

15 August 2023

**Subject** : Invitation to the Extraordinary General Meeting of Shareholders No. 1/2023

**To** : Shareholders of Nam Seng Insurance Public Company Limited

**Enclosures**

1. Copy of the minutes of the 76<sup>th</sup> Annual General Meeting of Shareholders
2. Profiles and experiences of the person nominated for appointment as the Company's liquidator
3. Profiles and experiences of the person nominated for appointment as the Company's auditor
4. Articles of Association of the Company relating to the Shareholders' Meeting
5. Proxy Form (Form A, Form B, and Form C)
6. Personal Data Protection Declaration for the Extraordinary General Meeting of Shareholders No. 1/2023

On 15 August 2023, the Board of Directors' meeting of Nam Seng Insurance Public Company Limited (the "**Company**") resolved to convene the Extraordinary General Meeting of Shareholders No. 1/2023 on Friday, 1 September 2023, at 10:00 a.m. at the meeting room on 6<sup>th</sup> Floor, Nam Seng Insurance Building, 767 Krungthep-Nonthaburi Road, Bangsue, Bangkok 10800 with the following agenda:

**Agenda item 1 To consider acknowledging the minutes of the 76<sup>th</sup> Annual General Meeting of Shareholders**

**Objective and rationale:** The Board of Directors has prepared the minutes of the 76<sup>th</sup> Annual General Meeting of Shareholders held on 26 April 2023, details as shown in Enclosure 1, to present to the shareholders' meeting for approval.

**Opinion of the Board of Directors:** It was deemed appropriate to propose to the shareholders' meeting to consider acknowledging the minutes of the 76<sup>th</sup> Annual General Meeting of Shareholders as Enclosure 1.

**Agenda Item 2 To consider approving the payment of dividend**

**Objective and rationale:** The entire business transfer of the Company to ERGO Insurance (Thailand) Public Company Limited<sup>1</sup> ("**ERGO**") as approved by Extraordinary General Meeting of Shareholders 1/2022 of the Company held on 9 December 2022 (the "**Entire Business Transfer**") will be completed on 1 September 2023. The Company will realize the revenue and profit from the Entire Business Transfer when the Entire Business Transfer is completed. It is expected that the Company's retained earnings will increase to approximately THB 2,299,547,650. The Board of Directors then proposes the shareholders' meeting to consider and approve the dividend payment in the amount of THB 2,299,546,500 (THB 165.4350 per share) from the profits that the Company will realize on the date that the Entire Business Transfer is completed.

<sup>1</sup> Formerly known as ThaiSri Insurance Public Company Limited and registered its name to ERGO Insurance (Thailand) Public Company Limited on June 6, 2023

In addition, as of the issuance date of this meeting invitation, the Company and ERGO are in the process of negotiating to enter into an amendment to the Business Transfer Agreement dated 6 January 2023 between the Company and ERGO ("**Business Transfer Agreement**"). One material amendment is to adjust the consideration for the Entire Business Transfer (Purchase Price) that the Company will receive from ERGO to reflect the value of the business on the date that the Entire Business Transfer will be completed (Completion Date). Should there be an amendment to the Business Transfer Agreement as mentioned above, the value of assets and turnover of the Company as of 31 August 2023 will be included in the calculation to determine the consideration for the Entire Business Transfer (Purchase Price), which may cause the Company to have sufficient retained earnings to pay more dividends than was estimated or to have insufficient retained earnings and be unable to pay the dividends as estimated. In such cases, if the Board of Directors deems it appropriate to propose to the shareholders' meeting to consider approving the dividend payment in whatever amounts than the proposed amount, the Board of Directors will inform such to the shareholders' meeting for further approval in the meeting.

In this regard, Section 116 of the Public Limited Companies Act B.E. 2535 (and its amendments) ("**Public Limited Companies Act**") and Article 49 of the Company's Articles of Association stipulate that the Company must allocate part of its annual net profit as a reserve fund of not less than 5 percent of the annual net profit deducted by accumulated losses carried forward (if any) until the reserve fund is not less than 10 percent of the registered capital. However, as the Company currently has a legal reserve of THB 24,848,787, equal to 12.42 percent of the Company's registered capital, it is not necessary to allocate additional legal reserve.

**Opinion of the Board of Directors:** It was deemed appropriate to propose to the shareholders' meeting to consider approving the payment of dividend in the amount of THB 2,299,546,500 (THB 165.4350 per share) or in whatever amount as the Management will later propose to the shareholders' meeting for approval in the meeting, if the consideration from the Entire Business Transfer that the Company will receive on the Completion Date of the Entire Business Transfer causes the Company to be able to pay more dividends than was estimated or be unable to pay the dividends as estimated. The payment of dividend will be proposed to the shareholders' meeting for approval on 1 September 2023 and the dividend will be paid 8 September 2023.

### Agenda Item 3

#### **To consider approving the return of the non-life insurance business license and the dissolution of the company**

**Objective and rationale:** After the Company transfers its entire business to ERGO on 1 September 2023, the Company will cease to operate a non-life insurance business, which is its main business, and return the Company's non-life insurance business license. In addition, the Entire Business Transfer of the Company to ERGO is considered an entire business transfer pursuant to the Revenue Department's notification. In order to receive tax benefits, the Company as the transferor must register the dissolution of the Company and enter a liquidation process in the accounting period in which the Entire Business Transfer takes place.

**Opinion of the Board of Directors:** It was deemed appropriate to propose to the shareholders' meeting to approve (1) the return of the non-life insurance business license and (2) the dissolution of the Company.

**Remark:** According to Section 154 of the Public Limited Companies Act and Article 40 (2) (p) of the Company's Articles of Association, the matters proposed to the meeting to consider and approve in this agenda must be approved by the meeting with a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and entitled to vote.

#### Agenda Item 4

#### To consider approving the appointment of the Company's liquidator and fixing the remuneration of the liquidator

**Objective and rationale:** Section 156 of the Public Limited Companies Act stipulates that the shareholders' meeting held to approve the dissolution of the company must also appoint the liquidator and determine the remuneration of the liquidator within the same shareholders' meeting.

**Opinion of the Board of Directors:** It was deemed appropriate to present to the Company's shareholders' meeting to consider appointing Mr. Prapanpong Chaikhamhan as the Company's liquidator to liquidate the business operations of the Company and other operations stipulated by law with the remuneration of the liquidation in the amount not exceeding THB 800,000 per year (or THB 66,666 per month) + 7% VAT for the offered service.

#### Agenda Item 5

#### To consider approving the appointment of the Company's auditor and fixing the remuneration of the auditor

**Objective and rationale:** Section 156 of the Public Limited Companies Act stipulates that the shareholders' meeting held to approve the dissolution of the Company must appoint the auditor and determine the remuneration of the auditor within the same shareholders' meeting.

**Opinion of the Board of Directors:** It was deemed appropriate to propose to the shareholders' meeting to consider appointing Miss Narissara Chaisuwan of EY Office Limited, CPA License No. 4812, as the Company's auditor to examine the Company's financial statements on the date of registration of the Company's dissolution, with the remuneration of the audit for the accounting year starting 1 January 2023 ending 1 September 2023 in the amount not exceeding THB 800,000.

#### Agenda Item 6

#### To consider other matters (if any)

According to Section 105 of the Public Limited Companies Act, shareholders may propose other matters in addition to those matters indicated in the invitation for consideration in the shareholders' meeting. Such matters must be proposed by shareholders holding shares in aggregate of not less than one-third of the total number of shares sold of the Company.

All shareholders are cordially invited to attend Extraordinary General Meeting of Shareholders No. 1/2023 on the date, time, and place stipulated above. If any shareholder is unable to attend such a meeting in person, you may appoint another person as a proxy to attend and vote at the meeting on your behalf. Please complete and sign the proxy form, as well as affix the stamp duty, and the proxy shall present the said proxy form to the Chairman of the meeting or the person assigned by the Chairman of the meeting prior to attending the meeting.

Yours sincerely,  
Nam Seng Insurance Public Company Limited

**Somboon Fusriboon**

(Mr. Somboon Fusriboon)  
Managing Director



## Translation

### **Minutes of the Annual General Meeting of Shareholders No.76**

The meeting was held at 3.00 p.m. on 26 April 2023 through electronic means in compliance with the Electronic Meeting Decree B.E.2563 (2020) and the relevant laws and regulations, at the conference room on the 5<sup>th</sup> floor of Nam Seng Insurance Building, 767 Krungthep-Nonthaburi Road, Bangsue, Bangkok, to consider the following matters. Mr. Yongyuth Phusanti, the Chairman of the Board of Directors, conducted the meeting.

The Company secretary recommended that due to the epidemic situation of the coronavirus disease (COVID-19) and with concern for the health of the shareholders and attendees. The Company, therefore, deems it appropriate to hold a shareholders' meeting through electronic means in compliance with the Electronic Meeting Decree B.E.2563 (2020) and the relevant laws and regulations. The Company has hired OJ International Co., Ltd., a service provider of meeting control systems that have passed the system's conformity with the Electronic Transactions Development Agency, in charge of organizing meetings and vote collection and vote processing for this meeting.

Miss Ponsiree Piriyaornkoon, the Company secretary, introduced all directors attending the meeting to acknowledge the shareholders' meeting.

7 directors attended the meeting, equal to 77.78% of the total number of directors, as follows:

#### Directors attended the meeting

- |                                     |   |
|-------------------------------------|---|
| 1. Mr. Yongyuth Phusanti            | Chairman of the Board of Directors /<br>Independent Director / Chairman of Audit<br>Committee |
| 2. Mr. Voravatch Charoenchaiyapongs | Director / Deputy Managing Director /<br>Chairman of Investment Committee                     |
| 3. Mrs. Pornpun Tanariyakul         | Independent Director / Audit Committee<br>Member  |
| 4. Mr. Till Boehmer                 | Director  |
| 5. Mr. Matthias Benedikt Veith      | Director  |
| 6. Mr. Patrick Blust                | Director  |
| 7. Mr. Surasak Vajasit              | Independent Director / Audit Committee<br>Member  |

#### Directors who were absent from the meeting

- |                           |  |
|---------------------------|--|
| 1. Mr. Somboon Fusriboon  | Vice Chairman / Managing Director / Investment<br>Committee Member |
| 2. Mr. Banjerd Tungtorrid | Director   |

Apart from that, Miss Narissara Chaisuwan, an external auditor from EY Office Limited, Miss Sarin Tirawutsakul, Manager of the Accounting Department, and Mr. Thitipat Charoenchaipong Financial Advisor, attended the meeting as well.



Miss Ponsiree Piriyakornkoon, the Company secretary, reported that the Annual General Meeting of Shareholders No.76 had 28 shareholders and proxies, representing 13,826,113 shares, or equal to 99.47% of a total of 13,900,000 shares, attended the meeting, a quorum was hence constituted.

In this regard, allow voting for every agenda of the Company to be following the principles of good corporate governance in the meeting proceedings. Therefore, it would like to clarify the voting procedures, vote counting and asking questions or giving suggestions as follows:

#### Vote method

1. Every shareholder will have votes equal to the number of shares held, one shareholder shall have one vote for each share.
  2. For voting, let shareholders go to the E-Voting tab to vote on each agenda within the specified time. When shareholders click to select a vote, a pop-up will appear, asked one more time, confirm the vote or not, press OK to confirm the vote, the agenda for acknowledgment, attendees will not be able to vote, when the deadline for voting and voting has been confirmed, the staff of OJ international co., ltd. will shut down the voting system for that agenda.
  3. If the shareholder would like to change the vote, it can be completed by clicking on the cast a new vote option. The shareholders cannot cast or change the vote if the agenda is closed for voting.
  4. Attendees joined via mobile phone or tablet, please switch from Zoom to Chrome to cast a vote at the E-Voting menu.
  5. For the convenience of vote counting, if no shareholder is pressing the disapproval or abstention button and confirmed within the specified time, it shall be deemed that the meeting resolves to approve as proposed by the chairman.
  6. When shareholders have finished voting, then let shareholders return to the E-Meeting window to continue watching the video and audio of the meeting.
- In consolidating the votes, the Company will take the disapproved, abstained and invalid votes from the total votes and the rest will be regarded as agreeing votes.
7. Shareholders who appoint their proxies by specifying their opinions or exercising their right to vote in advance, the Company will count the votes as granted by the shareholders in all respects.
  8. The program will collect the votes by counting the total votes from the voters via E-Voting and pre-voters via proxy forms.
  9. If the shareholder has logged into the meeting but did not cast a vote in any agenda, such vote shall be deemed as approved of the meeting.



There were 8 agendas in the meeting. Shareholders were required in Agenda 2 to acknowledge the board of directors' performance report, it therefore was not necessary for shareholders to vote in this agenda. Meanwhile, the election of the directors in Agenda 5 was one by one to following the principles of good corporate governance.

The Company Secretary, also reported that the Company had invited shareholders in the Company's website to submit any additional agenda and qualified person to be chosen as new director from 1 November 2022 to 15 February 2023. No shareholder however advised the Company about the mentioned issue.

#### Asking questions or giving feedback

The chairman or the person assigned by the chairman will allow shareholders or proxies can ask about the agenda under consideration. However, inquiries must be made after the meeting moderator has finished presenting the details of each agenda, asking only by speaking. Shareholders or proxies who wish to ask questions or give suggestions, must be at the e-meeting window and press the raise hand button in the participant menu. After that, the officer will open a microphone for shareholders or proxies to ask questions or give suggestions.

The shareholder or proxies must press Unmute to turn on the microphone on the device, and when shareholders or proxies make inquiries or suggestions, please press the lower-hand button. In this regard, shareholders or proxies must inform their names, surnames, and status of shareholders or proxies before starting each inquiry or giving feedback.

Then the chairman of the meeting requested that the meeting proceeded according to the following agendas.

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

The Company secretary informed that shareholders could consider the minutes of the extraordinary general meeting of shareholders No. 1/2022. The board of directors recommended that it had been correctly recorded and sent to the shareholders, therefore it should be recommended to be approved by the meeting.

The meeting in which shareholders held 13,826,113 shares or 100% of the shareholders attending the meeting, unanimously approved the minutes of the extraordinary general meeting of shareholders No. 1/2022 held on 9 December 2022. No shareholder voted against or omitted to vote, and no voided ballot.

#### **Agenda 2: To acknowledge the Board of Directors' performance report for 2022.**

The Company secretary informed that to comply with article 43 of the Company's articles of association, the performance of the Company during the preceding year should be reported to the shareholders' meeting.

The Chairman reported on the Company's operating performance during the preceding year as follows:

In 2022, the economy began to recover just after the subsidence of the Coronavirus of 2019



(COVID-19) epidemic. Nonetheless, economic volatility and political instability have had a significant effect on business operations and investments. In addition, increased competition, technological improvements, and changes in customer behaviors still have an important impact on the non-life insurance business.

Even though 2022 will be another challenging year in business, the company was able to receive income from insurance premiums for 3,085.68 million baht, an increase of Baht 435.80 million or 16.45 percent from the previous year. With such a net profit of Baht 40.93 million, a decrease of Baht 88.70 million from the previous year, the main reason was that the company recorded a loss on investment of Baht 75.67 million due to a price drop of foreign investment funds in which the company has invested.

The Company continues to focus on sustainable business operations following the concept of good management, environmental and social concerns, and good corporate governance. In 2022, the Company received "The Outstanding Sustainable Development Non-Life Insurance Company Awards" from the Office of the Insurance Commission (OIC) for the second consecutive year and the SET Awards category for "Commended Sustainability Awards" from the Stock Exchange of Thailand including certification for the third consecutive year as a member of the Thai Private Sector Collective Action Against Corruption (CAC) for conducting business with transparency and awareness in Anti-Fraud and Corruption.

Moreover, an important event occurred for the Company, the receipt of a tender offer for all of the Company's ordinary shares from ThaiSri Insurance Public Company Limited, an ERGO Group subsidiary. When ThaiSri's purchase of the Company's ordinary shares is completed, the Company would delist from the Thai Stock Exchange. The business transfer is expected to be finished by 2023. The combination of the two companies will enable the Company to become one of the top ten Thai non-life insurance companies in terms of total gross premium and will benefit from the ERGO Group's technical, know-how, and technology, which will improve customer service and strengthen the non-life insurance business's future stability.

Finally, the Company would like to thank all shareholders, customers, insurers, agents, brokers, and business partners who have supported the company well over the past 74 years and hopes that it will have the opportunity to continue serving you all under the new organization after the business transfer to the ERGO Group. All executives and workers will always be committed to creating high-quality, standardized products and services that provide value to all stakeholders.

The meeting acknowledged the board of directors' performance report for 2022.

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

The Chairman assigned the Company secretary to invite Mr. Voravatch Jaroenchaiyapongs, Deputy Managing Director, proposed the meeting to consider the audited financial statements ended 31 December 2022 including statements of financial position, statements of comprehensive income and statements of cash flows as shown in detail in the 56-1 one report for 2022 (Annex 2). They had been delivered to shareholders together with the invitation letters which could be summarized as follows:

Report and financial statement appeared in the 56-1 one report 2022-page No. 196 - 202  
Statement of financial appeared in the 56-1 one report 2022-page No. 203 - 204



Statements of comprehensive income appeared in the 56-1 one report 2022-page No. 205 - 206  
 Statements of cash flows appeared on page No. 208  
 Notes to financial statements appeared on pages No. 209 – 280

### Statement of Financial Position as of 31 December 2022

Unit : Baht million	2022	2021	Increase (Decrease)	
			Amount	%
Cash and cash equivalents	477.40	950.45	-473.05	-49.77%
Investment assets	3,217.89	2,507.65	710.24	28.32%
Other assets	1,128.06	938.73	189.33	20.17%
Total assets	4,823.35	4,396.82	426.53	9.70%
Insurance contract liabilities	2,991.29	2,461.50	529.79	21.52%
Other liabilities	567.74	507.89	59.85	11.78%
Total liabilities	3,559.03	2,969.39	589.64	19.86%
Equity	1,264.32	1,427.43	-163.11	-11.43%

### Statement of Comprehensive Income

Unit : Baht million	2022	2021	Increase (Decrease)	
			Amount	%
Earned premium and commission income	2,706.2	2,342.4	363.8	15.5%
Income on investment and other income	6.4	81.5	-75.1	-92.1%
Total revenue	2,712.6	2,424.0	288.6	11.9%
Less Claims and losses adjustment expenses	1,323.3	1,181.6	141.7	12.0%
Less Brokerage expenses, operating expense and others	1,339.0	1,086.3	252.7	23.3%
Total expense	2,662.3	2,267.9	394.4	17.4%
Profit before income tax expenses	50.3	156.0	-105.7	-67.8%
Income tax expenses	9.3	26.4	-17.1	-64.8%
Profit for the year	40.9	129.6	-88.7	-68.4%

The meeting, in which shareholders held 13,826,113 shares, or 100% of those held by shareholders attending the meeting, resolved that the audited financial statements that ended 31 December 2022 were unanimously approved. No shareholder voted against or omitted to vote, and no voided ballot.



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

The Company secretary reported that the Company has a policy that the dividend payment rate 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 dividends to the shareholders and shall report to the next shareholders' meeting.

According to section 115 of public limited company act.B.E. 2535 and 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 a legal reserve of Baht 24,848,787 or 12.42% of the registered capital as of 31 December 2022, hence the Company's legal reserve has reached the amount required by law.

The Company booked profit for the year 2022 amounting to Baht 40,928,352, we on 22 September 2022 paid an 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 a profit for the year 2021, amounting to Baht 129,625,805 by paying dividends 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 mentioned profit.

The board of directors advised that 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, 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 meeting resolved to approve the omission of the dividend payment from the operating period from 1 July 2022 to 31 December 2022, in addition, do not allocate the legal reserve because the Company had a complete legal reserve according to the public limited company act. Shareholders holding 13,826,113 shares, or 100% of those of the shareholders attending the meeting, unanimously approved the proposal of the board of directors. There were no shareholders who voted against or omitted voting, and no voided ballot.



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

The Company secretary advised that according to the public limited companies act and the Company's Article 18 of the 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), all of them are still holding the position of directors at present.

The Board of Directors considered carefully that Mr. Yongyuth Phusanti (Independent Director), Mr. Voravatch Jaroenchaiyapongs and Mr. Surasak Vajasit (Independent Director) are professionals with knowledge, capability and qualification following the public limited companies act, therefore an opinion to propose that the mentioned directors should be re-elected by the AGM, comprising of:

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

Details of the directors had been shown in the invitation letter.

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

The meeting approved the election of directors as follows:

(1) Mr. Yongyuth Phusanti (Independent Director), with votes as follows:

Approved, representing	13,826,113	votes, equivalent to	100%
Disapproved, representing	0	votes, equivalent to	0%
Abstained, representing	0	votes, equivalent to	0%
Voided Ballot.	0	votes, equivalent to	0%

of the total of shareholders attending the meeting and having the right to vote.

(2) Mr. Voravatch Jaroenchaiyapongs, with votes as follows:

Approved, representing	13,826,113	votes, equivalent to	100%
Disapproved, representing	0	votes, equivalent to	0%
Abstained, representing	0	votes, equivalent to	0%
Voided Ballot.	0	votes, equivalent to	0%

of the total of shareholders attending the meeting and having the right to vote.

(3) Mr. Surasak Vajasit (Independent Director), with votes as follows:

Approved, representing	13,826,113	votes, equivalent to	100%
Disapproved, representing	0	votes, equivalent to	0%
Abstained, representing	0	votes, equivalent to	0%
Voided Ballot.	0	votes, equivalent to	0%

of the total of shareholders attending the meeting and having the right to vote.



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

The Company secretary advised that the Company has policies and criteria that Remuneration and allowance of the directors should comply with the Company's strategy, long-term objective, duty and responsible. The Remuneration and allowance should also be commensurate to the value created for shareholders. AGM No.75 approved remuneration for the directors, amounting to Baht 2,200,000. While the meeting allowance of the 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 the Executive 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' members, 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 Directors yearly, 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 yearly.

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
<b>Board of Director</b>			
Chairman	25,000	25,000	0
Vice-chairman	20,000	20,000	0
Director	15,000	15,000	0
<b>Audit Committee</b>			
Chairman	15,000	15,000	0
Committee member	10,000	10,000	0
<b>Executive Committee</b>			
Chairman	0	15,000	-15,000
Committee member	0	10,000	-10,000
<b>Investment Committee</b>			
Chairman	0	15,000	-15,000
Committee member	0	10,000	-10,000



The meeting unanimously resolved that remuneration for the directors should be Baht 2,200,000, in addition, approved the meeting allowance of the Board of Directors and the meeting allowance of sub-committees per meeting shall be paid for only independent directors and non-executive directors as follows:

· **Board of Directors**

Chairman of the Board Baht 25,000, Vice Chairman Baht 20,000, and each director Baht 15,000.

· **Audit Committees**

Chairman of the Audit Committees Baht 15,000, and each director Baht 10,000.

Shareholders holding 13,826,113 shares, or 100% of those shareholders attending the meeting, unanimously approved the proposal of the board of directors. No shareholder voted against or omitted to vote, and no voided ballot.

**Agenda 7: To appoint the auditors to audit the financial statements for the six-months ended 30 June 2023 and approve their audit fees.**

The Company secretary informed that according to the public limited companies act and 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 auditor of financial statements for the six months ended 30 June 2023 (The first quarter and the second quarter of the year 2023).

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's subsidiary.

The board of directors had considered and advised that auditors from EY Office Limited including 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 first quarter and second quarter of the year 2023. Their qualifications are as follows:

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

The above auditor will audit the Company's financial statement and make an auditor's report. In case the mentioned persons cannot perform their function, the Board of Directors should be authorized to appoint another person to replace them. The audit fees for the six months ended 30 June 2023 (The first quarter and the second quarter of the year 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 the second quarter of the year 2023.	180,000	180,000
Auditing the annual report of the Company's capital.	-	450,000
<b>Total</b>	<b>660,000</b>	<b>2,750,000</b>

No other service fees other than the above.

The auditor explained that the audit fees are estimated from the time and cost that the staff at each level took during the auditing financial report and capital maintenance report by considering 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.

The meeting resolved that Miss Narissara Chaisuwan, the certified public accountant No. 4812, and/or Miss Somjai Khunapasut, the certified public account No. 4499, and/or Miss Rachada Yongsawadvanich, the certified public accountant No.4951, and/or Miss Isaraporn Wisutthiyan, the certified public accountant No.7480 from EY Office Limited. should be appointed as the Company's external auditor for the six months ending 30 June 2023. The audit fees for the six months ended 30 June 2023 (first quarter and second quarter of the year 2023) should be Baht 660,000.

In case that mentioned persons cannot perform their function, the Board of Directors was authorized to appoint another person to replace them. If there is any work other than the mentioned ones, the Board of Directors was authorized to set service fees case by case.

Shareholders holding 13,826,113 shares, or 100% of those shareholders attending the meeting, unanimously approved the proposal of the Board of Directors. No shareholder voted against or omitted to vote, and no voided ballot.

#### **Agenda 8: To consider other matters (if any).**

In addition, no shareholders have any additional questions.

The meeting was adjourned at 3.52 p.m.

**Mr. Yongyuth Phusanti**  
 (Mr. Yongyuth Phusanti)  
 Chairman of the Meeting



**Profiles and experiences of the person nominated for appointment as the Company's liquidator**



**Mr Prapanpong Chaikhamhan**  
Lawyer

*CSBC Law Offices at 14th Floor Sathorn Thani Bldg 90/37 North Sathorn Road,  
Silom, Bangrak, Bangkok 10500*

*+66 81 173 0233 prapanpong@csbc-law.com*

**WORK**

**EXPERIENCE**

1995 - Present	Co-Chairman of the Executive Committee, Executive Director, Litigation Head: CSBC Law Offices Ltd, Bangkok, Thailand (www.csbc-law.com)
2010 - Present	President – APHA Consumer Protection Association
2006 - 2007	Visiting lecturer taught in International Trade Litigation, Faculty of Law, Naresuan University, Pitsanulok, Thailand
1992 - 1994	Lawyer: Siam Law Office Ltd, Bangkok, Thailand

**EDUCATION**

1992	Barrister at Law
1991	LL.B. (Ramkhamhaeng University, Bangkok, Thailand)

**Profession**

**Member**

1992 - Present	Member, Lawyers' Council of Thailand
1992 - Present	Ordinary Member, Legal Education Institute

**Areas of Expertise**      Arbitration, Intellectual Property Law, Litigation

Prapanpong has practiced law in Thailand for more than 30 years by representing his clients in a variety of construction works, packaging machinery factories & retailers, oil & gas, copyrights etc



**Profiles and experiences of the person nominated for appointment as the Company's auditor**

**Name** Miss Narissara Chaisuwan



**Education**

- Master degree in Business Administration, Thammasat University.
- The certified public accountant (Thailand) No.4812

**Experience**

- EY Office Limited.  
From 1993 to present, for 30 years.
- Nam Seng Insurance Plc.'s auditor for 6 years.

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

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**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

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2566 ในวันที่ 1 กันยายน 2566 เวลา 10.00 น. ณ ห้องประชุมชั้น 6 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 Extraordinary General Meeting of Shareholders No.1/2023, which will be held on 1 September 2023 at 10.00 a.m. at the conference room on the 6<sup>th</sup> floor of 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 :** A 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:  
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 Postcode or  
(2) .....อายุ.....ปี อยู่บ้านเลขที่.....  
Age Years Residing at No.  
ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....  
Road Tambon/Khwaeng Amphur/Khet  
จังหวัด.....รหัสไปรษณีย์.....หรือ  
Province Postcode or  
(3) .....อายุ.....ปี อยู่บ้านเลขที่.....  
Age Years Residing at No.  
ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....  
Road Tambon/Khwaeng Amphur/Khet  
จังหวัด.....รหัสไปรษณีย์.....  
Province Postcode

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2566  
ในวันที่ 1 กันยายน 2566 เวลา 10.00 น. ณ ห้องประชุมชั้น 6 อาคารนำสินประกันภัย เลขที่ 767 ถนนกรุงเทพ – นนทบุรี แขวงบางซื่อ เขตบางซื่อ  
กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

only one of the above as my/our proxy holder to attend and vote on my behalf at the Extraordinary General Meeting of Shareholders No.1/2023 to  
be held on 1 September 2023 at 10.00 a.m. at the conference room on the 6<sup>th</sup> floor of 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 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ครั้งที่ 76  
Agenda 1 To consider acknowledging the minutes of the 76<sup>th</sup> Annual General Meeting of shareholders.
- ☐ (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 พิจารณานุมัติการจ่ายเงินปันผล  
Agenda 2 To consider approving the payment of dividend.
- ☐ (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 3 เรื่อง พิจารณานุมัติการคืนใบอนุญาตประกอบธุรกิจประกันวินาศภัยและการเลิกบริษัท  
Agenda 3 To consider approving the return of the non-life insurance business license and the dissolution of the company.
- ☐ (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 พิจารณานุมัติการแต่งตั้งผู้ชำระบัญชีของบริษัทฯ และกำหนดค่าตอบแทนการชำระบัญชี  
Agenda 4 To consider approving the appointment of the Company's liquidator and fixing the remuneration of the liquidator.
- ☐ (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 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีของบริษัทฯ และกำหนดค่าตอบแทนการสอบบัญชี  
Agenda 5 To consider approving the appointment of the Company's auditor and fixing the remuneration of the auditor.
- ☐ (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 6 เรื่อง พิจารณาเรื่องอื่น ๆ (ถ้ามี)  
Agenda 6 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. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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

ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2566 ในวันที่ 1 กันยายน 2566 เวลา 10.00 น. ณ ห้องประชุมชั้น 6 อาคารนำสินประกันภัย เลขที่ 767 ถนนกรุงเทพ – นนทบุรี แขวงบางซื่อ เขตบางซื่อ กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวันเวลา และสถานที่อื่นด้วย

At the Extraordinary General Meeting of Shareholders No. 1/2023 to be held on 1 September 2023 at 10.00 a.m. at the conference room on the 6<sup>th</sup> floor of 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 ☐งดออกเสียง

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 ☐งดออกเสียง

Approve Disapprove Abstain

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

Agenda Election of directors (Continued)

ชื่อกรรมการ.....

Director's name

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง

Approve Disapprove Abstain

ชื่อกรรมการ.....

Director's name

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง

Approve Disapprove Abstain

ชื่อกรรมการ.....

Director's name

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง

Approve Disapprove Abstain

ชื่อกรรมการ.....

Director's name

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง

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.....ปี    อยู่บ้านเลขที่.....

Age                      Years                      Residing at No.

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....

Road ..... Tambon/Khwaeng ..... Amphur/Khet .....

จังหวัด.....รหัสไปรษณีย์.....หรือ

Province ..... Postcode ..... or .....

(2) .....อายุ.....ปี    อยู่บ้านเลขที่.....

Age                      Years                      Residing at No.

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....

Road ..... Tambon/Khwaeng ..... Amphur/Khet .....

จังหวัด.....รหัสไปรษณีย์.....หรือ

Province ..... Postcode ..... or .....

(3) .....อายุ.....ปี    อยู่บ้านเลขที่.....

Age                      Years                      Residing at No.

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....

Road ..... Tambon/Khwaeng ..... Amphur/Khet .....

จังหวัด.....รหัสไปรษณีย์.....

Province ..... Postcode .....

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2566

ในวันที่ 1 กันยายน 2566 เวลา 10.00น. ณ ห้องประชุมชั้น 6 อาคารนำสินประกันภัย เลขที่ 767 ถนนกรุงเทพ – นนทบุรี แขวงบางซื่อ เขตบางซื่อ

กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

only one of the above as my/our proxy holder to attend and vote on my behalf at the Extraordinary General Meeting of Shareholders No.1/2023 to be held on 1 September 2023 at 10.00 a.m. at the conference room on the 6<sup>th</sup> floor of 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 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ครั้งที่ 76

Agenda 1 To consider acknowledging the minutes of the 76<sup>th</sup> Annual General Meeting of shareholders.

☐ (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 ☐งดออกเสียง  
Approve Disapprove Abstain

☐ วาระที่ 2 เรื่อง พิจารณานุมัติการจ่ายเงินปันผล

Agenda 2 To consider approving the payment of dividend.

☐ (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 ☐งดออกเสียง  
Approve Disapprove Abstain

☐ วาระที่ 3 เรื่อง พิจารณานุมัติการคืนใบอนุญาตประกอบธุรกิจประกันวินาศภัยและการเลิกบริษัท

Agenda 3 To consider approving the return of the non-life insurance business license and the dissolution of the company.

☐ (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 ☐งดออกเสียง  
Approve Disapprove Abstain

☐ วาระที่ 4 เรื่อง พิจารณานุมัติการแต่งตั้งผู้ชำระบัญชีของบริษัทฯ และกำหนดค่าตอบแทนการชำระบัญชี

Agenda 4 To consider approving the appointment of the Company's liquidator and fixing the remuneration of the liquidator.

☐ (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 ☐งดออกเสียง  
Approve Disapprove Abstain

- ☐ วาระที่ 5 เรื่อง พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีของบริษัทฯ และกำหนดค่าตอบแทนการสอบบัญชี  
Agenda 5 To consider approving the appointment of the Company's auditor and fixing the remuneration of the auditor.
- ☐ (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 6 เรื่อง พิจารณาเรื่องอื่น ๆ (ถ้ามี)  
Agenda 6 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) ในกรณีที่ข้าพเจ้าไม่ได้รับความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากที่ระบุไว้ข้างต้น 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

- หนังสือมอบฉันทะแบบ ก. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
- หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ
  - (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
  - (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)
- ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้



4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
5. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ก. 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. นาสิงประกันภัย

The Proxy of the shareholder of Nam Seng Insurance PCL

ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2566 ในวันที่ 1 กันยายน 2566 เวลา 10.00 น. ณ ห้องประชุมชั้น 6 อาคารนาสิงประกันภัย เลขที่ 767 ถนนกรุงเทพ – นนทบุรี แขวงบางซื่อ เขตบางซื่อ กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวันเวลาและสถานที่อื่นด้วย

At the Extraordinary General Meeting of Shareholders No. 1/2023 to be held on 1 September 2023 at 10.00 a.m. at the conference room on the 6<sup>th</sup> floor of 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.....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)



**Privacy Notice for the Extraordinary General Meeting of Shareholders No. 1/2023**

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**

For the purposes of convening and attending the Shareholders' Meeting, The Company shall collect your Personal Data including name, surname, address, telephone number, photo, identification number, shareholders' registration and other information deemed as Personal Data under the Personal Data Protection Laws.

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 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 Extraordinary General Meeting of Shareholders No. 1/2023 and to the Extraordinary General Meeting of Shareholders No. 1/2023 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 meeting service providers, 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](mailto:dpo@namsengins.co.th)