretary, Nam Seng Insurance Public Company Limited
767 Krungthep-Nonthaburi Road, Bangsue, Bangkok 10800.

Electronic Meeting Attendance (E-AGM):

1. Once the shareholders or proxies wish to attend the meeting and have been fully verified, you will receive an Email from the meeting organizer, a link for attending the meeting, and a system's user manual two days before the meeting date. Please study the manual on how to use the E-AGM meeting system in detail. If you haven't received the Email within the 24 April 2023, please get in touch with the Company immediately.
2. Meeting attendance and voting via electronic media can be used with computers/notebooks/tablets and mobile phones via Web Browser: Chrome with 4 G internet speed or home internet basic.

Note: In case of meeting via tablet and mobile phone, Zoom Cloud Meeting program must be installed before attending the meeting, which can be downloaded as follows:

IOS system	Android system
	
https://apps.apple.com/th/app/zoom-cloud-meetings/id546505307	https://play.google.com/store/apps/details?id=us.zoom.videomeetings

3. The system will open for meetings 60 minutes before the start of the meeting. However, the live broadcast will only start at the time of the meeting.
4. To log in, attendees must use the information of the shareholder registration number and the shareholder's ID card number.
5. Voting through the E-Voting system, you will be able to vote for each agenda only by voting for agreeing, disagreeing, or abstaining. In case of not voting in any agenda, the system will be deemed to vote as agree immediately (using the vote-counting method by pouring votes towards agreeing).
6. If attendees have any problems or problems in using the E-AGM system, you can contact OJ International Co., Ltd. at the phone number specified in the Email that sends you the system's user manual.

***** This E-AGM meeting will be an electronic meeting only and will not be held in a conventional meeting venue; therefore, shareholders are requested not to come to the Company. *****

If a shareholder wishes to appoint an independent director as a proxy:

Suppose any shareholders cannot attend the E-AGM meeting in person or cannot appoint other proxies to attend the E-AGM meeting and wish to appoint an independent director as a proxy. In this regard, they can send a proxy form (ANNEX 6 "Proxy Form B.") specifying the proxy as one of the independent directors as specified by the Company along with supporting documents within 21 April 2023 to the Company via the following channels:

- Via Email : cs@namsengins.co.th
- Via mail : Company Secretary, Nam Seng Insurance Public Company Limited
767 Krungthep-Nonthaburi Road, Bangsue, Bangkok 10800.

Note: If the shareholders specify their votes in each agenda, the independent directors will cast their votes as specified in the proxy form. In which the voting in each agenda, shareholders have the right to vote in agreeing, disagreeing, or abstaining only and cannot divide a partial vote (unless it is a Custodian vote).

In the case of a shareholder who is a foreign investor and appoints a custodian in Thailand to be a stock depository and keeper:

Please submit the following information:

1. The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with a 20-baht duty stamp affixed;
2. Custodian juristic person registration certificate (Custodian) with a signature certifying true copy by the authorized signatory on behalf of the juristic person of the Custodian or the attorney with the corporate seal (if any).
3. A power of attorney from the shareholders for the Custodian to be authorized to sign the proxy form;
4. A letter confirming that the person signing the proxy form is authorized to operate a custodian business;
5. Copy of ID card, or a copy of government official ID card, or copy of passport (In the case of foreigners) of the proxy with certified the true copy;
6. Submit information within 21 April 2023 via the following channels:
 - Via Email : cs@namsengins.co.th
 - Via mail : Company Secretary, Nam Seng Insurance Public Company Limited
767 Krungthep-Nonthaburi Road, Bangsue, Bangkok 10800.

Submitting advice or questions related to business, industry, Company performance, or related to any agenda which will be considered at the E-AGM meeting:

If shareholders wish to submit suggestions or questions, they can be done in two ways as follows:

1. Send advice or questions **in advance** to the Company before the meeting date within 21 April 2023 through the following channels:
 - Via Email : cs@namsengins.co.th
 - Via mail : Company Secretary, Nam Seng Insurance Public Company Limited
767 Krungthep-Nonthaburi Road, Bangsue, Bangkok 10800.
2. Submit advice or questions **during the meeting** to those attending the E-AGM meeting. The attendee must specify his/her first and last name and state whether his/her is a shareholder attending the meeting himself/herself or a proxy. Before every suggestion or question is submitted, the Company has opened channels for sending advice and questions during the meeting as follows:
 - Chat channel for text messages;
 - An audio chat channel where attendees press the raising hand button and turn on the microphone on their device after the operator sends you an invitation to chat. Please turn off the microphone after the conversation is finished every time (For more details, please refer to the user manual sent to the attendees' Emails).

In this regard, if shareholders have questions about the meeting, they can contact the following staff:

1. Regarding submitting documents confirming identity to attend the shareholders' meeting via E-Meeting, please contact the Company Secretary for further information via the Company's contact channels as detailed above.
2. Regarding the process of attending the meeting and voting via E-Meeting, in the case of correct and complete identity verification, please contact OJ International Co., Ltd. at the phone number specified in the Email that sends you the system's user manual.

Attendance of shareholders' meeting via electronic media (E-AGM)

Shareholders

Attend the meeting by him/her self

Fill out the registration form for attending the meeting

1. Enter email address and telephone number
2. Attached certified true copy of the ID card

Send the original documents to the Company,
Company secretary
Nam Seng insurance public company limited
767 Krungthep-Nonthaburi road, Bangsue,
Bangkok 10800
(within 21 April 2023)

Send information to
cs@namsengins.co.th
(within 21 April 2023)

Check information

The system will send E-mail and user manual
For attending the meeting
(within 24 April 2023)

If you do not receive the E-mail within 24 April 2023
or lost, please contact the Company
(please check Junk E-mail)

In case of problem,
**Please contact OJ international co.,Ltd. **
Tel 02-0791811, 065-2384800

Shareholders

Attend the meeting as proxy

Fill out the proxy form and proxy documents

1. Fill out the registration form for attending the meeting, specify complete and accurate information of the proxy who will be attending the meeting.
2. Fill out the proxy form to be completely correct with the signature of the grantor and the proxy.
3. In case of appointing a proxy to an independent director of the Company, select independent directors specified in the meeting invitation letter.
4. Juristic persons, attach the proxy documents as follows:
 - Copy of the company certificate.
 - Copy ID card of the authorized director of the company, with certified true copy.
 - Copy of the proxy's certified ID card, with certified true copy.
5. Individuals, enclose proxy documents as follows:
 - Copy of ID card of the proxy grantor, with certified true copy.
 - Copy of the proxy's ID card, with certified true copy.

Channel to submit questions in advance,

1. E-mail : cs@namsengins.co.th
2. Tel : 02-017-3333
3. By post : Company secretary
Nam Seng insurance public company
limited 767 Krungthep-Nonthaburi road,
Bangsue, Bangkok 10800

Vote method and asking questions during the meeting,

1. Once logged in. can click on *vote* in each agenda by chose the voice you want to vote for, then press submit, in case of not voting the system will pour towards agreeing.
2. To ask the question, go to the zoom page and press chat, type your question and send it.

Method to use the system of E-AGM

Please study the manual on how to use the meeting system that sent by E-mail, if you have any question about usage, please contact OJ International Co., Ltd..

Acceptance for the Invitation of online meeting of Nam Seng Insurance Public Company limited.

At.....

Date.....Month.....Year.....

I/We.....Identification Card/Passport Number.....

Nationality.....Address.....Road.....Sub-district.....

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

E-mail.....Mobile Phone.....

(Please write down a contact phone number in order to contact you back in case that you have written down incorrect e-mail)

As a shareholder of Nam Seng Insurance Public Company Limited, holding a total number of.....shares.

I hereby confirm to attend and cast the vote in the Annual General Meeting of Shareholders No.76 to be held on 26 April 2023 at 3.00 p.m. through electronic meeting platform (E-AGM) by

☐ Attend the E-AGM by myself

And request the Company to send the link to e-mail.....

☐ Appoint the proxy, Mr. / Mrs. / Miss.....to attend the E-AGM

And request the Company to send the link to e-mail.....

Mobile Phone.....

Signed.....Shareholder

(.....)

Signed.....Proxy

(.....)

Remark :

1. Please fill out and send “Acceptance for the Invitation of online meeting” together with the Identification documents (ANNEX 9) or by scanning or taking photos and send them to the Company within

21 April 2023 via the following channels;

- Via e-mail : cs@namsengins.co.th
- Via registered mail : Company Secretary, Nam Seng Insurance Public Company Limited

767 Krungthep-Nonthaburi Road, Bangsue, Bangkok 10800.

2. Once you have verified, the Company will send the Link to join the meeting via email.

3. Please prepare your Account Number and your Identification Card Number for log in the meeting.

Privacy Notice for the Annual General Meeting of Shareholders No. 76

Nam Seng Insurance Public Company Limited (“the Company”) greatly aware of the personal data protection in accordance with the Privacy Data Protection Act B.E. 2562.

1. The Collection of Personal Data

It is necessary for the Company to collect your personal data that submit to the Company i.e. name, surname, address, telephone number, photo, identification number, shareholders’ registration and information related to electronic systems access and usage such as Email, IP Address (in case of online access to the meeting).

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

The Company asks for your cooperation and proxies submit a copy of your ID card with certified copy and cross out or conceal information related to blood group and religion which is the sensitive personal information that appears on the ID card. If you or proxies does not cross out or conceal information relating to blood group and religion to protect your sensitive information, the Company will cross out or conceal such information.

2. The Collection of Personal Data

In the direct collection of your Personal Data, the Company shall use the Personal Data only as necessary and only in accordance with the specified purposes. However, the Company may collect your Personal Data from any other sources, which mean securities registrar or Thailand Securities Depository Co., Ltd. (TSD), but only in necessity and in accordance with measures required by law.

3. Purposes for the collection, use and disclosure of Personal Data

The Company collects, uses, and discloses your Personal Data for the purposes to call the Annual General Meeting of Shareholders No. 76 and to the Annual General Meeting of Shareholders No. 76 as required by law. Therefore, the Company will collect, use, and disclose your Personal Data and the referred person without your consent as authorized by the Personal Data Protection Act, B.E. 2562 (2019): for legitimate interests of the Company or any other persons or juristic persons or for compliance with law to which the Company is subjected.

4. The Personal Data retention period

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

5. Your Rights as a Data Subject

As the owner of Personal Data (“Data Subject”), you have the rights as stipulated in the Privacy Protection Act B.E. 2562, which include the right to withdraw the consent, the right to access and obtain a copy of your Personal Data, the right to correct, delete or destroy your Personal Data, the right to request suspension of the processing of your Personal Data, the right to transfer your Personal Data according to the measures stipulated by law, the right of complaint and the right to dissent to the processing or disclosing of your Personal Data.

6. The Disclosure of Personal Data to a Third Party

The Company may be required to disclose Personal Data to other persons or juristic persons or regulatory authorities, who works in cooperation with the Company for the compliance of the purposes as mentioned in this notice such as technology’s service provider, regulators or government agencies or by the order of regulatory officials

7. Contact channels

Enquires or questions on the Personal Data Protection can be addressed to the following channels: Nam Seng Insurance Public Company Limited, 767 Bangkok-Nonthaburi Road, Bang Sue Subdistrict, Bang Sue District, Bangkok 10800, e-mail: dpo@namsengins.co.th