

# Notice of the 2023

# **Annual General Meeting of Shareholders**

**Bangkok Life Assurance Public Company Limited** 

# Thursday, April 20, 2023 At 9.30 A.M.

# by Hybrid Meeting

at the "Chin Sophonpanich" auditorium, on 11th floor, Head Office Building, Bangkok Life Assurance Public Company Limited No.1415, Krungthep-Nonthaburi Road, Wongsawang, Bangsue, Bangkok

AND

via electronic meeting (E-AGM)





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March 23, 2023

Subject: Invitation to the 2023 Annual General Meeting of Shareholders by Hybrid Meeting

To: Shareholders

Attachment: 1) A copy of the minutes of the 2022 Annual General Meeting of Shareholders

- 2) Financial Highlights
- 3) Profiles of the nominated candidates for the election of new directors
- 4) Criteria for Appointment of Directors / Definition of Independent Director
- 5) The Company's Articles of Association in relation to the General Meeting of Shareholders
- 6) Profiles of the Independent Directors to act as Proxy
- 7) Proxy Forms (Form A, Form B, and Form C)
- 8) Procedures for attending the 2023 Annual General Meeting of Shareholders
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- 11) Privacy Notice for BLA Shareholders
- 12) 56-1 One Report for the year 2022 (QR Code)
- 13) Map of the Annual General Meeting of Shareholders' Venue
- 14) A prepaid envelope

Bangkok Life Assurance Public Company Limited held the Board of Directors' Meeting no.1/2023 on Wednesday, February 22, 2023 and resolved to call the 2023 Annual General Meeting of Shareholders on Thursday, April 20, 2023, at 9.30 a.m. at the "Chin Sophonpanich" auditorium, on 11<sup>th</sup> floor, Head Office Building, Bangkok Life Assurance Public Company Limited, No. 1415, Krungthep-Nonthaburi Road, Wongsawang, Bangsue, Bangkok, and via electronic meeting (Hybrid meeting) to consider matters according to the following agendas.

### Agenda 1: To approve the Minutes of the 2022 Annual General Meeting of Shareholders

<u>Objectives and Rationale:</u> The 2022 Annual General Meeting of Shareholders was held on Wednesday, April 27, 2022. The minutes of the meeting were disclosed to The Stock Exchange of Thailand and also posted on the company's website (<u>www.bangkoklife.com</u>) since May 11, 2022. Therefore, it was proposed to the shareholders' meeting to approve the report with the details as the attachment 1, page 12-23

<u>The Board of Directors' opinion:</u> The minutes of meeting were recorded correctly. The Board of Directors deemed it appropriate to propose the minutes of the 2022 Annual General Meeting of Shareholders to be approved by the shareholders' meeting.

<u>Voting:</u> The resolution requires a majority votes from shareholders who attend the meeting and are entitled to vote.

# Agenda 2: To acknowledge the operating result for 2022

<u>Objectives and Rationale:</u> The Company summarized operating results and important changes during 2022 as the attachment 2, page 24.

<u>The Board of Directors' opinion:</u> It is deemed appropriate to propose the company's operating results presented in the 2022 one report for the shareholders' acknowledgement.

**Voting:** As this item is for information to shareholders; therefore, a vote is not required.



# Agenda 3: To approve the financial statements for the year ended December 31, 2022

<u>Objectives and Rationale:</u> According to Section 112 of the Public Limited Companies Act, B.E 2535, the Company shall prepare a statements of financial position and statements of profit or loss at the end of each fiscal year, which have been audited by an external auditor, and submit these to the shareholders' meeting for approval.

<u>The Board of Directors' opinion</u>: It is deemed appropriate to propose the financial statements for the year ended December 31, 2022 which have been audited and certified by the company's auditor who gave an unconditional opinion. The financial statements have also been duly considered by the Audit Committee and the Board of Directors. The details were shown in the financial statement section of Form 56-1 One Report for the year 2022, page 246 - 349 which was sent to the shareholders in QR Code format along with the invitation letter of this meeting.

The Company's financial statements are presented in the attachment 2, page 25-29.

<u>Voting:</u> The resolution requires a majority votes from shareholders who attend the meeting and are entitled to vote.

# Agenda 4: To approve the profit allocation and dividend payment for the Year 2022

<u>Objectives and Rationale:</u> The Public Limited Company Act, B.E. 2535, Section 116 and the Articles of Association clause 56 state that the company is required to allocate a part of annual net profit as reserves until the amount is no less than 10% of its registered capital. The company has already complied with the requirement and does not have to allocate any additional part of annual net profit as reserve for the year of 2022.

The Company has a policy to pay dividend in the amount of no less than 25% of its net profit after deducting corporate income tax, if there is no loss accrued and/or that such payments do not have significant impact on the Company's normal business operations and those of its subsidiaries. In 2022, the Company posted a net profit of baht 3,210 million or baht 1.88 per share. Therefore, the Company considered appropriate to declare a dividend payment at the rate of baht 0.60 per share or totaling baht 1,024 million or 32 % of net profit after tax which is well complied with the company's dividend payout policy and which will be paid from retained earnings of which the corporate income tax was 20%. The Company paid an interim dividend at the rate of baht 0.32 per share on September 19, 2022, thus the dividend for the fiscal year 2022 remains at baht 0.28 per share or baht 478 million. Record date for the rights to receive dividend is set on May 8, 2023. Approval by the Office of Insurance Commission ("OIC") is required before the dividend can be paid.

The Board of Directors' opinion: The Company has allocated profits as a legal reserve in accordance with the law. It is deemed appropriate to propose to the 2023 Annual General Meeting of Shareholders to approve the dividend payment for the operating results of the year 2022 at the rate of baht 0.60 per share or totaling baht 1,024 million or 32 % of net profit after tax which is well complied with the company's dividend payout policy and which will be paid from retained earnings of which the corporate income tax was 20%. The Company paid an interim dividend at the rate of baht 0.32 per share on September 19, 2022, thus the dividend for the fiscal year 2022 remains at baht 0.28 per share or baht 478 million. Record date for the rights to receive dividend is set on May 8, 2023 and the company will notify the date of dividend payment date later once receive the approval from OIC.



Separate financial statements

Comparative Dividend Payment	2022	2021
1. Net profit (Million Baht)	3,210	3,193
2. Earning per share (Baht : Share)	1.88	1.87
3. Number of shares as of Dec 31 (Million Shares)	1,708	1,708
4. Dividend (Baht : Share)	0.60	0.56
- Interim dividend payment	0.32	-
- Final dividend payment	0.28	0.56
5. Total dividend payment (Million baht)	1,024	952
6. Dividend payment ratio (Percentage)	32	30

<u>Voting:</u> The resolution requires a majority votes from shareholders who attend the meeting and are entitled to vote.

# Agenda 5 To elect the directors to replace those who retire by rotation

<u>Objectives and Rationale:</u> The Public Limited Company Act and the Articles of Association clause 24, requires that one-third (or the nearest proportion) of the directors must retire from office by rotation at each Annual General Meeting of Shareholders. There are 5 directors who due to retire by rotation this year as following:

Mr.Sunthorn Arunanondchai
 Mr.Praphant Asava-aree
 Ms.Varawan Vechasut
 Mrs.Prapaivan Limsong
 Independence Director
 Independence Director
 Independence Director

5. Ms.Chollada Sophonpanich Director

The Company provided opportunities for its shareholders to propose qualified candidates for the directorships during September 29, 2022 to December 31, 2022 via the company's website and the SET Listed Company Notification and Key Operation (SETLink) but there was no proposal from shareholders.

The Nomination and Compensation Committee's opinion: The Nomination and Compensation Committee considered qualified candidates looking at various professional experiences, expertise, vision and considering the suitability of the composition of the total number of directors. The Committee has the opinion that the directors who retire by rotation possess knowledge and capability suitable for the position and had been performing very well during their previous term as director and/or member in the subcommittee. The committee, therefore, proposed to re-elect 4 directors, Mr.Sunthorn Arunanondchai, Ms.Varawan Vechasut, Mrs.Prapaivan Limsong and Ms.Chollada Sophonpanich, , to be company's directors for another term. In this regard, Mr.Praphant Asava-aree does not wish to be re-elected.

Profiles of all the proposed candidates are detailed in <u>attachment 3</u>, <u>page 25-30</u> and the Criteria for appointment of directors / definition of Independent Director are provided in <u>attachment 4</u>, page 31-32.



The Board of Directors' opinion: The Board of Directors (excluding those who may have conflict of interest) has carefully considered the proposal of the Nomination and Remuneration Committee and agreed that all 4 directors, Mr.Sunthorn Arunanondchai, Independence Director, Ms.Varawan Vechasut, Independence Director, Mrs.Prapaivan Limsong, Director and Ms.Chollada Sophonpanich, Director, have passed the consideration according to the process specified by the company, and they have qualifications in accordance with relevant regulations and suitable for the business of the company including having knowledge, ability and experience in various fields that are beneficial to the business of the company. In addition, the person who will be nominated as an independent director has qualifications in accordance with the laws related to the requirements relating to independent directors. It is deemed appropriate to propose to the Annual General Meeting of Shareholders to re-elect 4 directors, Mr.Sunthorn Arunanondchai, Ms.Varawan Vechasut, Mrs.Prapaivan Limsong and Ms.Chollada Sophonpanich for to be directors another term. In this regard, Mr.Praphant Asava-aree does not wish to be re-elected.

In addition, for Mr.Sunthorn Arunanondchai, who has been an independent director for more than 9 years, the Board of Directors has considered that he is well-equipped with age and qualifications, has experience in being a senior executive in both the public and private sectors. He also is an honor person in society to be able to maintain the independence in performing the duties of the independent directors of the company. He also has knowledge, expertise and experience in many aspects including in the life insurance business which will greatly benefit the business of the company.

<u>Voting:</u> The resolution requires a majority votes from shareholders who attend the meeting and are entitled to vote.

# Agenda 6: To approve the directors' remuneration for 2023

<u>Objectives and Rationale:</u> Public Limited Company Act and the Articles of Association clause 44, requires that the Annual General Meeting of Shareholders approves directors' remuneration.

The Nomination and Remuneration Committee's opinion: The Nomination and Remuneration Committee has considered the remuneration of directors and based on their knowledge, expertise, suitable for duties and responsibility as well as the company's business performance in 2022 and proposes the 2023's remuneration for the directors in the sum amount of not exceeding baht 16,700,000 which is the same amount that was approved in 2022. The actual amount of bath 14,240,000 was paid as directors' remuneration in 2022. The remuneration for each individual director is disclosed in the 56-1 One Report FY 2022, page 213 as the Compensation of Directors' Remuneration follows:

### 1) Meeting allowance as a director

The Company pays meeting allowance to all directors at the rate of 40,000 baht. The Chairman receives 2 times of the regular meeting allowance.

2) Meeting allowance as a sub committee member

The Company pay the meeting allowance for each director who attend the meeting Baht 40,000. The chairman receives 2 times of the regular allowance.

3) Gratuity to the Board of Directors

The Board of Directors considers the annual remuneration of directors by considering the consistency with the Company's operating results and allocate the gratuity to each director by scoring system which reflects the obligation responsibility and taking the time to perform duties of each director.

In this regard, directors who are employees of the Company and receive a regular salary and do not receive the director's remuneration under Clauses 1 - 3.



The Board of Directors' opinion: The Board of Directors concurred with the recommendation of the Nomination and Remuneration Committee and deemed it appropriate to propose to the 2023 Annual General Meeting of Shareholders to approve the director remuneration for 2023 in the total amount of Baht 16.7 million which is the same amount as that of the previous year.

**<u>Voting</u>**: The resolution requires votes of no less than two-thirds of shareholders who attend the meeting and are entitled to vote.

# Agenda 7: To approve the appointment of company's auditor and determine the auditor's remuneration for 2023

<u>Objectives and Rationale:</u> Public Limited Company Act and the Articles of Association clause 50 requires that the Annual General Meeting of Shareholders appoints the company's auditor and set the auditor's remuneration.

<u>The Audit Committee's opinion:</u> The Audit Committee considered the company's auditors based on their knowledge, experience, expertise, understanding of the life insurance business, independence and impartiality and proposes to approve Deloitte Touche Tohmastsu Jaiyos Audit Co Ltd. to be the audit firm of the company for the year 2023, with subsidiaries using the same accounting firm.

In this regard, one of the following auditors will audit and give opinions on the Company's financial statements, and it is deemed appropriate to approve determine the auditor's remuneration for 2023 in the amount of 2,341,000 baht, which is the same amount as that of the previous year. The audit fees exclude other non-audit fees. In 2022, the Company paid for review risk-based capital and company's embedded value, amounting to 2,570,000 baht.

Name	Certified Public Accountant No.	Year of Sign
1. Mr. Nantawat Sumraunhant	7731	5
2. Mr. Chavala Tianprasertkit	4301	7
3. Ms. Nisakorn Songmanee	5305	3
4. Dr. Suwatchai Meakhaamnouychai	6797	1
5. Ms. Lasita Magut	9039	1

These certified public accountants have no relationship and no interests with the Company, the company's executives, and major shareholders. They, therefore, have independence in performing audit tasks and giving opinions on the Company's financial statements.

The Board of Directors' opinion: The Board of Directors concurred with the recommendation of the Audit Committee and deemed it appropriate to propose to the 2023 Annual General Meeting of Shareholders to appoint Mr. Nantawat Sumraunhant, CPA Registration No. 7731 and/or Mr. Chavala Tienpasertkij, CPA Registration No. 4301 and/or Ms. Nisakorn Songmanee, CPA Registration No. 5035 and/or Mr. Wonlop Vilaivaravit, CPA Registration No. 6797, and/or Ms. Lasita Magut, CPA Registration No. 9039 all of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd., as auditors of the Company for the year 2023 with the remuneration of Baht 2,341,000, which is the same amount as that of the previous year.

<u>Voting:</u> The resolution requires a majority votes from shareholders who attend the meeting and are entitled to vote.



# Agenda 8: To approve the amendment of the Company's Articles of Association

<u>Objectives and Rationale:</u> In order to comply with the Public Limited Companies Act (No.4) B.E. 2565 which amended the Public Limited Companies Act B.E. 2535.

The Board of Directors' opinion: In order to comply with the Public Limited Company Act (No. 4) B.E. 2565 which amended the electronic communication and other issues related, the Board of Directors deemed appropriate to propose the 2023 Annual General Meeting of Shareholders to approve the amendment of the Company's Articles of Association, Article 32, Article 36, Article 45, Article 46, Article 47, Article 55, Article 63 and Article 64 as the follows:

	Company's Articles of Association		
Company's Articles of Association (current)			
Article 32: In summoning for a meeting of the Board of Directors, the Chairman or the person assigned by him shall submit notices of the meeting to the directors not less than seven (7) days prior to the date of the meeting. However, in case of necessity and urgency for the purpose of maintaining the rights or interests of the Company, the summon for a meeting may be made by other methods and the date of the meeting may be fixed sooner.	Article 32: In summoning for a meeting of the Board of Directors, the Chairman or the person assigned by him shall submit notices of the meeting to the directors. In the event where there is no chairperson for whichever reason, vice-chairperson may call a Board of Directors' Meeting. In case there is no vice-chairperson for whichever reason, two or more directors may jointly call a Board of Directors' Meeting.  The meeting notice shall be sent to directors at least seven days prior to the meeting date, except in the case of an urgent matter and when it is necessary to preserve the rights or benefits of the Company, the meeting notice may be sent electronically or by other means and an earlier date may be set for the meeting.  If there are reasonable grounds, or if it is necessary to preserve the rights or benefits of the Company, two or more directors may jointly request that the chairperson call a board of directors meeting. This is provided that the matter, and the reasons for proposing the matter for consideration, are indicated therein.  In this case, the chairperson shall call and fix the meeting date within 14 days after the request.  If the chairman does not complete the request stated in the third paragraph, the directors who make the request shall jointly call and fix the board of directors meeting date to consider the proposed matter within 14 days after the end of the prescribed period stated in the third paragraph.		
Article 36: The Board of Directors shall hold at least one meeting during three (3) months at the Company's head office or branch office or in a neighboring province.	Article 36: The Board of Directors shall hold at least one meeting during three (3) months at the Company's head office or branch office or in a neighboring province. The meeting may be held electronically, in which case it shall be deemed to be held at the Company's head office.		
Article 45: The Board of Directors shall arrange for an Annual General Meeting of Shareholders within four (4) months from the last day of the fiscal year of the Company. The Meeting of Shareholders other than that in the first paragraph shall be called	Article 45: The Board of Directors shall arrange for an Annual General Meeting of Shareholders within four (4) months from the last day of the fiscal year of the Company. The Meeting of Shareholders other than that in the first paragraph shall be called		



### **Company's Articles of Association (current)**

the Extraordinary General Meetings of Shareholders.

The Board of Directors may summon an Extraordinary General Meeting of Shareholders whenever the Board deems appropriate. The shareholders holding shares altogether at not less than ten (10) percent of the total number of shares sold may submit their names in a letter requesting the Board of Directors to call an extraordinary general meeting at any time, but the subjects and reasons for calling such meeting shall be clearly stated in such request. In such case, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five (45) days as from the date of receipt of such request from the shareholders.

In case that the Board of Directors does not hold the shareholders' meeting within the period as prescribed in the preceding paragraph, the shareholders who subscribe their names or other shareholders holding the number of shares as required may call such meeting within forty-five (45) days from the deadline prescribed therein. In this regard, the meeting called by the shareholders shall be considered as those called by the Board of Directors. The company shall be responsible for necessary expenses arising from such meeting and reasonably provide facilitation therein.

In case the quorum of the shareholders' meeting called by the shareholders as prescribed under the preceding paragraph cannot be formed, the subscribed shareholders stated in the preceding paragraph shall be collectively responsible to the Company for expenses arising from such meeting

Article 46: In summoning for a Meeting of Shareholders, the Board of Directors shall send notice of the meeting specifying the place, date, time, agenda of the meeting and the subject matter to be submitted to the meeting together with reasonable details and shall deliver such notice to the shareholders and the Registrar for reference not less than seven (7) days prior to the meeting. Besides, the notice of the meeting shall also be announced in a newspaper for not less than three (3) days before the meeting date.

# Company's Articles of Association proposed to be amended

the Extraordinary General Meetings of Shareholders.

The Board of Directors may summon an Extraordinary General Meeting of Shareholders whenever the Board deems appropriate. The shareholders holding shares altogether at not less than ten (10) percent of the total number of shares sold may submit their names in a letter requesting the Board of Directors to call an extraordinary general meeting at any time, but the subjects and reasons for calling such meeting shall be clearly stated in such request. In such case, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five (45) days as from the date of receipt of such request from the shareholders.

In case that the Board of Directors does not hold the shareholders' meeting within the period as prescribed in the preceding paragraph, the shareholders who subscribe their names or other shareholders holding the number of shares as required may call such meeting within forty-five (45) days from the deadline prescribed therein. The shareholders who call the meeting may send the meeting notice to shareholders electronically provided that the shareholders have consented to receive the documents via electronic means. In this regard, the meeting called by the shareholders shall be considered as those called by the Board of Directors. The company shall be responsible for necessary expenses arising from such meeting and reasonably provide facilitation therein.

In case the quorum of the shareholders' meeting called by the shareholders as prescribed under the preceding paragraph cannot be formed, the subscribed shareholders stated in the preceding paragraph shall be collectively responsible to the Company for expenses arising from such meeting.

Article 46: In summoning for a Meeting of Shareholders, the Board of Directors shall send notice of the meeting specifying the place, date, time, agenda of the meeting and the subject matter to be submitted to the meeting together with reasonable details by clearly indicating whether it is а matter proposed for acknowledgement, for approval or for consideration, as the case may be, including the opinion of the board of directors on the said matters and shall deliver such notice to the shareholders and the Registrar for reference not less than seven (7) days prior to the meeting. Besides, the notice of the meeting shall also be announced in a newspaper or advertised via



Company's Articles of Association (current)	Company's Articles of Association proposed to be amended
	electronic means for not less than three (3) days before the meeting date.
Article 47: The Meeting of Shareholders must be attended by not less than twenty-five (25) shareholders or proxy (if any) or not less than a half of total number of shareholders holding an aggregate number of shares not less than one-third (1/3) of all shares sold in number to constitute a quorum.  In the event at any Meeting of Shareholders, after one hour from the time fixed for the meeting commencement, the number of shareholders present is still not enough to form a quorum as required, if such Meeting of Shareholders was requested for by the shareholders, such meeting shall be revoked. If such Meeting of Shareholders was not called for by the shareholders, the meeting shall be called for again and in the latter case notice of the meeting shall be delivered to shareholders not less than seven (7) days before the meeting. In the subsequent meeting no quorum is required.	Article 47: The Meeting of Shareholders must be attended by not less than twenty-five (25) shareholders or proxy (if any) or not less than a half of total number of shareholders holding an aggregate number of shares not less than one-third (1/3) of all shares sold in number to constitute a quorum.  In the event at any Meeting of Shareholders, after one hour from the time fixed for the meeting commencement, the number of shareholders present is still not enough to form a quorum as required, if such Meeting of Shareholders was requested for by the shareholders, such meeting shall be revoked. If such Meeting of Shareholders was not called for by the shareholders, the meeting shall be called for again and in the latter case notice of the meeting shall be delivered to shareholders not less than seven (7) days before the meeting. In the subsequent meeting no quorum is required.  The appointment of proxy stated in paragraph one may be done electronically, provided that the method is safe, and can be believed that the appointment is made by the shareholder.
Article 55: No dividends shall be paid otherwise than out of profits. In case the Company still sustains an accumulated loss, no dividends shall be paid.  Dividends shall be distributed equally according to the number of shares.  By the resolution of the shareholders' meeting, dividend payment, the company may pay all or part of the dividend in the form of stock dividends by issuing new ordinary shares to shareholders in the case where the company has not sold all the shares in the amount registered.  The Board of Directors may pay interim dividends to shareholders at each time they consider that the Company has an appropriate profit and inform shareholders at the subsequent meeting.  Payment of dividends shall be made within one (1) month from the date the resolution is passed by the Meeting of Shareholders or by the meeting of the Board of Directors, as the case may be. The notice of such payment must be announced in a newspaper.	Article 55: No dividends shall be paid otherwise than out of profits. In case the Company still sustains an accumulated loss, no dividends shall be paid.  Dividends shall be distributed equally according to the number of shares.  By the resolution of the shareholders' meeting, dividend payment, the company may pay all or part of the dividend in the form of stock dividends by issuing new ordinary shares to shareholders in the case where the company has not sold all the shares in the amount registered.  The Board of Directors may pay interim dividends to shareholders at each time they consider that the Company has an appropriate profit and inform shareholders at the subsequent meeting.  Payment of dividends shall be made within one (1) month from the date the resolution is passed by the Meeting of Shareholders or by the meeting of the Board of Directors, as the case may be. The notice of such payment must be announced in a newspaper or advertised via electronic means.
Article 63: Shareholders' Meeting, board meeting or any meeting of the company, the chairman of the board or the person acting as the chairman of the meeting may prescribe the meeting via	Article 63: The Shareholders' Meeting, Board of Directors Meeting or any meeting of the company may be held electronically as deemed appropriate by the chairman of the board or the person acting



Company's Articles of Association (current)	Company's Articles of Association proposed to be amended	
electronic media and sending the meeting invitation letter Including meeting documents can be sent by electronic mail.	as the chairman of the meeting. In the event where the meeting is held electronically as stated in paragraph one, the meeting shall be deemed to be held at the Company's head office.	
	Article 64: In the event where the Company or the board of directors has duties to send documents required under the Public Limited Companies Act (No. 4) B.E. 2565 (2022) to its directors, shareholders, or creditors electronically instead of by registered mail, as long as the recipients have consented to receive such documents via electronic means.	

<u>Voting:</u> The resolution requires votes of no less than three-fours of shareholders who attend the meeting and are entitled to vote.

# Agenda 9: Other (if any)

The company set the record date for the rights of shareholders to attend the 2023 Annual General Meeting of Shareholders on March 10, 2023.

We would like to invite all shareholders to attend the 2023 Annual General Meeting of Shareholders by Hybrid Meeting on the date, time and place mentioned above. Please ask the shareholders to study the procedures for attending the 2023 Annual General Meeting of Shareholders, the details as in <u>attachment 8</u>, page <u>48-59</u>. For shareholders who are unable to attend the meeting, please appoint a proxy or you may appoint the independent director of the Company to attend the meeting and vote on your behalf. The profile of the independent director who is proposed to act as a proxy for the shareholders is provided in <u>attachment 6</u>, page 37-38.

The proxy Form A, Form B and Form C are provided in <u>attachment 7, page 39-47</u>. Please select one of the forms, fill in all details, sign and deliver it to the company along with all relevant supporting documents prior to the meeting date. A prepaid envelope is also attached here with for your convenience or to send an email to <u>companysecretary@bangkoklife.com</u>. In addition, the Company has also added a way to send proxy forms via electronic methods in advance of the meeting date, including e-Proxy Voting, on the Thailand Securities Depository's Investor Portal system. Click the link, <a href="https://ivp.tsd.co.th/signin?lang=en">https://ivp.tsd.co.th/signin?lang=en</a>, Document Registration System of QuidLab Co., Ltd. Click the link, <a href="https://bla.foqus.vc/registration/">https://bla.foqus.vc/registration/</a>, for your convenience. Please deliver the proxy form within on Tuesday, April 18, 2023.

Yours sincerely,

Ah

(Ms.Jaruwan Limkhunthammo)
Company Secretary

Company Secretary Section Tel: 0 2777 8845

Note: Bangkok Life Assurance Public Co., Ltd. has posted the invitation letter of the 2023 Annual General Meeting Shareholders on the company's website



# (Translation)

Minutes of the 2022 Annual General Shareholders' Meeting Bangkok Life Assurance Public Company Limited On Wednesday, April 27, 2022, at 1.30 p.m., By Electronic meeting platform (E-AGM)

Under the Emergency Decree on Electronic Conferencing B.E. 2563 Live broadcast at the boardroom, 18th floor, Company's Head Office Building, Bangkok

### The meeting starts at 1:30 p.m.

The Company Secretary introduced directors, managements, auditors and other persons attending the meeting. Details were as following:

<ol> <li>Dr. Siri Ganjarerndee</li> </ol>	Independent Director / Chairman / Chairman of the Investment
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Committee / Chairman of the Nomination and Remuneration

Committee / Chairman of the Performance Assessment and Evaluation

Committee

2. Khun Sunthorn Arunanondchai Independent Director / Chairman of the Audit Committee /

Performance Assessment and Evaluation Committee Member

3. Khun Komkai Thusaranont Independent Director / Chairman of the Good Corporate Governance

Committee / Risk Management Committee Member / Performance

Assessment and Evaluation Committee Member

4. Khun Praphant Asava-aree Independent Director / Chairman of the Risk Management Committee/

Audit Committee Member

5. Khun Varawan Vechasut Chairman of the IT Steering Committee / Independent Director / Audit

Committee Member

6. Khun Chai Sophonpanich Director / Member of the Nomination and Remuneration Committee

Director / Investment Committee Member / Risk Management 7. Khun Chone Sophonpanich

Committee Member / Member of the IT Steering Committee /

President and Chief Executive Officer

8. Khun Savitri Ramyarupa Director / Member of Investment Committee / Member of the IT

Steering Committee

9. Khun Prapaivan Limsong Director / Good Corporate Governance Committee Member

Director / Investment Committee Member / Risk Management 10.Khun Chollada Sophonpanich

Committee Member / Executive Vice President Investment Division

Director / Member of the IT Steering Committee 11.Khun Vetit Assawamangcla

12.Khun Tomohiro Yao Director / Member of the Nomination and Remuneration Committee 13.Khun Yuichi Honda

Director / Risk Management Committee Member / Good Corporate

Governance Committee Member

# Directors who leave the meeting

1. Khun Kazuyuki SAIGO on a mission

Proportion of attending directors, 93% of the total number of 14 directors.

### **Company Secretary**

1. Khun Sanor Thampipattanakul



# Management in Attendance

1. Khun Anucha Pingkarawat Head of Agency Division

2. Khun Jaruwan Limkhunthammo Head of Accounting and Finance Division

3. Khun Oranuch Samranrit Head of Life Operations Division

4. Khun Laddawan Sitthiworranant Head of Bancassurance Division and Alternative Division

5. Khun Sirinart Wongjaroensathit Head of Information Technology Division

6. Khun Chaiyapol Inthuprapha Head of Corporate Strategy & Planning Division

7. Khun Jakkrapong Sangkeaw Head of Actuarial Division

# Auditor from Deloitte Touche Tohmastsu Jaiyos Audit Co Ltd.

1. Khun Nantawat Sumraunhant

2. Khun Wirangrong Krobsanit

3. Khun Suteam Pattaramalai

### Witness in the Votes Counting

1. Khun Lertsak Suthampond

Legal Adviser from Kanung & Partners Law Offices Co.,Ltd.

# Rights Protection Volunteer from Thai Investors Association

1. Khun Chanitta Piyapanichayakul

The Company Secretary notified that the Company had given opportunity for single or multiple shareholders who hold at least 5% of the total voting rights to propose meeting agendas and candidates for the post of director from the 1<sup>st</sup> of October until the 31<sup>st</sup> of December, 2021 via the Stock Exchange of Thailand's electronic news and the Company's website. No proposal was submitted. Then, Company Secretary clarify the procedures for attending the meeting, Questioning, Voting and Vote Counting via VDO clip. The meeting was consider all agendas, following the order of the agendas presented in the invitation to the meeting and Information will be presented on each agenda item and shareholders will be given an opportunity to ask questions first, and then there will be a resolution for that agenda.

Then the company secretary reports the number of shareholders attending the 2022 Annual General Shareholders' Meeting, which can be summarized as follows:

Online attending shareholders	10, equal to	37,667,406	shares
Proxies	1,829, equal to	1,281,838,287	shares
Total	1,839, equal to	1,319,505,693	shares

They accounted for 77.27% of the 1,707,566,000 paid up shares, which constituted a quorum, according to the Company's Articles of Association.

Dr. Siri Ganjarerndee, Chairman of the Board of Directors act as the chairman of the meeting, clarified in conclusion that for the safety of those involved, the company therefore organized a meeting via electronic meeting platform under the Emergency Decree on Electronic Conferencing B.E. 2563. All directors also attended the meeting through live broadcast at the Company's Head Office Building, and attending meetings via electronic meeting platform except Khun SAIGO who was director due to his retirement by rotation. Including the senior management team observer and other persons attending the meeting according to the details that the Company Secretary had already suggested. At this time, the shareholders attended the meeting to constitute a quorum in accordance with the Company's Articles of Association. Therefore, the meeting was opened to consider matters according to the agenda set for a total of 8 agendas as details have been sent to the shareholders for consideration in advance.



# Agenda 1: To approve the Minutes of the 2021 Annual General Shareholders' Meeting

The Chairman informed the meeting that the Board of Director had considered the Minutes of the 2021 Annual General Shareholders' Meeting have been properly prepared and recorded, therefore proposed to the meeting to consider and certify. A copy of which had been sent to all shareholders in advance along with the invitation to the meeting. The Chairman gave the opportunity for the shareholders to ask question and/or provide comment. However, no more question or comment. He then proposed that the meeting vote on approving Minutes of the 2021 Annual General Shareholders' Meeting as follows:

<u>Resolution:</u> The meeting, by majority votes of shareholders attending the meeting and casting votes, endorsed the minutes of the 2021 Annual General Shareholders' Meeting with following votes:

					_
	Approved	1,319,505,693	votes, or	100.0000	%
S.*.S	Disapproved	0	votes, or	0.0000	%
:01	Abstained	0	votes, or	3 <del>4</del> 4	
P#15	Voided Ballot	0	votes, or		

# Agenda 2: To acknowledge the operating result for 2021

The Chairman informed that meeting that the Company had published the Annual Registration Statements (Form 56-1) and the Annual Report (Form 56-2) which were consolidated into One Report, in which the details of the Company's business operations, the operating results as well as the financial results for the year 2021 were disclosed. The report is available digitally and can be accessed by scanning the QR Code available on the meeting invitation pack. The Chairman gave a brief outlook on the 2021 operating results: in 2021, our business environment had not recovered from the previous year and this was evident in many areas. While Covid-19 pandemic still had a lasting negative impact, the global economy and tension also continued to rise. This resulted in global economic slowdown and Thai economy was also inevitably affected. The Company closely monitored issues such as inflation and the economic slowdown which occurred simultaneously. We also assessed the impact of the issues on our business operation in the aspect life insurance and investment and strived to adapt to the situation at hand. We overcame the hardship and obstacles in 2021 and we are confident that the Company can operate securely in the future thanks to the cooperation from all stakeholders. We were pleased with the 2021 operating results which were satisfactory. Even though the Company could not generate impressive first year premiums compared to last year, the Company remained profitable from sales of quality products and efficient budget control which yielded value new business worth over 2.2 billion baht, an impressive rise of 95% with net profit after tax of 3,193 million baht, a growth of 1,621 million baht from the year 2020. The Chairman now assigned Mr. Chone Sophonpanich, President and Chief Executive Officer to present the 2021 operating results in detail.

### 1. The Company's 2021 performance

Total premium was 35,717 million baht, growing by 3% from last year which was higher than the overall industry's growth where the total premium grew by 2%. Renewal Year Premium was 29,455 million baht, or a 4% increase. First Year Premium was 6,262 million baht, a decline of 4%. Regarding the First Year Premium, 58% was from Bancassurance Channel, 29% from Agency Channel and 11% from Alternative Distribution Channel.

Moreover, the Company has enhanced the quality of the products by increasing the ratio of profitable products and low-risk products such as health riders and critical illness counterparts. Rider attachment ratio from Agency Channel grew from 22% in 2020 to 27% in 2021. Par products also accounted for 39% of Company's First Year Premium.

The Company's investment assets increased by 3% and the Company adjusted the investment plan that responded to the Covid-19 and a slow-down economic condition that exposes us to higher risk. The Company focused on investing in Government Bond and high-grade debentures throughout the year and at year end, the Company had 48% investment in Government Bond, a similar ratio to last year.



Investment income for 2021 was 13,336 million baht, dropping from the previous year by 2.1% with 3.97% Return on Investment.

Operating expense for 2021 was 1,647 million baht, rising by 7% from last year due to higher employee expense. Underwriting expense for 2021 was 42,286 million baht, declining by 3%, as in 2020 the Company increased the PAD reserve which was reflected as a one-time expense.

Net Profit for 2021 increased to 3,196 million baht or 1.87 baht per share, an increase of 99% from last year thanks to an increase in received premium and a decrease in underwriting expense. Owners' equity rose by 4% to 47,966 million baht

With regards to the Company's embedded value, the Company continues to increase the value of shareholders. Embedded Value of the Company was 68,152 million baht, growing by 1% from last year and accounting for 39.95 per share. The Value of New Business for 2021 was 2,250 million baht, growing by 95%, accounting for 1.32 baht per share. This was attributed to improved product mix which focused on profitable products and long-term coverage products, resulting in VoNB margin for 2021 to be at 35%.

The Company's Capital Adequacy Ratio (CAR) at the end of 2021 was at 301% which was higher than the legally minimum requirement at 100% and higher than the requirement set by the OIC at 140%.

Aside from operating the main business, the Company aims to create a positive experience for the customer and to give back to society through our endorsement and support in various activities i.e., sharing knowledge about financial planning, promoting health, sport, education as well as social and environmental policies, Covid-19 relief measures and many more. We also engaged in doing good deeds for society to promote happy life for all. In the past year, the Company was selected by the Stock Exchange of Thailand among 147 companies listed in the Thailand Sustainability Investment or THIS for 2021.

Moreover, in the past year, the Company also received a number of awards and certifications that reflected the quality and the standard of which we conduct our business such as the award for 2<sup>nd</sup> place in Excellent Management Award from the Office of Insurance Commission, The Best Company of the Year and the Best Product of the Year, Most Innovative Health Insurance Company, Most Admired Company Award, HR awards; Thailand Best Employer Brand Awards 2021 for the second year and HR Excellence Awards 2021, Asia's Best Employer Brand Awards 2021 and Good Corporate Governance Rating of Listed Companies with a "4 stars" or "Very Good" rating from Thai Institute of Directors Association (IOD).

# 2. The Company strategy and business direction:

The major strategies to prepare for the challenge cover the 3 pillars as follows:

- 1) Digital Insurance: This is to incorporate technology into the entire sales journey, from selling, paying premium to after sales service. The Company also supports development of tools for our agents and financial advisors.
- 2) Value for Customer: We are looking at 3 dimensions; Fair and Clear, Excellent Health Services and Personalization.
- 3) Sustainability: We aim to achieve sustainable growth through creating competitive ability through a comprehensive product development, responding to every need, increasing quality agents by focusing on recruiting full time agents via our uniquely designed Smart Program and expand our sales services through partners and online platforms.

Moreover, the Company also gives importance to operating business in the manner that is socially and environmentally responsible.

# 3. Regulatory changes

 Announcement of the Anti-Money Laundering Office Re: Guidelines Know Your Customer and identification and verification of the true beneficiary. The preparation must be completed by September 26, 2021.



- Registrar's Order No. 56/2019 Re Ordinary, Standard Health Riders for Life Insurance Businesses which came into force on November 8, 2021.
- Personal Data Protection Act which has an impact on life insurance business as we must receive consent from the customer to use their personal data. This legislation will come into force on June 1, 2021.
- The International Financial Reporting Standard No. 17 which is expected to be adopted in 2024.

The impact of such regulations meant that the Company had to adapt in ways such as Know Your Customer (KYC) step in the sales process, Portfolio adjustment and Oversight of the use of personal data. Such activities may have an impact on the short-term operation, but I am confident that they will have a favorable impact towards life insurance business in the long run.

The Company continues to focus on risk management through the Enterprise Risk Management: ERM and is determined to operate business with transparency, anti-corruption, ensuring good corporate governance and ethics. The Company implements a comprehensive policy and anti-corruption practices. The Company has been a certified membership of the Collective Action Against Corruption (CAC) since 2011. The Company also communicated to our employees across the organization to be aware of the practices under the anti-corruption policy every year. We extended this communication to our partners as well as third parties to ensure that they abide by the same practice concepts.

The Chairman gave the shareholders the opportunity to raise question and/or provide comment but no question or comment were raised.

**Resolution:** The meeting acknowledged the report on the Company's operating result for 2021.

# Agenda 3: To approve the financial statements for the year ended December 31, 2021

The Chairman assigned Mr. Sunthorn Arunanondchai, Chairman of the Audit Committee to report the financial statements ending December 31, 2021 to the meeting for approval.

The Chairman of the Audit Committee reported to the meeting according to Section 112 of the Public Limited Companies Act and Articles of Association Clause 53, the Company shall prepare the statements of financial position and statements of profit or loss at the end of each fiscal year, which have been audited by an external auditor, and submit these to the shareholders' meeting for approval. The Board of Directors had considered the financial statements ending December 31, 2021, which was audited with unqualified opinion by certified public accountants from Deloitte Touche Tohmastsu Jaiyos Audit Co Ltd. The details of the financial statements ending December 31, 2021 are shown in the Invitation Letter page 35 - 40 and the financial statements on page 197 to 286 appear in One report which had been sent to all shareholders in advance along with the invitation to the meeting.

The Chairman gave the shareholders the opportunity to raise question and/or provide comment but no question or comment were raised. He then proposed that the meeting vote on approving the financial statements for the year ended December 31, 2021 as follows:

# Resolution:

The meeting, by majority votes of shareholders attending the meeting and casting votes, approved the financial statements for the year ended December 31, 2021 with following votes:

2	Approved	1,319,825,706	votes, or	100.0000	%
Ġ.	Disapproved	0	votes, or	0.0000	%
æ	Abstained	0	votes, or	3	
Ş	Voided Ballot	0	votes, or	-	



# Agenda 4: To approve the profit allocation and dividend payment for the Year 2021

The Chairman informed that the company has already have sufficient legal reserve as required by the law and does not have to allocate any additional reserve from 2021's net profit. It is deemed appropriate to propose the Annual General Meeting of Shareholders to approve the dividend payment for 2021's operation at the rate of baht 0.56 per share totaling 956 million baht or 29.94% of net profit which is well complied with the company's dividend payout policy. The dividend payment will be paid from retained earnings of which the corporate income tax was 20%. Record date for the rights to receive dividend will be on Wednesday the May 11, 2022. The Office of Insurance Commission (OIC) had already approved the dividend payment and the payment date will be on May 25, 2022.

The Chairman gave the opportunity for the shareholders to ask question and/or provide comment. However, no more question or comment. He then proposed that the meeting vote on approving the profit allocation and dividend payment for the Year 2021.

### Resolution:

The meeting, by majority votes of shareholders attending the meeting and casting votes, approved the dividend payment for 2021's operation at the rate of baht 0.56 per share totaling 956 million baht or 29.94% of net profit after tax. The dividend payment will be paid from retained earnings of which the corporate income tax was 20%. Record date for the rights to receive dividend will be on May 11, 2022 and will be paid on May 25, 2022 with following votes:

$\tilde{z}$	Approved	1,319,825,706	votes, or	100.0000	%
-	Disapproved	0	votes, or	0.0000	%
×	Abstained	0	votes, or	æ:	
3	Voided Ballot	0	votes, or	22	

# Agenda 5: To elect the directors to replace those who retire by rotation

The Chairman reported to the meeting according to comply with principles of good corporate governance, directors who are stakeholders please leave the room until the discussion of this matter is finished. Then the Chairman assigned Chairman of the Audit Committee to chair the meeting for this agenda.

The chair the meeting reported to the meeting according to Articles of Association, Clause 24, one third or nearly one third of the directors have to vacate their post in each Annual General Shareholders' Meeting. This year, five directors are due to their retirement by rotation:

<ol> <li>Dr. Siri Ganjarerndee</li> </ol>	Independent Director
2. Mr. Chai Sophonpanich	Director
3. Mrs. Komkai Thusaranon	Independent Director
4. Mr. Kazuyuki SAIGO	Director
5. Mr. Chone Sophonpanich	Director

The Board of Directors by the proposal of the Nomination and Remuneration Committee, which has considered qualified candidates looking at various professional experiences, expertise, vision and considering the suitability of the composition of the total number of directors. The Committee has the opinion that the directors who retire by rotation possess knowledge and capability suitable for the position and had been performing very well during their previous term as director and/or member in the subcommittee. The committee, therefore, proposed to re-elect 4 directors, Dr. Siri Ganjarerndee, Mr. Chai Sophonpanich, Mrs. Komkai Thusaranon and Mr. Chone Sophonpanich, to be company's directors for another term. In addition, the meeting proposes to elect Mr. Tomihisa Kawasaki to replace Mr. Kayuzuki Saigo who does not wish to be re-elected.



The Chair the meeting gave the opportunity for the shareholders to ask question and provide comment.

Khun Chanitta Piyapanichayakul Rights Protection Volunteer from Thai Investors An inquiry regarding law violation record of Mr. Chai Sophonpanich in the past 10 years.

Khun Sunthorn Arunanondchai Chair the meeting

Association

The Nomination and Remuneration Committee had deliberated thoroughly and opined that the matter did not have an impact on the appointment of Mr. Chai Sophonpanich as a director. Mr. Chai Sophonpanich possessed all the qualities required by law and by the Company's Articles of Association which deemed him fit to be appointed as a company director.

When there were no more questions or comments, The chair the meeting proposed that the meeting place vote on approving the directors to replace those who retire by rotation as follows:

Resolution:

The meeting, by majority votes of shareholders attending the meeting and casting votes, have the resolution with following votes:

1) To elect Dr. Siri Ganjarerndee to be director with the following votes:

-	Approved	1,283,449,066	votes, or	97.2438	%
~	Disapproved	36,376,640	votes, or	2.7562	%
•	Abstained	0	votes, or	5	
42	Voided Ballot	0	votes, or	-	

2) To elect Mr. Chai Sophonpanich to be director with the following votes:

2.7	Approved	1,319,822,006	votes, or	99.9997	%	
ē	Disapproved	3,700	votes, or	0.003	%	
2	Abstained	0	votes, or	=		
	Voided Ballot	0	votes, or	=		

3) To elect Mrs. Komkai Thusaranon to be director with the following votes:

-	Approved	1,307,619,506	votes, or	99.0752	%
, si	Disapproved	12,206,200	votes, or	0.9248	%
3	Abstained	0	votes, or	32	
**	Voided Ballot	0	votes, or	::=:	

4) To elect Mr. Chone Sophonpanich to be director with the following votes:

2	Approved	1,319,748,406	votes, or	99.9941	%
	Disapproved	77,300	votes, or	0.0059	%
	Abstained	0	votes, or	*	
$\mathbb{Z}_{2}$	Voided Ballot	0	votes, or	(H)	

5) To elect Mr. Tomihisa Kawasaki to be director with the following votes:

=	Approved	1,319,825,706	votes, or	100.0000	%
12	Disapproved	0	votes, or	0.0000	%
	Abstained	0	votes, or	() <b>5</b> 3	
12	Voided Ballot	:- 0	votes, or	11 12	



# Agenda 6: To approve the directors' remuneration for 2022

The Chairman reported to the meeting according to Section 90 of the Public Limited Companies Act, and Articles of Association, Clause 44 requires that the Annual General Shareholders' Meeting approves the directors' remuneration.

The Board of Directors had considered as the Nomination and Remuneration Committee's proposal to set directors remuneration by considering knowledge, expertise, suitability for duties and responsibility of directors as well as the company's business performance and deemed appropriate to propose the 2022's directors' remuneration in the sum amount of not exceeding baht 16,700,000 (sixteen millions and seven hundred thousand) which is the same amount that was approved in 2021 for approval by the Annual General Shareholders' Meeting.

The composition of the directors' remuneration consists of meeting allowances as directors and sub-committees. The company pays the meeting allowance at the rate of 40,000 baht when meeting. However, for meeting allowances of sub-committees. It will be paid to directors attending the meeting only. The chairman of the meeting received at the rate of 2 times. For bonus, board of directors considers the amount of annual bonus for each director according to the scoring system, which is determined by the responsibilities of each director. The annual bonus and other directors' compensation altogether will not exceed the total amount of directors' remuneration approved by the annual general shareholder's' meeting each year. In this regard, directors who are employees of the Company and receive a regular salary and do not receive the director's remuneration

The Chairman gave the shareholders the opportunity to raise question and/or provide comment but no question or comment were raised. He then proposed that the meeting vote on approving the directors' remuneration for 2022.

# Resolution:

The meeting, by more than two-thirds of the total number of votes of the shareholders who attended the meeting, approved the directors' remuneration for 2022 at the amount not exceeding baht 16,700,000 with following votes:

$\approx$	Approved	1,319,703,718	votes, or	99.9908	%
2	Disapproved	121,988	votes, or	0.0092	%
14	Abstained	0	votes, or	0.0000	%
	Voided Ballot	0	votes, or	-	

# Agenda 7: To approve the appointment of company's auditor and determine the auditor's remuneration for 2022

The Chairman assigned Mr. Sunthorn Arunanondchai, Chairman of the Audit Committee to report to the meeting on the appointment of company's auditor and determine the auditor's remuneration for 2022. Details are as following:

The Chairman of the Audit Committee reported to the meeting according to Section 120 of the Public Limited Companies Act, and Articles of Association, Clause 50 requires that the Annual General Shareholders' Meeting appoints the company's auditor and set the auditor's remuneration.

The Board of Directors had considered as the Audit Committee's proposal to select the Company's auditors for 2022 based on their knowledge, experience, expertise, understanding of the life insurance business, independence and impartiality. The Committee propose the shareholder's meeting to appoint the following certified public accountants from Deloitte Touche Tohmastsu Jaiyos Audit Co Ltd., to be the audit firm of the company and its subsidiaries for year 2022 and to approve auditors and remuneration as follow:



Name	Certified Public Accountant No.	No. of Year for signed
1. Mr. Nantawat Sumraunhant	7731	4
2. Mr. Chavala Tianprasertkit	4301	6
3. Ms. Nisakorn Songmanee	5035	2
4. Dr. Suwatchai Meakhaamnouychai	6638	6

Any of the above certified public accountants shall audit and provide opinions on the Company financial statements. These certified public accountants have neither relationship with nor interests in the company or the company's executives or major shareholders. They, therefore, have independence in performing audits and giving opinions on the company's financial statements. The audit fees for 2022 are baht 2,341,000 (two million and three hundreds fourth one thousand) which increased by 16.18% from the previous year.

Additionally, the details of other compensation paid to Deloitte Touche Tohmastsu Jaiyos Audit Co., Ltd. for reviewing of risk-based capital and the Company Embedded Value/Value of New business in total amount of baht 2,570,000 (two million five hundred seventy thousand) in 2021 was reported to the meeting.

The Chairman gave the opportunity for the shareholders to ask question and/or provide comment. However, no more question or comment.

The chair the meeting gave the opportunity for the shareholders to ask question and provide comment.

Khun Chanitta Piyapanichayakul Rights Protection Volunteer from Thai Investors The rationale behind the 16.18% increase in auditors' remuneration for the year 2022 compared to last year

Association
Khun Jaruwan
Limkhunthammo
Head of Accounting
and Finance Division

The remuneration of the auditors increased from last year due to an increase in the volume of work pertaining newly implemented actuarial system supporting the recently effective date of International Financial Reporting Standards no.17 'Insurance contract'.

When there were no more questions or comments, The chair the meeting proposed that the meeting place vote on approving the appointment of company's auditor and determine the auditor's remuneration for 2022 as follows:

### Resolution:

The meeting, by majority votes of shareholders attending the meeting and casting votes, resolved to appoint the Certified Accounting Auditor from Deloitte Tohmastsu Jaiyos Audit Co Ltd. As following details:

1. Mr. Nantawat Sumraunhant	<b>CPA Registration</b>	No. 7731 and/or
2. Mr. Chavala Tianprasertkit	<b>CPA Registration</b>	No. 4301 and/or
3. Ms. Nisakorn Songmanee	<b>CPA Registration</b>	No. 5035 and/or
4. Dr. Suwatchai Meakhaamnouych	nai CPA Registration	No. 6638

Any of the above certified public accountants can perform audits and provide opinions on the Company financial statements. In addition, the meeting approved the auditor's remuneration for 2022 at the amount of baht 2,341,000. Details of the votes are as following:

-	Approved	1,267,542,722	votes, or	96.0386	%
÷	Disapproved	52,282,984	votes, or	3.9614	%
	Abstained	0	votes, or	-	
1	Voided Ballot	0	votes, or	2	



# Agenda 8: Others (if any)

No other matters was proposed by the shareholders.

The President and Chief Executive Offer offered more information on the company's operations as follows:

- 1. In the past year under the situation of the Covid-19 pandemic, the Company paid claims of approximately 630 million baht to the insureds. The amount included death benefits, medical benefits as well as daily hospital benefits and accounted for 13% of the Company's total claim expense. The infection rate was not as high early in 2021 compared to the second or the third quarter of the same year. The first quarter of 2022 saw higher claims than the same quarter of the previous year. The majority of the claim was health benefit payment which increased significantly. Nevertheless, compared to the average of this year, the health claims were similar to the average proportion of last year and did not increase significantly. Death claims declined from last year, so all in all claim payment related to the Covid-19 was manageable.
- 2. Looking at investment circumstances, the government bond yield showed a rising trend and that means the Company also received higher returns. Another positive impact was the higher Embedded Value. The competition may be intensified due to the repriced products. Nevertheless, the Company has the capacity and the hope that it can invest with higher returns.

As for the target for the year 2022, the Company expects to see a 10% increase in First Year Premium and a slightly lower Renewal Year Premium from the policies that the payment term is matured. As a result, overall premium of the Company will remain constant in 2022. Thai Life Association also estimated that First Year Premium of the industry would grow between 7 and 11% with Renewal Year Premium growing around 0.5% to 1%. Total Premium is expected to be around 2.5% and 4.5%

The Chairman welcomed additional questions and comments from shareholders and the questions and comments are listed below:

Khun Cherdchuy Ooimoon Shareholder An inquiry regarding the business operating condition and the Company's trend in the next 3 years.

Mr. Chone Sophonpanich President and Chief Executive Officer The economic circumstance remained very much challenging and this had an inevitable impact on domestic economy especially the risk of inflation and the increase in global yield. If we look at the long term, the Company is focused on the growth and a sustainable development as well as presenting products that are beneficial for the insureds and create additional value for the Company with suitable profit. The products that match the Company's risk appetite include health protection, critical illness protection, life protection, participating products and Unit-Linked products. The Company is aiming to strengthen sales distributions as well as co-develop new sales distribution channels with our partners. The Company has acquired new partners e.g., AIS with whom we collaborated on a business project etc.

Dr. Siri Garnjarerndee Chairman The overall economic circumstance is rather challenging due to foreign and domestic factors which make it difficult to predict what the future holds. Nevertheless, the Company has analyzed and closely monitored the situation periodically. The business policy also is built upon having a product mix that matches with the environment both in terms of the interest rates and the product competitiveness of other financial institutions. The Company also considered developing products that are based on the needs of the customers and are profitable as well as developing the potential of our sales force. In terms of investment with high volatility, the Company also adjusted investment



allocation where the focus is on higher returns despite a certain amount of risk. All things considered, the Company considered the risk factors and closely monitor investment condition closely.

Khun Cherdchuy Ooimoon Shareholder An inquiry regarding the growth of New Business in 2021 which was at 95%.

Khun Chone Sophonpanich President and Chief Executive Officer The increase in the Value of New Business was attributed to health products and participating endowment which made our Value of New Business grow from 1.1 billion to 2 billion.

Khun Cherdchuy Ooimoon Shareholder An inquiry regarding the preparation for the adoption of the International Financial Reporting Standard (IFRS17)

Khun Jaruwan Limkhunthammo Head of Accounting and Finance Division The Company is prepared for the readiness of IFRS17 implementation which is expected to become effective in 2024, in many areas e.g., actuarial system design, other accounting system design where we hire a third-party consultant and we are in the process of testing the systems.

The impact of the IFRS17 will not only be on the systems design aspect but also on the financial reporting aspect which we can see from the Profit/Loss which currently shows "Insurance premium", but for the IFRS17, the received insurance premium will be recorded as part of insurance contract liabilities and will be recognized as Insurance income based on the coverage period of 10 and 20 years. This is similar to other business which will record the amount received in advance as will recognize as income only the portion of provided service. Moreover, the current profit and loss will show increasing or decreasing "life insurance reserve" as insurance life reserve reflected the future coverage which has not yet occurred while IFRS17 will not show this item as expense in profit and loss. In addition, the IFRS 17 shows a clearer view of source of profit by 1) Profit from insurance service result which is insurance income will deduct the underwriting expense ex. claim and 2) Profit from net financial result will show return on investment deducted by insurance finance expenses which reflect the interest cost for calculating Insurance contract liabilities.

Khun Cherdchuy Ooimoon Shareholder An inquiry regarding the upward trend of the interest rate and the positive impact on profit, EV and VNB of the Company.

Khun Chone Sophonpanich President and Chief Executive Officer The rising trend in the interest rate has a positive impact on the Company because it means that we could re-invest the investment with a higher yield. This increased the profit of the Company in the long term. Moreover, this positive impact was also seen on the evaluation of the Company's embedded value such as VNB where if the interest rate continues to rise until the end of the year, the revision of the assumptions used for the estimate of future return on investment may show an increase to 3.25% and this will result in a higher EV of the Company.

Khun Cherdchuy Ooimoon Shareholder An inquiry regarding the operating results for the first 4 months of the Company and the impact of the Covid-19 pandemic on the current business operations today and in the future.

Khun Chone Sophonpanich President and Chief Executive Officer In the past 4 months, the Company has been putting in our best effort to grow our First Year Premium, but we were faced with the Covid-19 pandemic which still persisted and affected the purchasing power of new insurance policies. This was aggravated by the volatility in the transaction in the securities exchange market worldwide, all of which had an impact on the confidence in



the investment in mutual fund, Unit Linked products. Claim expense per head in the first 3 months of 2022 was the same as last year's average, whilst life insurance claims declined. For Bancassurance Channel, home loan grew since last year and MRTA which also grew. In the past year, the Company has worked on MRTA together with Bangkok Bank and as a result, we have been pleased with the sales of MRTA. Regardless, we are still working hard to push up the sales of our endowment products.

Company Secretary

During the meeting more shareholders registered to attend the meeting, making the total number of 14 online attending shareholders with represented 37,987,419 shares or 2.22 % of the total paid up shares and 1,829 proxies with represented 1,281,838,287 shares or 75.07 % of the total paid up shares, totaling 1,843 persons. These attendees represented 1,319,825,706 shares or 77.29 % of the total paid up shares.

No other matter was proposed. The Chairman thanked all shareholders for joining the meeting and declared end of the meeting.

The meeting ended at 15.45 hrs.

The Chairman

Dr. Siri Ganjarerndee	Mr.Sanor Thampipattanakul
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(Dr. Siri Ganiarerndee)	(Mr.Sanor Thampipattanakul)





# **Financial Overview (Consolidate Financial Statement)**

		2022	2021	2020	2019	2018
Statement of financial						
position	(million bath)					
Total assets		342,611	347,143	339,778	333,680	324,578
Investment assets		333,156	338,705	330,197	324,800	314,909
Total liabilities		297,828	299,177	293,680	289,420	286,070
Insurance contract liabilities		294,757	295,480	291,329	286,642	283,281
Total owners' equity		44,783	47,966	46,098	44,260	38,508
Statements of income	(million bath)					
Gross written premiums less cancel a	nd refund	35,831	35,717	34,744	35,692	40,892
<ul> <li>First year premiums less cancel a</li> </ul>	nd refund	6,925	6,262	6,550	6,198	8,101
<ul> <li>Renewal year premiums less can</li> </ul>	cel and refund	28,906	29,455	28,194	29,494	32,791
Net investment income		12,170	12,084	12,231	12,632	12,255
Life policy reserves increase from pre	vious year	1,124	5,364	4,919	3,580	17,313
Net income		3,212	3,196	1,608	4,384	4,960
Information per share						
Share capital – issued and fully paid -	up (million share)	1,708	1,708	1,708	1,708	1,708
Price per book value	(bath)	26.23	28.09	27.00	25.92	22.55
Earnings per share	(bath)	1.88	1.87	0.94	2.57	2.91
Dividend per share	(bath)	0.60	0.56	0.23	0.65	0.72
Dividend payout	(%)	31.91	29.92	24.44	25.31	24.74
Stock price at period end	(bath)	28.75	37.25	21.00	20.70	26.25
Embedded Value and Value of New I	Business					
Embedded Value per share	(bath)	40.35	39.95	39.53	41.51	36.86
Value of New Business per share	(bath)	1.76	1.32	0.67	0.21	0.87





## Profiles of Directors Nominated to be the Company's Directors

Name: Mr. Sunthorn Arunanondchai

Age: 81 years old Nationality: Thai

Position Appointed: Independent Director

**Term of Directorship:** 47 years (appointed on April 29, 1976)

Term of Independent Directorship: 15 years 4 months

(appointed in December 2007 - present)

Term of Independent Directorship (if re-elected): 18 years 4 months (as of April 2026)

# **Education / Training**

- MBA, University of Arkansas, USA
- Bachelor Degree, Southern Arkansas University, USA
- Honorary Doctor of Business Administration, Khonaen University, Thailand
- Honorary Doctor of Business Administration, Rajamangala University of Technology Thanyaburi, Thailand
- Honorary Doctor of Business Administration, Rajamangala University of Technology Suvarnabhumi,

  Thailand
- Honorary Doctor of Business Administration, Rajabhat Maha Sarakham University, Thailand
- Certificate of National Defense Diploma (Batch 366), National Defense College of Thailand
- Diploma, Politics and Governance in Democratic Regimes Program for Executives (Batch 5), King Prajadhipok's Institute
- Certificate of Executive Program (Batch 6), Capital Market Academy
- Certificate of Directors Certificate Program (DCP), Class of 98/2008, Thai Institute of Directors Association
- Certificate of Directors Accreditation Program (DAP) CP, Class of 4/2005, Thai Institute of Directors Association
- Certificate of Executive Program, University of Hawaii, East-West Center
- Certificate of YPO Chief Executive Program, Harvard Business School, USA
- Certificate of YPO Chief Executive Program, Kellogg Northwestern University, USA

### **Experiences**

## Board member / Management in Listed Company – The stock exchange Thailand

Oct 17 - Present: Member of the Performance Assessment and Evaluation Committee,

Bangkok Life Assurance Pcl.

2007- Present: Independent Director and Chairman of the Audit Committee,

Bangkok Life Assurance Pcl.

# **Board member / Management in Non - Listed Company**

2018 - Present: Senior Vice Chairman, Charoen Pokphand Group Co., Ltd.

2015 - Present: Honorary Member of Khon Kaen University

2015 - Present: Expert Member of the King Prajadhipok's Institute Council

2004 - Present: Chairman, Rajburi Ethanol

Chairman, Berkprai Cogeneration Co., Ltd.

Chairman, Tipamas Co., Ltd.

Chariman, S & A Enterprises Co., Ltd.

1985 - Present: Chairman, Rajburi Sugar Group

Other Organizations : None

: 1

: 8



Attachment 3 (2/6)

**Work Experience** 

1988 - 2021: President & CEO CP Land PCL.

1998 - 2020: Chairman, Ek-Chai Distribution System Co., Ltd. 2004 – 2017: Vice Chairman, Charoen Pokphand Group Co., Ltd.

Meeting Attendance in 2022 Board of Directors Meeting 6/7 (85.71%)

Audit Committee Meeting 6/6 (100%)
Performance Assessment and Evaluation Committee Meeting 2/2 (100%)
Independent Committee Meeting 1/1 (100%)

Percentage of shareholding 1,079,200 Shares (as of 31 Dec 2022)

Equivalent to 0.0632 percent of all shares with voting rights

(No change from 31 Dec 2021)

-No indirect shareholding -

Relationship Family way between Directors and Executives

: None

Being in the position in the director/executive in other companies that may conflicts of interest or in business competition with the Company

: None





## Profiles of Directors Nominated to be the Company's Directors

Name: Ms. Varawan Vechasut

Age: 64 years old Nationality: Thai

Position Appointed: Independent Director

**Term of Directorship**: 3 years (appointed on July 10, 2020 - present)

**Term of Independent Directorship:** 3 years (appointed on July 10, 2020 - present) **Term of Independent Directorship (if re-elected):** 6 years (as of April 2026)

# **Education / Training**

- MBA, Kasetsart University
- Master of Sociology, Thammasat University
- Bachelor of Arts (Statisitics), Thammasart University
- National Defense Course, Class of 24/2011, National Defense College
- Directors Certification Program (DCP) Class of 181/2013, Thai Institute of Directors Association
- Top Executive Program, Class 45/2002, Civil Service Development Institute
- Certificate of Executive Program, Class of 19/2015, Capital Market Academy
- OIC Advance Institute Program, Class of 1/2011, OIC Advance Institute
- Advanced Audit Committee Program (AACP) Class of 38/2020, Thai Institute of Directors Association

#### **Experiences**

# Board member / Management in Listed Company – The stock exchange Thailand

Jan 2022 – Present: Chairman of the IT Steering Committee, Bangkok Life Assurance Pcl.

Dec 2021 – Present: Chairman of the Product Governance Committee, Bangkok Life Assurance Pcl.

Jul 2020 – Present: Independent Director and Member of the Audit Committee,

Bangkok Life Assurance Pcl.

## Board member / Management in Non - Listed Company

Other Organizations : None

**Work Experience** 

May 2019 - Dec 2019: Deputy Secretary General (Examination) Office of Insurance Commission
2011 - Apr 2019: Deputy Secretary General (Supervision) Office of Insurance Commission
2007 - 2010: Assistant Secretary General, Products and Intermediaries Supervision Office of

**Insurance Commission** 

2002 - 2006: Director of Promotion and Information Division Department of Insurance, Ministry of

Commerce

May 2019 - Dec 2019: Advisor to the financial Reporting Standard Development Board (IFRS 17) Re: Insurance

Contracts

2011 - Apr 2019: Chairman of the Risk Management and Risk-based Capital Adequacy (RBC) Committee

2017 - 2019: Chairman of the Insurance Regulatory Sandbox Committee

2013 - 2018: Joint Committee of Public and Private Sector to Establish policies for the development

of insurance business through tax measures.

2011 - 2013: Thai Capital Market Development committee



: 1

: None



Attachment 3 (4/6)

: None

Meeting Attendance in 2022Board of Directors Meeting7/7 (100%)Audit Committee Meeting6/6 (100%)IT Steering Committee Meeting3/3 (100%)Independent Committee Meeting1/1 (100%)

Percentage of shareholding -No direct and indirect shareholding - (as of 31 Dec 2022)

Relationship Family way between Directors and Executives : None

Being in the position in the director/executive in other companies that may conflicts of interest or in business competition with the Company



**Profiles of Directors Nominated to be the Company's Directors** 





Age: 55 years old Nationality: Thai

Position Appointed: Director (appointed on April 28, 2005 - present)

**Term of Directorship:** 18 years

Name: Mrs. Prapaivan Limsong

### **Education / Training**

- MBA, Sasin Graduate Institute of Business Administration
- Bachelor of Commerce and Accountancy, Chulalongkorn University
- Certificate of Directors Certification Program (DCP), Class of 80/2006 Thai Institute of Directors Association
- Certificate of Advanced Audit Committee Program (AACP), Class of 32/2019 Thai Institute of Directors Association
- Certificate of What Directors Need to Know about Digital Assets, Class of 3/2022 Thai Institute of Directors Association
- Certificate Corporate Governance Program for Insurance Companies (CIC), Class of 3/3 Office of Insurance Commission
- Training Get Ready for IPO Construction&Real-Estate industry
- Training PM-Mango Training Online
- Training Get Ready for PDPA
- Training Efficient construction project management
- Training Martech Chatbot, your partner in real estate business analysis

### **Experience**

## Board member / Management in Listed Company – The stock exchange Thailand

2020 - Present: Member of the Corporate Governance and Sustainability Committee,

Bangkok Life Assurance Pcl.

2005 - Present: Director, Bangkok Life Assurance Pcl.

### Board member / Management in Non - Listed Company

2018 - Present: Audit Committee, Green Spot Co., Ltd.

2007 - Present: Director, Green Spot Co., Ltd.

2004 - Present: Executive Director, NL Asset Co., Ltd.
 1991 - Present: Executive Director, NL Residence Co., Ltd.
 1989 - Present: Director, Riverside Property Co., Ltd.

Other Organizations : None

Meeting Attendance in 2022 Board of Directors Meeting 7/7 (100%)

Corporate Governance and Sustainability Committee Meeting 3/4 (75%)

**Percentage of shareholding** 31,376,000 shares (as of 31 Dec 2022)

Equivalent to 1.8375 percent of all shares with voting rights

(No change from 31 Dec 2021)

Indirect shareholding 2,000,000 shares (as of 31 Dec 2022) Equivalent to 0.1171 percent of all shares with voting rights

(No change from 31 Dec 2021)

**Relationship Family way between Directors and Executives** 

Being in the position in the director/executive in other companies that may

conflicts of interest or in business competition with the Company

: 1

: 4

: None

: None



Attachment 3 (6/6)

### **Profiles of Directors Nominated to be the Company's Directors**

Name: Ms. Chollada Sophonpanich

**Age:** 42 years old **Nationality:** Thai

Position Appointed: Director (appointed on December 15, 2017 - present)

Term of directorship: 5 years 4 months

# **Education / Training**

- Master of Business Administration, Stanford University, USA
- Bachelor of Economics, University of Cambridge, England
- Chartered Financial Analyst (CFA), Association of Investment Management and Research, USA
- Certification of Directors Certification Program (DCP) Class of 269/2019, Thai Institute of Directors
  Association



# Board member / Management in Listed Company – The stock exchange Thailand

Feb 2020 - Present: Member of the Investment Committee, Bangkok Life Assurance Pcl.

May 2019 - Present: Member of the Risk Management Committee, Bangkok Life Assurance Pcl.

Dec 2017 - Present: Director, Bangkok Life Assurance Pcl.

Jun 2020 - Present: Executive Vice President, Investment Division, Bangkok Life Assurance Pcl.

# **Board member / Management in Non – Listed Company**

2017 - Present: Director, Yenjai Company Limited
 2015 - Present: Director, Palang Sophon Limited
 1996 - Present: Director, Pleasure Of Living Co., Ltd.

Other Organizations : None

**Work Experience** 

Mar 2018 - May 2020: Executive Vice President, Corporate Strategy & Planning Division and Acting 2011 - Dec 2020: Vice President, Equity Investment Department, Bangkok Life Assurance Pcl.

Meeting Attendance in 2022 Board of Directors Meeting 7/7 (100%)

Investment Committee Meeting 12/12 (100%)
Risk Management Committee Meeting 4/4 (100%)

**Percentage of shareholding** 6,904,103 shares (as of 31 Dec 2022)

Equivalent to 0.4043 percent of all shares with voting rights

(No change from 31 Dec 2021)

-No indirect shareholding-

# **Relationship Family way between Directors and Executives**

- 1. Mr. Chai Sophonpanich's grandson
- 2. Mrs. Savitri Ramyarupa's cousin
- 3. Mr. Chone Sophonpanich'sister

Being in the position in the director/executive in other companies that may conflicts of interest or in business competition with the Company

: None



: 1

: 3



### Criteria for appointment of directors and Definition of Independent Director

## **Criteria for appointment of Directors**

#### Selection and Appointment of the Company's Board of Directors

The Member of the Nomination and Remuneration Committee selects those candidates who have capability, experience in various businesses, moral conduct and good attitude towards the organization -- matured and dedicated professionals willing to devote their time and knowhow for the progress of the Company.

# **Selection and Appointment of the Audit Committee**

The Board of Directors has appointed some of its directors to be members of the Audit Committee with a proportion of 1 in 3 of the total number of directors and 1 person with knowledge, understanding or experience in accounting and/or finance sufficient to be able to review the credibility of the Company's financial statements and must be qualified fulfil the characteristics of as an Independent Directors according to the announcement of the Capital Market Supervisory Board.

## Selection and Appointment of the Member of the Risk Management Committee

The Board of Directors appoints a number of Directors and Executive officers as Member of the Risk Management Committee and appoints the assistant vice present of the Strategic Planning Department, acts as the Risk Management Committee's secretary for setting the policy framework and strategy for risk management and controlling risk to conform to all new legislations, orders, decrees, rules and standards issued by the public sector.

### Selection and Appointment of the Member of the Nomination and Remuneration Committee

The Board of Directors has appointed at least 3 directors and at least 1 person must be an independent director. The chairman of the Nomination and Remuneration Committee should be an independent director to consider a person who is qualify to be positional and setting the rule of Director and the President and Chief Executive Officer's Remuneration, including considering criteria and forms of remuneration for directors and President and Chief Executive Officer to suit the duties and responsibilities of the organization to present to the Board of Directors for approval and/or propose for approval at the shareholders' meeting, depending on the case according to the Company's act.

### Selection and Appointment of the Member of the Corporate Governance and Sustainability Committee

The Board of Directors has appointed at least 3 directors, comprising company directors and may comprise company executives. An Independent Director has been appointed as Chairperson of the Corporate Governance and Sustainability Committee. The Committee's role is to oversee, monitor, evaluate and disclose operations pertaining to sustainability development to ensure balance and efficiency for the best interest of the Company and all stakeholders in accordance with international guidelines, laws and regulations of relevant government and regulatory agents.

# <u>Selection and Appointment of the Member of the Investment Committee</u>

The Board of Directors has appointed at company directors or executives or individuals with at least 3 years of expertise and experience in investment management, risk management or securities analysis. The individuals may be company directors, company executives or non-personnel individuals as members of the Investment Committee. There shall be at least three members but not more than six on the committee to prepare investment policy frameworks, comply with investment plans, govern company investments to comply with the investment policy framework and the enterprise risk management policy, investment practices and requirements of applicable laws, and govern other business operations of the company to be in accordance with the policy framework.





## Selection and Appointment of the Member of the Performance Assessment and Evaluation Committee

The Board of Directors has appointed at least 3 directors to be members of the Performance Assessment and Evaluation Committee to discuss and set guidelines, procedures, methodology, and other matters relevant to the President and Chief Executive Office's performance evaluation, following standards that are fair and can be used as guidelines in the future.

## **Selection and Appointment of the IT Steering Committee**

The Board of Directors has appointed at least 3 directors to be the IT Steering Committee. They are appointed from the Company's directors and/or external experts who have knowledge, abilities, experience and/or expertise in specific fields for directing and managing of information technology and digital innovation in accordance with the goals and policies of the company.

### The definition of independent director

The Company defines independent director to in line with the good governance of The Stock Exchange of Thailand (SET) and the notification of the Capital Market Supervisory Board Tor Chor 4/2008 rule for Undertaking Derivatives Business for Registered Derivatives Advisors as follows;

- (1) Holding no more than 1% of the total number of voting shares of the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person including shares held by related persons of the independent director.
- (2) Not be nor have been an executive director, officer, employee, controlling person or advisor who receives a salary, of the Company, its parent company, subsidiary, same-level subsidiary, affiliate, major shareholder or controlling person, unless the foregoing status ended not less than two years prior to the date of appointment.
- (3) Not be a person related by blood or registration under law, such as a father, mother, spouse, sibling, or child, including spouses of children, executives, major shareholders, controlling persons, or persons to be nominated as executives or controlling persons of the Company or its subsidiaries.
- (4) Not have nor had a business relationship with the Company, its parent company, subsidiary, affiliate, majorshareholder or controlling person, in a manner which may interfere with his or her independent judgement, andneither being norhaving been a substantial shareholder or controlling person of any entity having business relationship with the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person who may have a conflict of interest unless the foregoing status ended not less than two years.
- (5) Neither be nor have been an auditor of the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person nor be a substantial shareholder, controlling person or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, unless the foregoing relationship ended not less than two years.
- (6) Neither be nor have been any kind of professional advisor including a legal advisor or financial advisor who receives an annual service fee exceeding two million baht from the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, and neither be nor have been a substantial shareholder, controlling person or partner of the professional advisor unless the foregoing relationship ended not less than two years.
- (7) Not be appointed as a representative of the Company's directors, the major shareholder or any other shareholder who is a related person to the major shareholder.
- (8) Not conduct any business which of the same nature as the Company's or its subsidiaries' businesses and is in competition with them in any material respect, nor be a substantial partner, shareholder holding more than one percent of the voting shares, director (having management role), employee, officer or advisor (obtaining a regular salary) of any company whose business is of the same nature as the Company's or its subsidiaries' businesses, and is in competition with them in any material respect.
- (9) Not have any characteristics which make him or her incapable of expressing independent opinions with regard to the Company's business affairs.



# **Company's Regulations on Annual General Meeting of Shareholders**

### **Chapter 4: Board of Directors**

- 21. There are not less than 5 (five) directors of the Company and not less than half of all directors must reside in the kingdom.
- 22. Not less than three-fourth of all directors must be of Thai nationality.
- 23. The meeting of shareholders shall elect the board of directors in accordance with the rules and procedures as follows:
  - 23.1 Every shareholder shall have one vote for each share of which he/she is the holder.
  - 23.2 Each shareholder may exercise all the votes to elect one or several director(s). In the event of electing several directors, he/she may not allot his/her votes to each unequally.
  - 23.3 The election of board of directors shall be affirmed by the majority votes in the meeting. In case of equal votes, the chairman of the meeting shall have the casting vote.
- 24. At every annual ordinary meeting, one-third of the directors, or if their number is not a multiple of three, then the number nearest to one-third must retire from office.

The director to retire during the first and the second years following the registration of the Company shall be drawn by lots. In every subsequent year, the directors who have been longest in office shall retire.

A retiring director is eligible for re-election.

- 25. In addition to the termination of the term, a director shall be retired if he/she:
  - 25.1dies
  - 25.2resigns
  - 25.3lacks some qualifications or is prohibited by the Section 68 of Public Company Limited Act, B.E. 2535.
  - 25.4is ordered by the resolution of the general meeting of shareholders as stated in clause 28.
  - 25.5is ordered by the court.
- 26. In case a director wishes to resign from his/her position, he/she shall submit the resignation letter to the Company. The resignation shall be effective immediately commencing from the date of receiving such letter. The resigning director in the first paragraph may notify a registrar of his/her resignation.
- 27. Subject to the provisions of clause 28, any vacancy among the members of the board of directors occurring otherwise than by rotation may be filled by the board of directors. An appointed person possessing the full qualifications and not being prohibited by the Public Company Limited Act shall replace in such vacant position in the next meeting of the board of directors, except when the term of office is less than two months.

In the first paragraph, the resolution of the board of directors shall consist of the majority votes not less than three-fourth of the existing directors.

Any appointed person shall retain office only during such time as the director whom he/she replaced would have been entitled to retain the same.

- 28. The resolution of the general meeting of shareholders may relate to the retirement of a director before the completion of its term, with the majority votes not less than three-fourth of the total directors attending, having the rights to vote and holding shares of not less than half of total shares held by the shareholders attending and having the rights to vote.
- 29. A director needs not to be a shareholder of the Company.
- 30. The directors shall elect a director as the chairman of the board of directors.

As the board of directors deems appropriate/fit, one or several director(s) may be elected to be the vice chairman of the board of directors. The vice chairman shall have responsibilities as stated in the articles of business and assigned by the chairman.





31. The meeting of board of directors must consist of directors not less than half of total directors to constitute a quorum. If the chairman is not present at the meeting or is unable to perform duties, the vice chairman shall preside at the meeting. If there is no vice chairman or he/she is unable to perform duties, the directors attending the meeting shall elect one of the other directors to be the chairman at the meeting.

The resolution of the general meeting shall require to be passed by a majority of the votes.

Each director shall have one vote, except for the director obtaining the interests from such vote, shall not be entitled to the vote. In case of equal votes, the chairman of the meeting shall have the casting vote.

- 32. The chairman of the meeting shall have powers to summon the meeting or call for the meeting. The notice summoning the meeting of the board of directors must be given 7 days in advance prior to the date of meeting. In an urgent case or for the benefits of Company, the notice summoning the meeting may be given by other means and the meeting shall be held earlier.
- 33. The board of directors shall perform duties according to the law, objectives, articles of association and resolution of shareholders' meeting.

The board of directors shall appoint a director to be the managing director who has powers which the board of directors deems appropriate/fit.

The board of directors may assign one or several directors or other persons to perform any task on behalf of the board of directors.

- 34. A director is not allowed to engage in a business, enter into a partnership or enter into a directorship of other juristic persons having the same state and being the competitors with the Company's business, except when it is notified at the shareholders' meeting prior to the resolution.
- 35. A director shall immediately notify the Company of the interests earned from the contract made with the Company or increasing or decreasing shares or debentures held in the Company or affiliated companies.
- 36. The meeting shall be held once at least in every 3 months at the area where the head office or branch office is located or at neighboring provinces.
- 37. The board of directors may appoint the directors to be the board of management who shall be authorized to manage the business of Company assigned by the board of directors and the managing director shall be an executive director by position.

The board of management shall elect an executive director to be the chairman of the board of management. As the board of management deems appropriate/fit, one or several executive directors may be elected to be the vice chairman of the board of management. The vice chairman shall have responsibilities as stated in the articles of business and assigned by the chairman.

The executive director shall be entitled to receive remuneration and gratuity approved at the board of directors' meeting; however, it shall not affect the rights of the executive director to receive the remuneration or other benefits in this article as the director.

38. The chairman of the board of management shall preside at the board of management's meeting.

If the chairman is not present at the meeting or is unable to perform duties, the vice chairman shall preside at the meeting. If there is no vice chairman or he/she is unable to perform duties, the directors attending the meeting shall elect one of the other directors to be the chairman at the meeting.

In the board of management's meeting to consider any matter within the power given, a quorum shall consist of not less than half of the total number of boards of management.

The resolution of the board of management's meeting shall require to be passed by a majority of the votes.

Each director shall have one vote. In case of equal votes, the chairman of the meeting shall have the casting vote. Any director obtaining interests in the matter shall not be entitled to the vote.

39. The board of directors may appoint the director(s) to be the board of examination according to the number, qualifications, responsibilities assigned by the board of directors.

The board of examination shall elect an examination director to be the chairman of the board of examination.





The examination director shall be entitled to receive remuneration and gratuity approved at the board of directors' meeting; however, it shall not affect the rights of the examination director to receive the remuneration or other benefits in this article as the director.

40. The chairman of the board of examination shall preside at the board of examination's meeting. If the chairman is not present at the meeting or is unable to perform duties, the directors attending the meeting shall elect one of the other directors to be the chairman at the meeting.

The resolution of the board of examination's meeting shall require to be passed by a majority of the votes. Each director shall have one vote. In case of equal votes, the chairman of the meeting shall have the casting vote.

- 41. The board of directors may establish or dissolve a branch office of the Company.
- 42. The power of directors to bind the Company is the joint signatures of two directors.
- 43. The board of directors has powers to consider and amend the name of authorized directors who sign on behalf of the Company and/or make legal acts on behalf of the Company and set up the conditions of authorized signatures of the Company.
- 44. A director shall be entitled to receive the remuneration in terms of meeting allowance, gratuity, bonus or other forms of benefits considered at the shareholders' meeting which the amount may be fixed, or it is subject to some conditions prescribed from time to time, or it shall be effective until further change, in addition to the allowance and welfare according to the regulations of the Company.

The provisions in the first paragraph shall not affect the rights of staff member or employee elected by the Company to be a director to receive remuneration and benefits as the staff member or employee of the Company.

# **Chapter 5: Shareholders' Meeting**

45. The board of directors shall hold an Annual Ordinary General Meeting within 4 (four) months from the end of the Company' fiscal period. Other Meetings shall be called Extra-Ordinary Shareholders' Meeting.

The board of directors will call an extraordinary meeting of shareholders at any time as it deems appropriate, or one or more shareholders holding shares in aggregate of not less than ten percent of the total number of shares sold may submit a written request to the Board of Directors. Calling a shareholders' meeting can be an extraordinary meeting at any time. However, the matter and reasons for calling the meeting must be clearly stated in the said letter in such a case. The board of directors must hold a shareholders' meeting within forty-five days. from the date of receiving the letter from the shareholder.

In the event that the Board of Directors fails to hold a meeting within the period specified in the second paragraph, all shareholders who have signed their names or other shareholders. The aggregate number of shares as required may be summoned within forty-five days from the expiration of the period under paragraph two. In such case, it shall be deemed as a meeting of shareholders convened by the Board of Directors. The company must be responsible for necessary expenses incurred in arranging meetings and providing reasonable facilitation.

In the case where it appears that any three meetings of shareholders which are convened because of the shareholders under paragraph three. The number of shareholders attending the meeting is insufficient to constitute a quorum as required by law. The shareholders under the third paragraph shall be jointly responsible for reimbursement of expenses incurred in holding that meeting to the Company.

- 46. In calling for General Meetings, the board of directors shall issue a notice specifying the place, the date and the time of the meeting, the agenda and the nature of the business to be transacted together with the appropriate details. Such a notice must be given to the shareholders and the registrar not later than 7 (seven) days prior to the date of the meeting and published in a newspaper for 3 (three) days consecutively at least 3 (three) days prior to the date of the meeting.
- 47. Any General Meeting shall require a quorum of at least 25 (twenty-five) shareholders or their proxies (if any) attending the meeting or at least half of the shareholders holding at least one-third of the total issued shares.





In the case where one hour after the meeting time has lapsed, a quorum has not been constituted, and if the meeting has been called at the shareholders' request, the meeting shall be cancelled. If the meeting has not been called for at the shareholders' request, another meeting shall be fixed and the notice of the meeting shall be sent to the shareholders 7 (seven) days prior to the meeting. A quorum at the latter meeting is not required.

48. The chairman of the board shall be chairman of the General Meeting. If the chairman is not present at the meeting or is unable to perform duties, the vice chairman shall preside at the meeting. If there is no vice chairman or he/she is unable to perform duties, the shareholders attending the meeting shall elect one of the other shareholders to be the chairman at the meeting.

Every shareholder shall have one vote for each share of which he/she is the holder.

The voting shall take place openly unless a secret ballot is requested by not less than 5 shareholders and it is approved at the meeting. The method of secret ballot shall be decided by the chairman of the meeting.

- 49. Resolutions of the shareholders shall consist of the following:
  - 49.1 In normal circumstances, a simple majority vote of the shareholders attending. In the case of a tied vote, the chairman shall have the casting vote.
  - 49.2 In the following cases, three-fourth of the total votes represented by all the shareholders attending:
    - (a) Sale or transfer of part or the whole of any essential part of the business of the Company
    - (b) Purchase or receipt of transfer of any other Company's business to the Company
    - (c) Execution, amendment or termination involving lease of part or the whole of an essential part of the business of the Company; assignment of management of the Company by third party, merger with the purpose of sharing profit and loss
    - (d) Amendment of the Company's memorandum or articles of association
    - (e) Increase or decrease the capital of the Company or issuance of the debenture or convertible debenture, issuance of preferred stock or convertible preferred stock, issuance of other securities prescribed by law relating to the securities and exchange, issuance of warrant
    - (f) Amalgamation or winding up of the Company
- 50. Ordinary meetings shall usually be summoned for the purpose of:
  - 50.1 Reviewing the report of the board of directors covering work done during the previous financial period
  - 50.2 Considering approval of the balance sheet and income statement
  - 50.3 Reviewing payment of dividend
  - 50.4 Electing new directors in place of those who must retire
  - 50.5 Appointing auditors and fix their remuneration
  - 50.6 Transacting other business
- 63. With reference to Shareholders' Meeting, Board of Directors' Meeting, or any other meetings of the Company, the Chairperson of the meeting may prescribe a meeting via Electronic Meeting. Invitation letter as well as meeting documents can be prepared and sent via email.





#### Profile of the independent director proposed to act as proxy for shareholders

Name: Dr.Siri Ganjarerndee

**Age:** 75 years old **Nationality**: Thai

Adress: Bangkok Life Assurance Public Company Limited

1415 Krungthep - Nonthaburi Road, Wongsawang, Bangsue, Bangkok 10800

**Position in the Company**: Chairman of the Board of Directors / Independent Director /

Chairman of the Investment Committee / Chairman of the Nominating and Remuneration Committee / Chairman of the

Performance Assessment and Evaluation Committee

**Term of directorship:** 24 years (appointed on April 27, 1999)

Term of Independent directorship: 15 years 4 months (appointed on December 18, 2007 - present)

#### **Education / Training**

- Ph.D., Monetary Economics and Econometrics & Operations Research, Monash University, Australia
- M.Ec., Economic Statistics and Monetary Economics, University of Sydney, Australia
- B.Ec. (2nd Honour, 1st division), Economic Statistics, University of Sydney, Australia
- Certificate of Executive Program, Capital Market Academy, Class of 5/2007
- Certificate of Advanced Management Program, Class 113/1995, Harvard Business School
- Certificate of Audit Committee Program (ACP), Class of 6/2005, Thai Institute of Directors Association
- Certificate of Directors Certification Program (DCP), Class of 60/2005, Thai Institute of Directors
  Association
- Certificate of Directors Accreditation Program (DAP), Class of 4/2003, Thai Institute of Directors Association

#### **Experiences**

#### Board member / Management in Listed Company – The Stock Exchange of Thailand

2018 - Present: Chairman of the Board of Director, Bangkok Life Assurance Pcl.

2017 - Present: Chairman of the Performance Assessment and Evaluation Committee,

Bangkok Life Assurance Pcl.

2016 - Present: Chairman of the Investment Committee, Bangkok Life Assurance Pcl.

2010 - Present: Chairman of the Nomination and Remuneration Committee,

Bangkok Life Assurance Pcl.

2004 - Present: Independent Director, Member of the Audit Committee, Member of Nominating and

Remuneration Committee and Corporate Governance Committee, Indorama Ventures

Pcl.

#### Board member / Manage in Non – Listed Company

2021 - Present: Chairman of the Risk Management Committee, Sukhothai Thammathirat

**Open University** 

May 2019 - Present: Chairman of Board of Directors and Chairman of Executive Committee,

Navavej International Pcl.

2018 - Present: Member, University Council and Chairman, Finance Committee, Sukhothai

Thammathirat Open University

2016 - Present: Chairman, Chairman of the Compensation and Nomination Committee, TRIS Rating

Company Limited

: 2

: 5



Attachment 6 (2/2)

2003 - Present: Director, Member of the Audit Committee, Member of the Remuneration Committee

and Chairman of the Nomination Committee, TRIS Corporation Limited

Position in Other Organization / Institutions

: None

**Work Experiences** 

Feb 2018 - May 2019: Chairman of Board of Directors and Chairman of Executive Committee,

KPN Healthcare Pcl.

2016 - May 2018: Chairman of the Executive Committee, Bangkok Life Assurance Pcl.

2014 - July 2018: Independent Director and Member of the Audit Committee, Samitivej Pcl.

2014 - July 2018: Independent Director, Chairman of the Audit Committee and Chairman of the Risk

Management Committee, Raimon Land Pcl.

2000 - Feb 2018: Independent Director, Member of Nominating and Remuneration Committee and

Chairman of the Audit Committee, The Post Publishing Pcl.

2000 - Apr 2017: Vice Chairman, Chairman of the Audit Committee, Thai Vegetable Oil Pcl.

2003 - June 2022: Member of the Sub-Committee for evaluation of state enterprises performances,

State Enterprise Policy Office, Ministry of Finance

2007 - 2010: Member of the Public Sector Development Sub-Committee in Public Finance and

Budgetary System, Office of the Public Sector Development Commission

2009 - 2014: Director, Member of Risk Management Committee, Member of the Performance

Assessment and Evaluation Committee, Monetary Policy Committee, Bank of Thailand

**Meeting Attendance in 2022** Board of Directors Meeting 7/7 (100%)

Investment Committee Meeting 12/12 (100%)
Nomination and Remuneration Committee 3/3 (100%)
Performance Assessment and Evaluation Committee Meeting 2/2 (100%)
Independent Committee Meeting 1/1 (100%)

Percentage of shareholding -No direct and indirect shareholding - (as of 31 Dec 2022)

Special Interest in the Annual General Meeting of Shareholders : None

Relationship Family way between Directors and Executives

Being in the position in the director/executive in other companies that may : None

conflicts of interest or in business competition with the Company

: None



		Attachment 7
	Proxy form (A) (General Proxy Form)	Duty
		stamp
	Made at	
	Date Month	Year
(1) 1/\/\/o	Nationality Bosiding at No.	Pood
	Residing at No ctProvincePo	
	ok Life Assurance Public Company Limited	Jstai Code
	shares, and is entitled to cast	votos
_		
•	shares, and is entitled to cast	
	shares, and is entitled to cast	votes
(3) hereby appoint		
	Residing at No Ro	
	Province Post	
E-mail address*	Mobile Phone (for receiving OTP)*	or
(2) Name	Residing at No Ro	oad
Sub districtDistrict .	Province Post	tal Code
E-mail address*	Mobile Phone (for receiving OTP)*	or
(3) Name	Residing at NoResiding at NoResiding at No	oad
	Province Post	
	Mobile Phone (for receiving OTP)*	
	e as my/our proxy to attend and vote on my/our beh	
· · · · · · · · · · · · · · · · · · ·	of Shareholders on Thursday, April 20, 2023, at 9.3	_
	por, Head Office Building, Bangkok Life Assurance Pub	
	ad, Wongsawang, Bangsue, Bangkok, and via electr	
		offic frieeting (Hybrid
meeting) or such other date, time and	d place as the meeting may be adjourned.	
	proxy in this meeting shall be deemed to be the a	ictions performed by
myself/ourselves.		
	Ciana d	Cuantan
	Signed	
	(	)
		_
	Signed	
	(	)
	Signed	·
	(	)
	Signed	Proxy
	(	)

#### **Remarks:**

- 1. A shareholder assigning a proxy can authorize only on proxy to attend the meeting and cast the votes on his/her/their behalf and all votes of a shareholder cannot be split for more than one proxy.
- 2. Please correctly and completely fill in the form, especially email address and mobile phone number those specified with (\*). Otherwise, the Company shall not be able to send you the Username and Password and OTP used for logging-in to the electronic meeting system.



(1/4)

		Proxy form (B)		
		(Specific Proxy Form)		Duty
				stamp
			MonthYear	
(1) I/We		Nationality	Residing at No Roa	d
Sub district	District .	Provi	ince Posta	l Code
	reholder of <b>Bangkok Life</b> .	•	•	
-			entitled to cast	
•		•	ntitled to cast	
		shares, and is e	ntitled to cast	votes
(3) hereby				
			iding at NoRoad	
			Postal Co	
			or receiving OTP)*	
			iding at NoRoad	
			e Postal Co	
			or receiving OTP)*	
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			or receiving OTP)*	
		•	te on my/our behalf at the r	
meeting) or such o (4) I/We, h Agenda 口 (a)	ther date, time and place ereby authorize the Proxy a 1 To approve the Minut	as the meeting may be act to vote on my/our behaltes of the 2022 Annual Gethe matter and vote on myss.	f in this meeting as follows neral Meeting of Shareholo y/our behalf as the proxy d	: ders
□ (a)	<b>2</b> To acknowledge the o The Proxy may consider t appropriate in all respect The Proxy may consider t ☐ Approve	he matter and vote on m	y/our behalf as the proxy d	eems
□ (a)		he matter and vote on moss.	ar ended December 31, 20, y/our behalf as the proxy day/our behalf as follows:   Abstain	
☐ (a)		he matter and vote on moss.	ayment for the year 2022 y/our behalf as the proxy d ny/our behalf as follows:	eems
	☐ Approve	☐ Not Approve	☐ Abstain	



(2/4)

Age	nda	15 To elect the direct	ors to replace those who reti	ire by rotation
	(a)	The Proxy may consid	der the matter and vote on my	y/our behalf as the proxy deems
		appropriate in all res	pects.	
	(b)	The Proxy may consid	der the matters and vote on m	ny/our behalf as follows:
		☐ The appointmen	t of the whole Board of Direct	tors
		☐ Approve	□ Not Approve	☐ Abstain
		☐ The appointment	t of individual Directors	
		Name Mr.Sun	thorn Arunanondchai	
		☐ Approve	☐ Not Approve	☐ Abstain
		Name Ms.Var	awan Vechasut	
		☐ Approve	☐ Not Approve	☐ Abstain
		Name Mrs.Pra	apaivan Limsong	
		☐ Approve	☐ Not Approve	☐ Abstain
		Name Ms.Cho	ollada Sophonpanich	
		☐ Approve	☐ Not Approve	☐ Abstain
Age	nda	<u>16</u> To approve the di	rector's remuneration for 202	23
	(a)	The Proxy may consid	der the matter and vote on my	y/our behalf as the proxy deems
		appropriate in all res	pects.	
	(b)	The Proxy may consid	der the matters and vote on m	ny/our behalf as follows:
		☐ Approve	☐ Not Approve	☐ Abstain
Age	nda			litor and determine the auditor's
		remuneration for		
	(a)			y/our behalf as the proxy deems
		appropriate in all res	•	
	(b)	• •	der the matters and vote on n	my/our behalf as follows:
		☐ Approve	☐ Not Approve	☐ Abstain
_			endment of the Company's A	
	(a)			y/our behalf as the proxy deems
		appropriate in all res	•	
	(b)	• • •	der the matters and vote on m	•
		☐ Approve	☐ Not Approve	☐ Abstain
		<u>1</u> 9 Others (if any)		
	(a)			y/our behalf as the proxy deems
		appropriate in all res	•	
	(b)	• • •	der the matters and vote on m	• • •
		☐ Approve	☐ Not Approve	☐ Abstain

- (5) The Proxy's voting on any matters that are not pursuant to what is specified in this Proxy Form is considered invalid and would not be regarded as a shareholders voting.
- (6) In case that I/we do not express my/our intention to vote on a particular matter, or do not express my/our intention clearly, or in case that the Meeting considers and resolves matters other than those specified above, as well as the case that there is any amendment made or provision of additional facts, the Proxy is entitled to consider and vote on my/our behalf as the Proxy deems appropriate in all respects.

Any act (s) undertaken by the Proxy at such meting shall be deemed as my/our own act (s) in every respect.





Signed	
(	)
Signed	•
(	)
Signed	
(	)
Signed	Proxv
(	

#### **Remarks:**

- 1. A shareholder assigning a proxy can authorize only on proxy to attend the meeting and cast the votes on his/her/their behalf and all votes of a shareholder cannot be split for more than one proxy.
- 2. In agenda regarding the appointment of new directors, the appointment can be made for all directors of for individual director.
- 3. Should the provisions prescribed above are not sufficient to cover all the Proxy's intentions; the Proxy may use the attached Annex to the Proxy Form B.
- 4. Please correctly and completely fill in the form, especially email address and mobile phone number those specified with (\*). Otherwise the Company shall not be able to send you the Username and Password and OTP used for logginging to the electronic meeting system





#### Annex to the Form of Proxy (Form B)

Grant of proxy as a shareholder of Bangkok Life Assurance Public Company Limited. At the 2023 Annual General Meeting of Shareholders on Thursday, April 20, 2023, at 9.30 a.m. at the "Chin Sophonpanich" auditorium, on 11<sup>th</sup> floor, Head Office Building, Bangkok Life Assurance Public Company Limited, No. 1415, Krungthep-Nonthaburi Road, Wongsawang, Bangsue, Bangkok, and via electronic meeting (Hybrid meeting) or such other date, time and place as the meeting may be adjourned.

Agenda	Subject		
☐ (a) Th		the matter and vote on n	ny/our behalf as the proxy deems
☐ (b) Th	ne Proxy may conside	r the matters and vote on	my/our behalf as follows:
, ,	☐ Approve		• *
•	•		
	e Proxy may consider propriate in all respe		ny/our behalf as the proxy deems
•	• •		my/our behalf as follows:
L (0) 11	☐ Approve		• •
Agenda	Subiect		
•	•		ny/our behalf as the proxy deems
	propriate in all respe		,,,
•	• •		my/our behalf as follows:
<b>—</b> (5) 11	☐ Approve		• •
	ш Арргоче	- Not Approve	L Abstairi
Agenda	Subject		
-	_		ny/our behalf as the proxy deems
• •	propriate in all respe		Ty/Our behalf as the proxy deems
•	• •	r the matters and vote on	my/our hohalf as follows:
□ (b) 11			• *
	☐ Approve	☐ Not Approve	☐ Abstain
Agenda	Subject appo	intment directors (contin	ued)
Name			
	☐ Approve	☐ Not Approve	☐ Abstain
Name			
	☐ Approve		☐ Abstain
Name	• • •	• •	= /sta
Hanne	☐ Approve	<del></del>	☐ Abstain
Namo		• • •	
INATITE	☐ Approve	☐ Not Approve	☐ Abstain





#### Proxy form (C)

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									e at							20 Baht
								Date	N	/lontl	h			Year	l	
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Sub district	İ			Dist	rict			Pı	rovince					Pos	tal Co	de
As the Cust	todia	n of	f (Please	specify	the fund	d nam	ne / Sha	rehol	der nan	ne)						
As a sharel	nolde	r of	Bangko	k Life A	Assurance	e Pub	lic Com	pany	Limited	d,						
holding a to	otal a	amo	unt of				s	hares	, and is	entit	led	to cas	st			votes
0	rdina	ry s	hare				sl	hares	, and is	entit	led	to cas	st			votes
Pi	refer	red	share					shar	es, and	is en	ntitle	ed to	cast .			votes
(2)			appoint													
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meeting) o	r suc	n o	tner dat	e, time	and plac	e as t	ne mee	ting r	nay be a	adjot	ırne	a.				
(3)	The	nur	nber of	votes fo	r which I	/We	authori	ze the	Proxy	to vo	te i	n this	mee	ting is	5	
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(4)	I/W	e, h	ereby a	uthorize	e the Pro	xy to	vote or	my/	our beh	alf in	thi:	s mee	eting	as foll	lows:	
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(2/4)

Age		3 To approve the financial	_	
	(a)		matter and vote on my/	our behalf as the proxy deems
_	<i>(</i> 1. )	appropriate in all respects.		
Ц	(b)	The Proxy may consider the		
		☐ Approve	☐ Not Approve	☐ Abstain
Λσο	nda	4 To approve the profit allo	ncation and dividend nav	ment for the year 2022
				our behalf as the proxy deems
_	(α)	appropriate in all respects.	matter and vote on my,	our benan as the proxy accins
	(h)	The Proxy may consider the	matters and vote on my	/our behalf as follows:
_	(2)	☐ Approve	☐ Not Approve	☐ Abstain
		_ /.pp.o.c		
Age	nda	5 To elect the directors to	replace those who retire	by rotation
	(a)	The Proxy may consider the	matter and vote on my/	our behalf as the proxy deems
		appropriate in all respects.		
	(b)	The Proxy may consider the	matters and vote on my	our behalf as follows:
		☐ The appointment of the	whole Board of Director	rs ·
		☐ Approve	□ Not Approve	☐ Abstain
		☐ The appointment of ind	ividual Directors	
			Arunanondchai	<u></u>
		☐ Approve	☐ Not Approve	☐ Abstain
		Name Ms.Varawan \		
		☐ Approve	☐ Not Approve	☐ Abstain
		Name Mrs.Prapaivar		
		☐ Approve	☐ Not Approve	☐ Abstain
		Name Ms.Chollada S		<del>_</del>
		☐ Approve	☐ Not Approve	☐ Abstain
۸۵۵	nda	6 To approve the director's	romunaration for 2022	
Age				our behalf as the proxy deems
	(a)	appropriate in all respects.	matter and vote on my/	our benan as the proxy deems
	(h)	The Proxy may consider the	matters and vote on my	/our behalf as follows:
_	(5)	☐ Approve	☐ Not Approve	☐ Abstain
		<b>—</b> друготе	- Not Approve	- Austani
Age	nda	7 To approve the appointm	nent of company's audito	or and determine the auditor's
		remuneration for 2023		
	(a)	The Proxy may consider the	matter and vote on my/	our behalf as the proxy deems
		appropriate in all respects.	•	
	(b)	The Proxy may consider the	e matters and vote on my	our behalf as follows:
		☐ Approve	☐ Not Approve	☐ Abstain
Age		8 To approve the amendme		
	(a)		matter and vote on my/	our behalf as the proxy deems
_		appropriate in all respects.		
	(b)	The Proxy may consider the	· ·	
		☐ Approve	☐ Not Approve	☐ Abstain



(3/4)

#### Agenda 9 Others (if any)

(a) The Proxy may consider the	he matter and vote on	my/our behalf as the proxy deems	
appropriate in all respects	S.		
(b) The Proxy may consider t	he matters and vote or	n my/our behalf as follows:	
☐ Approve	□ Not Approve	☐ Abstain	

- (5) The Proxy's voting on any matters that are not pursuant to what is specified in this Proxy Form is considered invalid and would not be regarded as a shareholders voting.
- (6) In case that I/we do not express my/our intention to vote on a particular matter, or do not express my/our intention clearly, or in case that the Meeting considers and resolves matters other than those specified above, as well as the case that there is any amendment made or provision of additional facts, the Proxy is entitled to consider and vote on my/our behalf as the Proxy deems appropriate in all respects.

Any act (s) undertaken by the Proxy at such meting shall be deemed as my/our own act (s) in every respect.

Signed(	
Signed	Proxy
(Signed (	Proxy
Signed	Proxy
(	)

#### Remarks:

- 1. Only foreign shareholders as registered in the registration book who authorize the Custodian in Thailand use the Proxy form C.
- 2. Evidences to be enclosed with the proxy form are:
  - (1) Letter of attorney form shareholder authorizes a custodian to sign the Proxy Form on behalf of the shareholder.
  - (2) Letter of certification to certify that the signer in the Proxy Form have a permit to act as a Custodian.
- 3. The shareholder assigning a proxy must authorize only one proxy to attend the meeting and cast the votes on his/her/their behalf and all votes of such shareholder cannot be split for more than one proxy.
- 4. In agenda regarding the appointment of new directors, the appointment can be mad for all directors or for individual director.
- 5. Should the provisions prescribed above are not sufficient to cover all the Proxy's intentions; the Proxy may use the attached Annex to the Proxy Form C.
- 6. Please correctly and completely fill in the form, especially email address and mobile phone number those specified with (\*). Otherwise the Company shall not be able to send you the Username and Password and OTP used for logging-in to the electronic meeting system





#### Annex to the Form of Proxy (Form C)

Grant of proxy as a shareholder of Bangkok Life Assurance Public Company Limited. At the 2023 Annual General Meeting of Shareholders on Thursday, April 20, 2023, at 9.30 a.m. at the "Chin Sophonpanich" auditorium, on 11<sup>th</sup> floor, Head Office Building, Bangkok Life Assurance Public Company Limited, No. 1415, Krungthep-Nonthaburi Road, Wongsawang, Bangsue, Bangkok, and via electronic meeting (Hybrid meeting) or such other date, time and place as the meeting may be adjourned.

Age	enda	Sub	ject		
	(a) The	Proxy may	consider the matte	er and vote on my/o	our behalf as the proxy deems
		ropriate in a	•		
	(b) The				our behalf as follows:
		☐ Approv	e □ N	ot Approve	☐ Abstain
_					
_			•		our behalf as the proxy deems
ш		ropriate in a		er and vote on my/c	our benan as the proxy deems
П		•	•	ers and vote on my	our behalf as follows:
	(5)			•	☐ Abstain
		1-1-			
Age	nda	Sub	ject		
	(a) The	Proxy may	consider the matte	er and vote on my/o	our behalf as the proxy deems
		ropriate in a	•		
	(b) The			•	/our behalf as follows:
		☐ Approv	e ⊔ N	ot Approve	☐ Abstain
۸۵۵	nda	Cub	iost		
_			-		our behalf as the proxy deems
_		ropriate in a		ir and vote on my/c	our benan as the proxy accins
		•	•	ers and vote on my	our behalf as follows:
	` ,			ot Approve	
Age	nda	Sub	ject appointmer	nt directors (continu	ued)
	Name				
		☐ Approv	e 🗆 N	ot Approve	☐ Abstain
	Name				
			e □ N	ot Approve	☐ Abstain
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#### Procedures for attending the 2023 Annual General Meeting of Shareholders

The Company will hold the 2023 Annual General Meeting of Shareholders on Thursday, April 20, 2023, at 9.30 a.m. at the "Chin Sophonpanich" auditorium, on 11<sup>th</sup> floor, Head Office Building, Bangkok Life Assurance Public Company Limited, No. 1415, Krungthep-Nonthaburi Road, Wongsawang, Bangsue, Bangkok, as the map in the attachment 13, page 81, and via electronic meeting (Hybrid meeting). The company will open for registration to attend the meeting from 8:00 a.m. and the shareholders or proxies who would like to attend the meeting, please proceed in accordance to the following guidelines:

#### Documents or evidence showing an identity of the shareholder required for attending the meeting

The attendees must bring their own evidences to register for attending the meeting in Hybrid Meeting, whereby the Company applies the relevant legal criteria as follows:

#### 1. Person

#### 1.1 Personal Attendance

 Valid identification card or a copy of official document issued by government authorities e.g. government officer identification card, driver license or Passport supported by any documents in case of change thereto

#### 1.2 Proxy

- Any Proxy Form, either Form A or Form B duly filled in and signed by shareholder and proxy
- A copy of Identification Card issued by competent authorities duly certified shareholder
- A copy of Identification Card issued by competent authorities duly certified by proxy

#### 2. Juristic Entity

#### 2.1 Personal attendance by shareholder representative:

- A copy of a company certificate issued by Department of Business Development, Ministry of Commerce and duly certified by authorized director(s) who attends the meeting showing that the shareholder representative (authorized director to act on behalf of a juristic person) has the authority to act on behalf of the juristic person shareholder;
- A copy (ies) of Identification Card or issued by competent authorities duly certified by such authorized director(s).

#### 2.2 Proxy:

- Any Proxy Form (either Form A or Form B) duly filled in and signed by authorized director(s) of shareholder and Proxy
- A copy of a company certificate issued by Department of Business Development, Ministry of Commerce and duly certified by authorized director to act on behalf of a juristic person (s);
- A copy (ies) of Identification Card or others issued by competent authorities to authorized director to act on behalf of a juristic person (s) duly certified by him/her/them;
- A copy (ies) of ID Card or others issued by competent authorities to proxy duly certified by proxy.





#### 3. For Foreign Investor appointing the Custodian in Thailand

- In case Custodian appointed as depositary by foreign investors, documents as under juristic entity 2 shall be applied by selecting one of any Proxy Form (either Form A, Form B or Form C) duly filled in and signed by shareholder and proxy;
- In the event custodian has been authorized to sign on proxy, the following documents shall be produced:
  - 1) A power of attorney appointing such custodian to sign on proxy;
  - 2) A confirmation letter that signatory has been licensed to engage in custodian business.
- A copy of the documents must be certified true copy. In case of any documents or evidence produced or executed outside of Thailand, such documents or evidence should be notarised by a notary public. In case the original documents are not in English, the English translation shall be prepared and certified true and correct translation by the shareholder or the authorized person (as the case may be) of juristic person shareholder.

#### **Submission of Document and Procedure of Registration**

#### 1. Shareholders who intends to attend the meeting in person must present the following documents before attending the meeting

- 1.1 Shareholder who attend at head office building must bring their own documents and evidences to identify themselves in detail as the attachment 8, page 48-49 under the heading, evidence required for meeting registration. You submit the identification document for the company's staff at the 11<sup>th</sup> floor, "Chin Sophonpanich" meeting room, Headquarters Building, Bangkok Life Assurance Public Company Limited, No. 1415 Krungthep-Nonthaburi Road. Wong Sawang, Bang Sue, Bangkok. According to the map of the meeting venue as the attachment 13, page 81.
- 1.2 Shareholder who attend via <u>electronic meeting</u> can pre-register through the Quidlab system by sending the Registration form for attending form of electronic meeting email <u>companysecretary@bangkoklife.com</u> or send by post from April 5, 2023 until April 18, 2023, from 8:30 am to 5:00 pm. You must bring their own documents and evidences to identify themselves in detail as <u>the attachment 8, page 48-49</u> under the heading, evidence required for meeting registration or to register via the document delivery system of Quid Lab Co., Ltd. Click the link at <a href="https://bla.foqus.vc/registration/">https://bla.foqus.vc/registration/</a> or scan this QR Code
  - After the Shareholder performs the registration process through Quidlab system, the Company will verify the validity of shareholder's information. After that Shareholders will receive an email confirming your registration result via E-mail address used at registration process.
  - After the Company verifies the correctness of registration form and the validity of documents or evidence showing an identity, Username and Password used for Log-in to the electronic meeting via Quidlab system will be sent to shareholder's email address as specified in the registration form.

#### 2. Shareholder appoint the Independent Director

Shareholder, who does not intend to attend the electronic shareholders meeting in person, may appoint to the Independent Director, Dr.Siri Ganjarerndee, as your proxy to attend the meeting and vote instead. The company has been sent the shareholders the profiles of the Independent Directors to act as Proxy's company together with Notice of Meeting for Shareholders with the details as the <u>attachment 6, page 37-38</u>.

Attachment 8 (3/12)



- Shareholder can send the proxy form and identification documents of the grantors in advanced in detail as the attachment 8, page 48-49 under the heading, evidence required for meeting registration. The company encloses the proxy form A. Form B. and Form C. as in the attachment 7, page 39-47. Please select the proxy form any kind to fill in the details and sign the name of the shareholder in the proxy form along with supporting evidence (Stamp not required) can be sent by 4 methods as the details below. Please submit them within on Tuesday, April 18, 2023.
  - To put them in a prepaid envelope to Company Secretary Bangkok Life Assurance Public Company Limited, 1415 Krungthep-Nonthaburi Road, Wongsawang Sub-District, Bangsue District, Bangkok 10800.
  - 2) To send them E-mail via companysecretary@bangkoklife.com
  - 3) To send them via e-Proxy Voting on the Thailand Securities Depository's Investor Portal system. Click the link, <a href="https://ivp.tsd.co.th/signin?lang=en">https://ivp.tsd.co.th/signin?lang=en</a>
  - 4) To send them via Document Registration System of QuidLab Co., Ltd. Click the link, https://bla.fogus.vc/registration/
- After the Company verifies the correctness of registration form and the validity of documents or evidence showing an identity, Username and Password used for Log-in to the electronic meeting via Quidlab system will be sent to shareholder's email address as specified in the registration form.

#### 3. Shareholder intends to grant a proxy to any person (other than Independent Director)

- Shareholder, who does not intend to attend the electronic shareholders meeting in person, may appoint to any person to attend the meeting and vote instead.
- Proxies who attend <u>at head office building</u> must bring the Proxy Form A. Form B. and Form C. as <u>in the attachment 7</u>, page 39-47, please select one of the proxy forms to submit to the company's staff at the meeting place before the proxy attends the meeting and bring the identification documents and evidences of the grantor and the proxy as detailed in <u>the attachment 8</u>, page 48-49, under the heading, evidence required for meeting registration.
- Proxies who attend via <u>electronic meeting</u> can send the proxy form and identification documents of the grantors and the proxy in advanced in detail as <u>the attachment 8</u>, <u>page 48-49</u> under the heading, evidence required for meeting registration. The company encloses the Proxy Form A. Form B. and Form C. as <u>in the attachment 7</u>, <u>page 39-47</u>. Please select the proxy form any kind to fill in the details and sign the name of the shareholder in the proxy form along with supporting evidence (Stamp not required) can be sent by 4 methods as the details below. Please submit them within on Tuesday, April 18, 2023.
  - To put them in a prepaid envelope to Company Secretary Bangkok Life Assurance Public Company Limited, 1415 Krungthep-Nonthaburi Road, Wongsawang Sub-District, Bangsue District, Bangkok 10800.
  - 2) To send them E-mail via companysecretary@bangkoklife.com
  - 3) To send them via e-Proxy Voting on the Thailand Securities Depository's Investor Portal system. Click the link, <a href="https://ivp.tsd.co.th/signin?lang=en">https://ivp.tsd.co.th/signin?lang=en</a>
  - 4) To send them via Document Registration System of QuidLab Co., Ltd. Click the link, <a href="https://bla.foqus.vc/registration/">https://bla.foqus.vc/registration/</a>
- After the proxies submit the registration process through Quidlab system, the Company will verify the validity of proxies' information. The company will consider the information of the proxies and confirm. The system will notify the proxies of the result of identity verification to attend the Annual General Meeting of Shareholders via the e-mail that the proxy has registered.
- After the Company verifies the correctness of registration form and the validity of documents or evidence showing an identity, Username and Password used for Log-in to the electronic meeting via Quidlab system will be sent to shareholder's email address as specified in the registration form.
- In the case the Shareholders have already granted the proxy by using Proxy Form B and specified the voting in each agenda, the Company will record the votes as specified in the proxy forms. In this regard, the proxies will receive a username (Username) and password (Password) to attend the meeting only. The vote could no longer be edited.



#### **Procedures for Attending the Meeting**

#### 1. At head office building

The company will start the registration on April 20, 2023 from 8:00 a.m. The shareholders or proxies can register at the "Chin Sophonpanich" auditorium, on 11<sup>th</sup> floor, Head Office Building, Bangkok Life Assurance Public Company Limited, No. 1415, Krungthep-Nonthaburi Road, Wongsawang, Bangsue, Bangkok according to the map of the meeting venue as <u>in the attachment 13</u>, page 81, after that you can show the identity document and supporting documents for the staff to register. You can enter the meeting room where the chairman will open the meeting at 9.30 a.m. onwards.

#### 2. Via electronic meeting

The Company opens the meeting room for shareholders and proxies 1.30 hours before the meeting time. Shareholders and proxies can log-in to the electronic meeting via Quidlab system on April 20, 2023 from 8:00 a.m. with a username (Username) and a password (Password). When you log in to Quid Lab, you can proceed to the meeting by clicking In the box to accept term and press log in to enter the E-Voting. Please study the manual of the electronic conference system as in the attachment 10, page 61-75.

#### Voting

- The shareholders cannot divide their vote or cast partial vote.
- Each shareholder is entitled to one vote per share. If there is an equality of votes, the Chairman shall have a separate casting vote.
- In the case of shareholders appointing proxies to attend the meeting on their behalf, the proxy holder has the right to vote on behalf of the shareholder who grants the proxy in all respects as the proxy holder deems appropriate. Except, if the shareholders have voted in each agenda in the Proxy Form B in advance, the company will follow the voting specified by the shareholder in the proxy form. The proxy will not be able to amend the vote.
- The vote result of each agenda will be presented on the screen for acknowledgement.

#### At head office building

- In Voting for each agenda, the chairman will ask the meeting whether any shareholder objected or abstain from voting please raise your hand.
- If the shareholders disapprove of an agenda or would like to abstain from voting, please tick the 'disapprove' or 'abstain' box, and the company's staff will collect the ballot. The company will deduct such disapproval and abstention from the total eligible votes and assume the rest of the votes as approval of such agenda. If no objection to the result is raised by any shareholders, it shall be deemed that the meeting approves of such agenda.

#### Via electronic meeting

- Shareholders or proxies who attend via electronic meeting must voting on E-Voting of Quidlab system.
- When the Chairman of the meeting notify the shareholders or proxies to cast their votes, shareholders
  or proxies please press "voting" button. After that the voting system will show the page for voting as
  "approve", "disapprove" "abstain" or "voided Ballot".
- Shareholders or proxies need to choose in each agenda whether "approve", "disapprove" or "abstain" within 1 minutes and then press "vote" button so that the voting procedure will be finished. Shareholders or proxies, who have not chosen "approve", "disapprove" or abstain" within the voting period, will be deemed to resolve to approve the agenda as proposed to the meeting for consideration. Nevertheless, if the voting period still exists, the shareholders may return to amend their votes within such period.



#### **Vote Counting**

- 1. Each agenda, vote will be counted for "approve" "disapprove" and "abstain". The scoring base will be majority vote counted against total votes of the shareholders attending the meeting and cast their votes which include "approve" and "disapprove" vote. The "abstain" vote will not be counted. Except agenda which the resolution will not be less than two-thirds of shareholders counted against total votes of shareholders attending the meeting and agenda which the resolution will not be less than three-fourths counted against total vote of shareholders attending the meeting and having the right to vote.
- 2. After the vote counting for each agenda item, the Company will announce the voting result as approval, disapproval, abstention or voided ballot as a number of vote and a percentage of total vote.

#### Questioning

- The company has provided a channel for asking questions by sending questions in advance of the meeting to the company from March 23, 2023 - April 18, 2023 by sending an email to <a href="mailto:companysecretary@bangkoklife.com">companysecretary@bangkoklife.com</a>
- Before casting the votes in each agenda, the Chairman of the Meeting will give the opportunity to ask questions related to the agenda of the meeting, which determines the time for submitting questions or ask questions for no less than 1 minute on each agenda. When the company calls the names of shareholders or proxies who wish to ask questions, please proceed as follows. The questions allowed to be asked in the agenda must be related to the agenda proposed for consideration only for maintaining the meeting time for the best benefit of all shareholders.

#### 1. At head office building

Shareholders or proxies would like to ask questions or express their opinions, please to take note on paper and they will be collected by company's staff or raise your hand for the staff to bring the microphone to you. Please inform your name-surname and inform if you are a shareholder or a proxy.

#### 2. Via electronic meeting

- In the event shareholders or proxies would like to ask questions or express their opinions during the meeting, please click on Ask Question menu to take you to the Ask Question chat screen. You can type a message to ask and send press send. However, your questions will be read by the Company Secretary in the meeting instead of questions sent by shareholders in the system, subsequently, the Company's directors and/or executives will answer questions on such matters.
- In the event shareholders or proxies would like to ask questions by turning on the camera and/or turning on the microphone. Please press the raised hand sign, so that the press staff can allow them to ask questions.

#### Note

- The Company's staffs and technology provided by Quidlab Co., Ltd. will be well prepared to facilitate the verification the documents of each shareholder, who intend to attend the meeting. For the convenience of shareholders, please study procedure of registration. Shareholders are recommended to pre-register via Quidlab system prior to the meeting date.
- E-AGM and voting system access to Quilab system does not require any special application to install, which can easily access the system and does not require any special skills. You can use the latest updated browsers such as Google Chrome, Microsoft Edge, Apple Safari, Firefox etc. You can also use your computer, laptop, tablet or mobile phone.
- The operations of the company are be complied by the Personal Data Protection Laws. The Company will collect, use and disclose personal information of shareholders in order to perform duties as required by law and for the benefit of providing services to shareholders to attend the shareholders' meeting. The





shareholders will be protected by the Privacy Notice for BLA Shareholders <u>as in the attachment 11, page</u> 76-79.

- The company will record video and sound throughout the shareholders' meeting period. After the meeting, the company will publish the tape recording of the meeting as a clip file within 14 days on the company's website at <a href="www.bangkoklife.com">www.bangkoklife.com</a>, section of Investor Relations under the topic "Shareholders' Meeting", for shareholders who did not attend the meeting and investors to acknowledge.
- In the event that, the proxy form is not affixed with a duty stamp in the amount of 20 baht, the company will facilitate the affixing of the duty stamp for the shareholders who submit it for registration.

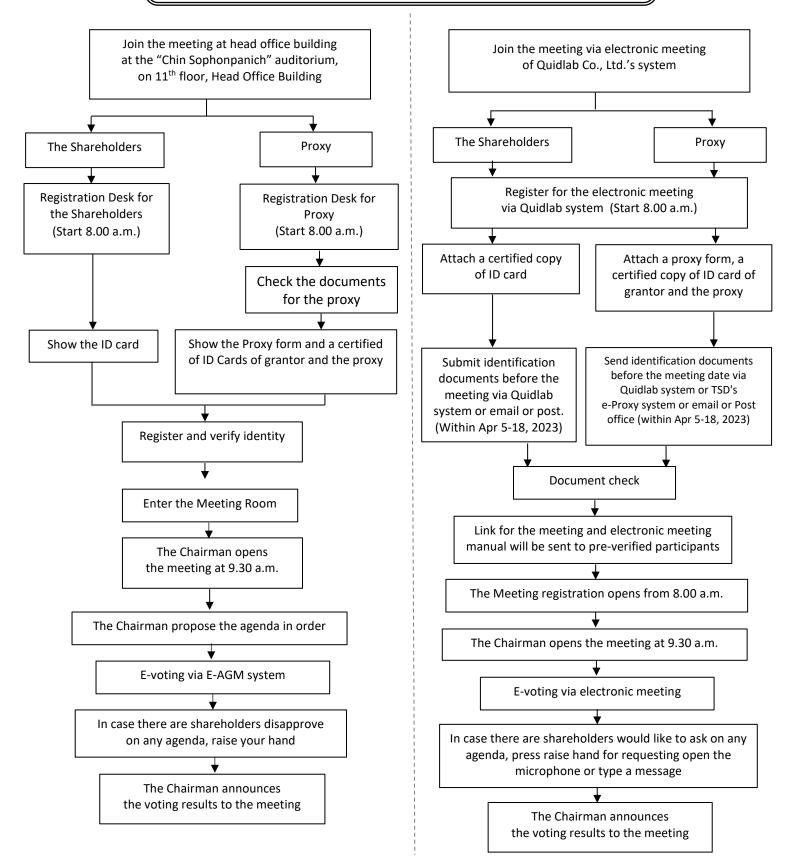
Any questions or problems regarding the pre-registration, registration or assessments to the system technical problem for attending the Annual General Meeting of Shareholders, please contact

- 1. Quidlab Co., Ltd., E-mail: info@quidlab.com, Telephone 02 013 4322 and 080 008 7616 or
- 2. Company Secretary Section, Bangkok Life Assurance Pcl., E-mail: <a href="mailto:companysecretary@bangkoklife.com">companysecretary@bangkoklife.com</a>, Telephone 02 777 8845, Company hours 08.30 a.m. 5.00 p.m. from April 5, 2023 April 20, 2023 until the end of the meeting., (except Saturday Sunday or public holidays)





### Procedures for attending the 2023 Annual General Meeting of Shareholders Bangkok Life Assurance Public Company Limited









# Quidlab E-Meeting & Voting System User's Manual Document Registration System

#### https://quidlab.com

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#### Introduction

Quidlab E-meeting & Voting System does not require any special application to install. It is very easy to use system and does not require any special skills. We value your privacy & time and make document uploading system easy for you without asking details which are not needed so you can quickly complete the process. You can use any latest updated version of browser e.g. Google Chrome, Microsoft Edge, Apple Safari, Firefox etc. You can also use computer, laptop, tablet, or phone.

Please refer to E-meeting invitation for link or QR Code for document uploading which will be similar to https://subdomain.quidlab.com/registration/

#### Login & Documents Uploading

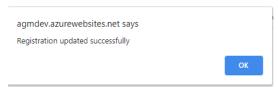
1. Scan QR Code provided or type url in browser to upload documents. You will be taken to document registration system portal as shown below.



- 2. Fill your shareholder's registration number and ID card number. This information shall be exactly same which are provided to company's shareholder registrar. In case you don't know these, please get in touch with company or registrar.
- 3. After filling out the details, please click a check mark in the Accept Terms box, then cilck on Submit.
- **4.** If information is correct you will be allowed upload documents and a screen as below will be presented.

#### การประชุมและการลงคะแนนเสียงออนไลน์ของบริษัทควิดแลบ Quidlab Company Limite การประชุมสามัญผู้ถือหุ้นประจำนี 2564 ในวันอังการที่ 14 กันยายน 2564 เวลา 10.00 น. ual General Meeting of the Company's shareholders which will be held on Tuesday, 14th September 2021, at 10.00 hrs ด่มือภาษาไทย English Manual ជីរេរត៍ (Email address) name@example.com หมายเลขโทรศัพท์ (Phone Number) Phone Number อัปโหลดไฟล์ (Upload files): Choose files to upload เข้าร่วมประชม (Attend meeting); มาด้วยตนเอง (Person) 🧷 รับมอบฉันทะ (Proxy) Submit หมายเหตุ : เอกสารลงทะเบียนที่ต้องทำการอับไหลดไฟล์ กรณีมาด้วยตนเองหรือรับมอบฉันทะ สามารถดูรายละเอียด ตามที่ระปุวีในหนังสือเชิญประชุม Note: Please refer to invitation letter for meeting to get a list of document to be uploaded in case of coming in person or proxy เมายเหตุ : หากต้องการความช่วยเหลือในการส่งเอกสาร กรุณาติดต่อ บริษัท ควิดแลบ จำกัด เบอร์โทร O2-0134322 อีเมล็ info@quidlab.com Note: If you need assistance submitting document please contact Quidlab at Phone: O2-013-4322 อีเมล็ : info@quidlab.com Logout

- 5. Fill following detail (all below information is needed for successful registration):
  - a. Email address where you want to receive username & password for joining E-meeting.
  - b. Telephone number in case company wants to get in touch with you.
  - c. Upload documents as specified by company as indicated in invitation letter. Please note required documents may differ from company to company and different documents may be required for joining in person or proxy.
  - d. System allows you to upload maximum 5 documents each time with each document not more than 5MB. Only jpg, png, gif & pdf files are allowed.
  - e. In case you choose proxy you must also enter proxy name and type of proxy eg A, B or C.
- 6. Once you have added details you can submit documents by clicking on Submit button, you will get an alert for successful submission or rejection as shown below:



Or with Error Message indicating reason in case you get an error message which is not selfexplanatory then get in touch with us.



7. After successful submission following screen will be presented in case you need to add more documents you can submit more at this time.

Ver: 2.0.0

https://quidlab.com

	ียงออนไลน์ของบริษัทควิดแลบ pany Limited
	วันอังคารที่ 14 กันยายน 2564 เวลา 10.00 น. ch will be held on Tuesday, 14th September 2021, at 10:00 hrs.
คู่มือภาษาไทย	English Manual
	ณา โปรดตรวจสอบอีกครั้งในภายหลัง dertion. Please check again later.
	พิ่มเอกสารเพิ่มเติมได้หากต้องการ you can add more documents if you wish.
อัปโหลดใฟล์ (Upload files):	
Choose files to upload	Browse files
Submit D	ocuments
หมายเหตุ : เอกสารลงทะเบียนที่ต้องทำการอัปโหลดไฟล์ กรณีมาด้วยตนเอ Note: Please refer to invitation letter for meeting to get a list of	งหรือรับมอบฉันทะ สามารถดูรายละเอียด ตามที่ระบุไว้ในหนังสือเชิญประชุเ document to be uploaded in case of coming in person or proxy
	บริษัท ควิดแลบ จำกัด เบอร์โทร 02-0134322 อีเมล์ info@quidlab.com ntact Quidlab at Phone: 02-013-4322 อีเมล์ : info@quidlab.com
Quidlab Information Security Mana	agement and Data Protection Policy
FoQus version 2.3.0 S	erved from Singapore

- 8. Once finished click on Logout button to exit. You will also receive an email confirming successful submission.
- 9. In case your documents are approved you will receive a separate email with username and password.

  Please only contact us or company in case you do not receive username & password 24 hours before meeting time or as indicated in the invitation letter.
- 10. In case documents are not approved you will receive an email with reason from company. You can login again to document registration portal and upload additional documents to rectify cause.

#### Technical Support

If you face any technical difficulties accessing the E-AGM system you can get in touch with Quidlab at via telephone on +66-2-013-4322 or +66-800-087-616 or via email at info@quidlab.com , before contacting technical support

When contacting technical support please provide full details of problem faced, any error message received, type of device used, browser name and version etc.

#### Report a bug or security vulnerability

If you encounter problems send us an email to info@quidlab.com with the details of vulnerabilities or bug report

Ver: 2.0.0





#### Registration form for attending form of electronic meeting

Made at
Date Month Year
I/WeResiding at NoRoad
Sub district
E-mail address*Mobile Phone (for receiving OTP)*
As a shareholder of Bangkok Life Assurance Public Company Limited, holding a total number of
☐ As a Proxy of Shareholder of Bangkok Life Assurance Public Company Limited whose name
is, holding a total number of
shares.
I confirm to attend the meeting and vote at the 2023 Annual General Meeting of Shareholders on Thursday, April 20, 2023 at 9.30 hrs. via electronic meeting. Please send me the individual link to attend, Username and Password.
SignedShareholder/Proxy
()

Remark: Please submit the completed Registration Form together with documents for registration and/or proxy required prior to attend the meeting as detailed in the notice of the 2023 Annual General Meeting of Shareholders as the attachment 8 and send the companysecretary section within Tuesday, April 18, 2023 via E-mail: companysecretary@bangkoklife.com or reply-mail envelope by post.





**Electronic Conference System Manual** 



https://quidlab.com



# Quidlab E-Meeting & Voting System User's Manual Conferencing Option

Some options may not be visible

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#### <u>Introduction</u>

Quidlab E-meeting & Voting System does not require any special application to install. It is very easy to use system and does not require any special skills. You can use any latest updated version of browser e.g. Google Chrome, Microsoft Edge, Apple Safari, Firefox etc. You can also use computer, laptop, tablet or phone.

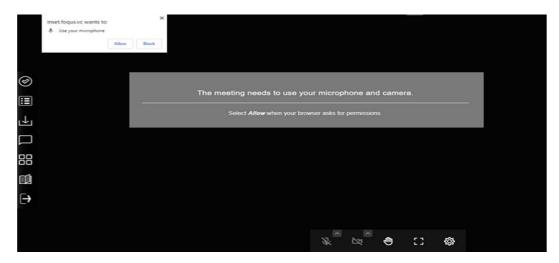
You will receive an email with username and password. This username and password are valid only for E-Meeting or E-Meeting of company stated in the email. Email also contains a link to join the meeting like <a href="https://subdomain.quidlab.com">https://subdomain.quidlab.com</a> (Example Only)

#### How to Login

- 1. Click on link in email or type URL in browser. After clicking you will be taken to E-Meeting website
- 2. Enter your username & password
- 3. Click Accept Terms, then click Login button to join the meeting



- 3. If username and password are correct you will be granted access and screen will be presented
- 4. You may be asked to allow camera and microphone permissions when you join meeting or when you start the camera and microphone (if you do not grant permission, you can still join the meeting however you may not be heard or seen by other people in case you need to ask questions using microphone).

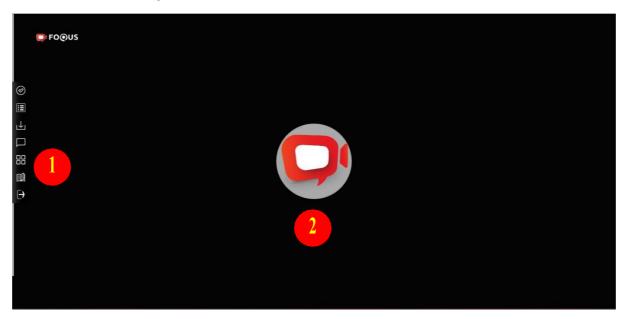


5. Once permission is granted you will be able to see other participants. Depending on meeting requirements you may be able to see all or only some of participants who have their camera on.

#### How to Navigate

E-Meeting system has following parts which can be navigated by menu located on the left side of the screen (1).

Other users of E-Meeting will be shown in this section (2).

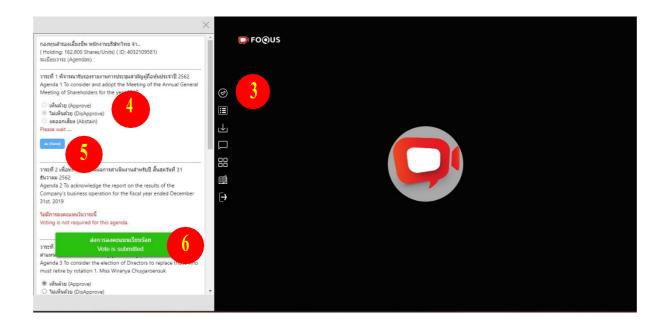


#### Vote Menu

Once you click on Vote menu (3), you can navigate to Voting section to cast your vote. You can see all agendas listed here and can cast your vote any time till the time if Agenda is not close. Once Agenda has been discussed and closed you cannot change your vote. (This Agenda has been closed cannot vote)

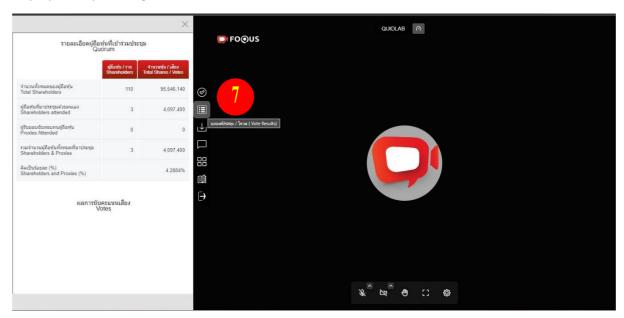
There is a separate Send Button for each agenda. You must click on radio button (4) to choose, "Approve", "Disapprove" or "Abstain" and then click Send (5).

Once your vote is submitted you will be notified by a pop-up alert message. Voted is submitted (6).



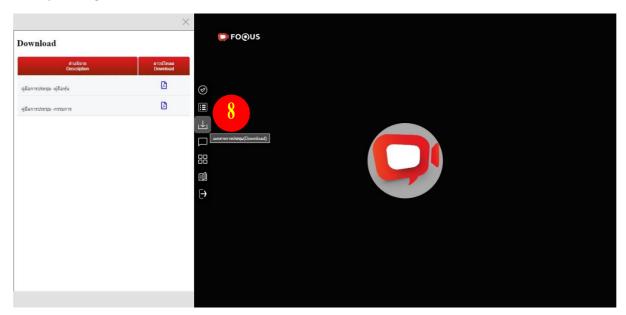
#### Quorum & Voting Results

You can check quorum and results by clicking on Voting Results Button (7) any time, votes will be displayed only after agenda is closed.



#### **Download Documents**

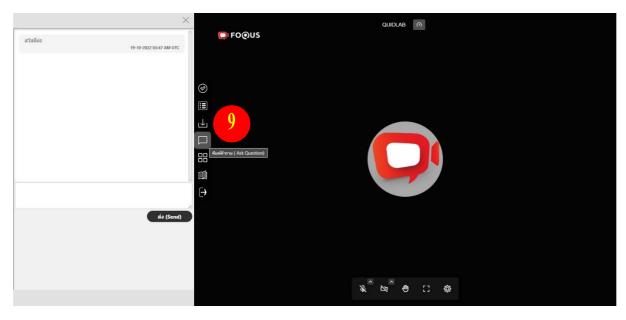
You can download company provided documents, if any e.g., Annual Report, Company presentation etc. by clicking on Download button (8).



#### **Asking Question**

#### Asking Question - by Message

Click on Ask Question button (9) to navigate to Ask Question chat screen. You can type your message in the textbox then click send to send question

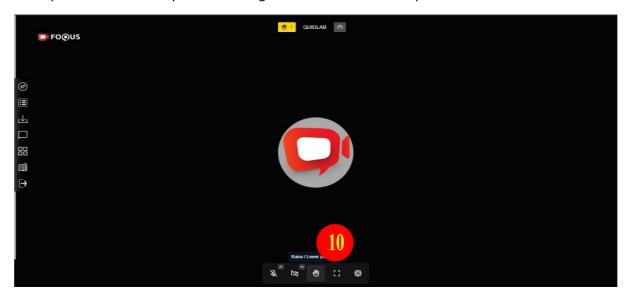


- The question will be sent directly to the company officers, they can see all questions, but you will only see your own question.
- The company <u>cannot reply through chat box</u> to the question. The questions must be answered through the voice only.

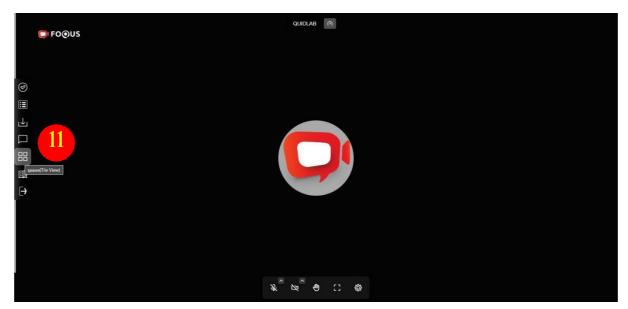
#### Asking Question - by Voice

Clicking on Hand Button (10), then waiting from the company approved. Once your request will be approved, director or company officer will ask you to unmute your microphone and ask your question. (You may also turn on your camera if required).

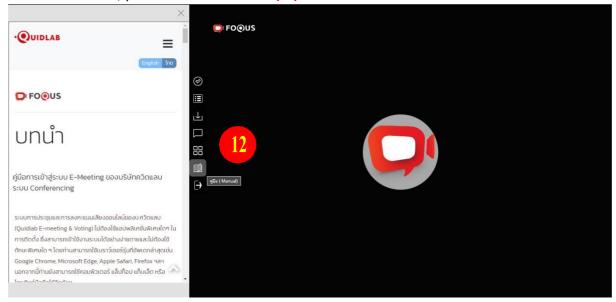
This Option is available only in the meeting where camera and microphone access is allowed for users.



Icon 4 small squares (11) You can choose to watch in a single window to see active speaker in full screen. or multiple windows showing thumbnails of all presenters who have their camera on.

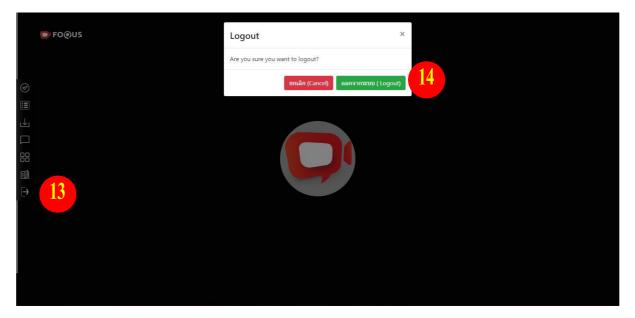


To see the manual, you can click on this icon (12).



#### Logout

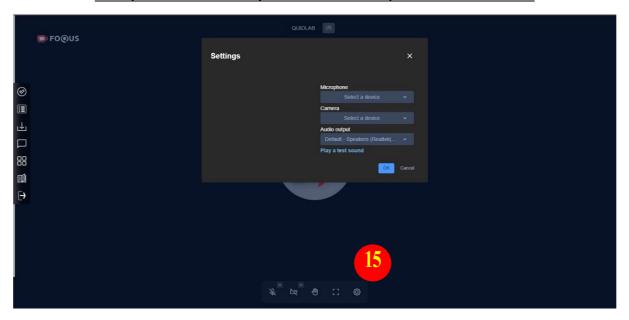
To Logout click on Logout Button (Logout) (13). The system will ask you if you want to log out. To log out, please click Logout. (14)



#### Settings

You can change your camera and microphone settings by clicking on Settings button (15).

#### This option is available only if camera and microphone access is allowed



#### **Technical Support**

If you see the problem accessing the E-Meeting system you can contact Quidlab at via telephone on 080-008-7616 or 02-0134322 or email at <a href="mailto:info@quidlab.com">info@quidlab.com</a>

Before contacting technical support, please read the Frequently Asked Questions (FAQ) below which may solve your issue. We recommend that you use a computer (PC) or notebook (Laptop).

- The internet used must be stable and strong enough because the meeting runs for more than 1 hour.
- We recommend to keep your microphone muted & camera off when not talking so other users are not disturbed during meeting.
- When contacting technical support please provide full details of problem, any error message received, type of device used, browser name and version etc.

#### Minimum System Requirements

Bandwidth	System uses simulcast hence automatically manages video quality or turns off some of videos if bandwidth is low, however for good conference a 5 Mbps bandwidth is recommended.
Video quality	720p
CPU	Video conferencing requires high CPU power, Intel Core i3 or equivalent
Memory	at least 4 GB
Ports	Following ports must be opened for outbound traffic if blocked at firewall
TCP	80 & 443, 5349
UDP	10000

#### Frequently Asked Questions (FAQ)

**Question:** Why can't I click a link in my email?

<u>Answer</u>: Some email software may show links as text only. You can copy URL then open in browser Chrome / Safari

**Question:** I cannot login?

**Answer:** check the correct username & password provided. Please check if you are copying and pasting username & password correctly. In the most frequent cases, the trailing space for the username and password is copied.

**Question:** I'm out of the system very often?

<u>Answer:</u> The internet used must be stable and strong enough because the meeting runs for more than 1 hour / weather conditions may affect the network signal you are using. If you are using WiFi there can be packet drops.

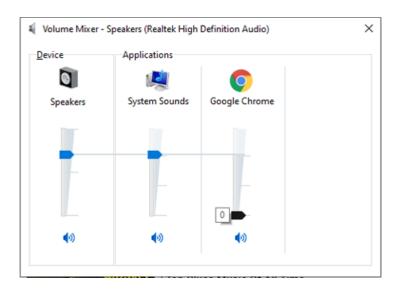
#### **Question:** I can't hear voice

#### Answer:

#### 1. Check Volume Levels and Muting

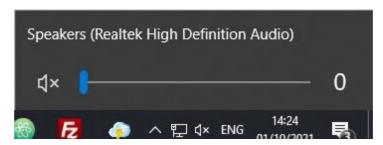
- Right-click the speaker icon in the taskbar and select Open Volume Mixer.
- You can set audio level for each application's from here.

(e.g, If you join meeting by Google Chrome ensure audio level is setup corectly for that browser)



#### 2. Make sure your computer is using the right speakers or headphones

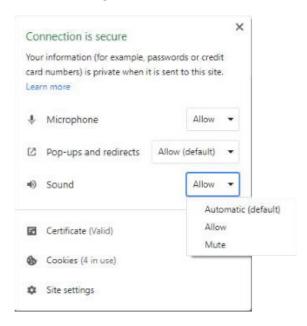
- Select the Correct Audio Output Device on Windows
- 1. Left-click the speaker icon.
- 2. Select your preferred playback device.
- 3. Make sure your correct playback device is selected.



#### 3. View site information on your webste browser.

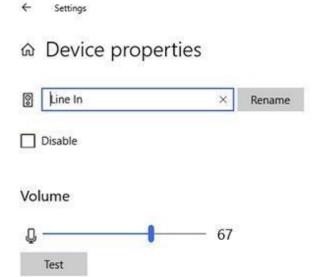
(this option may change depends on browser you are using).

- eg. 1 Google Chrome:
- 1. Select "padlock" icon next to your browser addres bar.
- 2. Sound settings should be set as Automatc (Default) or Allow

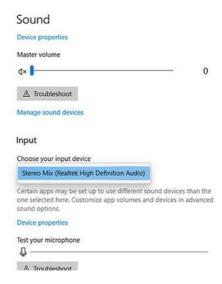


#### My microphone is not working

- 1. Check the Microphone Volume Level on Windows
- Using your right mouse button, Right click on the speaker in your System Tray, and select Open Sound settings.
- Under Input, select Device properties.



- Make sure Disable is not checked, and make sure the volume is at a reasonable volume.



<u>Question:</u> I cannot hear while using headphone? (Both Bluetooth and wired headphones)

<u>Answer:</u> When logging in to the system, check if headphones or headphones are connected to the system or connected to another device. Click setting

Settings — camera / Microphone or Audio outputs — select the name of your headphones or headphone and press OK



Or please check the volume of your device has the sound been muted or not

#### Other Questions:

Other login issues can be due to network issue, no internet connection or other business rules (company may allow you to login only for example 1 hour before, you are login too late and meeting may have already been finished etc.), which are alerted to user and are self-explanatory.

**Question:** I can login but getting automatically logged out?

<u>Answer</u>: For security reasons each user can login only on one device and if you try to login on another device or different browser on same computer previous login will get logged out automatically. Do not share your username & password with another person.

**Question:** My voting options are locked, not present for some or all of agendas.

<u>Answer</u>: There are some business rules which can prevent voting and are clearly marked under each agenda for your reference and are self-explanatory, some common cases are as follows:

- Agenda does not require voting and is for acknowledgement only.
- Agenda is already closed hence it gets locked and you cannot change vote.
- You logged in late and some of agendas were already voted.
- A proxy form B was sent which has already been voted and does not allow you to change vote.

**Question:** Do I have to wait for agenda to be discussed before I can cast my vote? or Do I have to wait till the end of meeting?

<u>Answer:</u> You can cast your votes any time after login and all votes will be recorded. You can also change your vote till the time agenda is not closed by company officers. Once agenda is closed you cannot change your vote.

**Question:** : My voting or other windows shows "Connection failed. Please log out and log in again" what should I do?

<u>Answer</u>: If internet connection to voting server is lost you may get this message, you can logout and login again to restore connection.

**Question:** Will it affect my voting if I logout and login again?

<u>Answer:</u> When you login first time system marks your votes as Approved however you can change your vote any time, even if you logout and login again. Login in and logout several times does not affect your previously casted votes.

**Question:** I have other technical question?

**Answer:** Please get in touch with us. 080 -008-7616 or 02-0134322 or via email: info@quidlab.com

**Question:** How to report a bug or security vulnerabilities?

<u>Answer:</u> If you encounter problems send us an email to info@quidlab.com with the details of vulnerabilities or bug report.





#### **Privacy Notice for BLA Shareholders**

Bangkok Life Assurance Public Company Limited (hereinafter referred to as "Company" or "We" or "BLA") gives importance to protecting the personal data of our shareholders and also their proxies or attorneys-in-fact (hereinafter referred to as "agent"). To ensure that we protect and manage your personal data in accordance with the Personal Data Protection Act B.E. 2562, we have established this Privacy Notice for your acknowledgement of the details pertaining to the processing of personal data which may occur and of the rights of your personal data as well as ways to reach us.

#### Clause 1 Purposes of Collecting, Use and Disclosure of Personal Data

The Company may collect, use or disclose your personal data under a lawful basis for the following purposes:

Clause	Purposes for Processing	Lawful Basis
1.1	For managing a shareholder register, granting a proxy and performing other activities pursuant to the Public Limited Company Act, the Securities Exchange Act and other applicable laws. Such activities include recording and preparing meeting minutes to submit to relevant agencies such as the Securities Exchange of Thailand	Legal Obligation
1.2	For payment of dividend to shareholders and repayment of capital	Legal Obligation Contractual Basis
1.3	For holding, attending and administering the General Meeting of Shareholders e.g., registering meeting attendees, recording meeting resolution, preparing and organizing activities and events and facilitating shareholders etc.	Legitimate Interests
1.4	For recording of images, audio and video recordings during the meetings for the benefit of broadcasting the meeting on the Company website and other communication channels.	
1.5	For preparing database and perform other activities pertaining to promoting investors' relations and providing benefits to you as our shareholders, including conducting surveys, analysis or for improving the Company's operations.	Legitimate Interests
1.6	For risk management, internal control and oversight of audit and corporate governance and organization management.	Legitimate Interests
1.7	For establishing the right to legal claims, compliance or exercise any legal rights or for raising any defense against any legal claim, for proceeding any litigation including and for execution of the judgement.	Legitimate Interests
1.8	For compliance with legal obligations, orders of the competent and legally authorities or any competent official such as to comply with summons, court injunction, police officers, prosecutors, government authorities and for reporting or disclosing any information to government bodies or independence entities.	Legal Obligation
1.9	For the management and administration concerning your health and safety.	Vital Interests





#### Clause 2 Personal Data that collected

#### 2.1 How your personal information is collected

We collect personal information directly from you in	We'll also collect your personal information
circumstances such as:	directly from third parties such as:
The Company shall collect your personal data by	The Company may, under some circumstances,
requesting it directly from you i.e., by having you fill in	collect your personal data from other sources in
any forms created by BLA or enquiring data from you	order to fulfil the aforesaid purposes in Clause 1
or requesting you to submit to us any document	such as from the securities registrar.
containing your personal data.	

#### 2.2 General Personal Data

Data we process:	Example
Information that identifies you.	first name, last name, identity card number, passport number, date of
(Identity Data)	birth, gender, age, nationality, signature, information regarding the
	change of first name and or last name, current photo;
Your contact details	address, phone number, email;
(Contact Data)	
Your financial information	bank account number (used for receiving dividend payment, face value
(Financial Data)	and/or interests), number of shares;
Data pertaining to the	video and audio recording when you contact us;
communication you have with us	
(Communication Data)	
Other data	occupation, opinions or recommendations etc.

#### 2.3 Sensitive Personal Data

In general, BLA does not require to collect any "religion" and "blood type" specified in your identity card, for any specific purpose. In the event that you provide us the copy of your identity card, you should to make invisible such data. If you do not make invisible of such data, we would like to inform you that we do not collect or use that personal data.

However, for the personal data processing of shareholders of BLA, there may be some activities that BLA shall request some additional sensitive personal data when you participate in any activities for shareholders. We will specifically notify in the request consent form and BLA shall clearly request your consent before collecting such sensitive personal data.

#### Clause 3 Retention Period of Personal Data

The Company shall retain your personal data as long as it is necessary for the purposes of collecting, use or disclosure such personal data set out in this Privacy Notice. The criteria for establishing the retention period include:

- (1) The duration of relationship between BLA and you,
- (2) The ongoing duration of any interest BLA is still providing to you,
- (3) The period BLA retains your personal data as necessary in order to comply with applicable laws or within legal prescription for establishing the right to legal claims, to comply with or to exercise the right to legal claims or to raise against any right to legal claim for other courses as specified in Policy and Internal Rules and Regulation of BLA.



#### Clause 4 Disclosure of Personal Data

Clause	BLA may disclose your personal data to the following third parties:
4.1	subsidiary companies, affiliated companies and BLA Group companies for their support given to BLA
	to fulfil the aforesaid purposes in Clause 1
4.2	government authorities, regulator authorities or other authorities as prescribed by law including law enforcement officers such as court, police, the Securities and Exchange Commission, revenue department
4.3	agents, contractors, subcontractors, and/ or other service providers e.g., the organizers for events or activities to facilitate shareholders, auditors, lawyers, legal consultants, financial institutes appointed as financial advisor
4.4	Banks are responsible for making payment to shareholders
4.5	Registrar of shareholders

#### Clause 5 Transfer, Transmission and/or Sending Personal Data to a Foreign Country

In the event where the Company transfers, transmit and/or send data to a foreign country, the Company shall formulate agreements and/or business contracts with entities or organizations that will receive such Personal Data to have acceptable Personal Data protection standards and in accordance with relevant laws to ensure that the Personal Data will be safely protected.

#### Clause 6 Rights of Data Subject

As the owner of personal data, you have legal rights as prescribed in the Personal Data Protection Act B.E 2562. You can exercise your rights in accordance with terms specified under **Clause 8**.

Clause	Rights	Explanation
6.1	Right to be Informed	The right to be informed about the existence, the type of Personal
		Data, BLA's purposes of Personal Data use, Retention Period of
		Personal Data and Disclosure of Personal Data
6.2	Right of access	The right to access and request a copy of Personal Data which is under
		the responsibility of BLA where appropriate identity verification
		procedure shall apply
6.3	Right to rectification	The right to request BLA to make corrections, amendments or changes
		Personal Data to be up to date, complete and not causing
		misunderstanding
6.4	Right to erasure	The right to request erasure, destruction or anonymization of Personal
		Data
6.5	Right to restrict processing	The right to request BLA to restrict the use of your personal data as
		prescribed by law
6.6	Right to data portability	The right to request BLA to transfer your given BLA personal data to the
		other party as prescribed by law
6.7	Right to object	The right to object to collect, use or disclosure Personal Data including
		the right to object any Personal Data processing
6.8	Right to withdraw consent	In the event BLA requested your consent, you will have the right to
		withdraw such consent for the processing of your personal data already
		given to BLA unless such withdrawal is restricted by law or by any
		contract that benefits you. Such consent withdrawal shall not affect
		any personal data processing legally conducted according to your prior
		consent.



Attachment 11 (4/4)

Clause	Rights	Explanation
6.9	Right to lodge a complaint	You have the right to file a complaint with the competent authority
		under the Personal Data Protection Act B.E 2562 if BLA breaches or
		does not comply with the said Act.

#### Clause 7 Changes to this privacy notice

We keep our privacy notices under regular review. If there are any changes, we will update this page to inform you about any new uses of personal data. Visit <a href="www.bangkoklife.com">www.bangkoklife.com</a> to make sure you are aware of what information we collect, how we use it and the circumstances we may share it with other organizations. From time to time, we may also inform you in other ways about the processing of your personal data.

#### Clause 8 Contact

#### 8.1 Contact the Company or the Data protection Officer

Company Name Bangkok Life Assurance PCL
Our address 1415 Krungthep-Nonthaburi Rd.

Wong Sawang, Bang Sue, Bangkok 10800

Our website <a href="https://www.bangkoklife.com/th/Investor/Contact">https://www.bangkoklife.com/th/Investor/Contact</a>

Our Call Center 02-777-8888

Our Corporate Secretary Office 02-777-8845

Our Data Protection Officer Head of Compliance Office

dpo@bangkoklife.com

#### 8.2 How to contact supervisory authorities

If you wish to file a complaint or if you feel that we have not responded to your concern, you may contact the Office of Personal Data Protection Committee.

16<sup>th</sup> February 2023



#### 56-1 one report for the year 2022 (QR Code)

The Thailand Securities Depository Co., Ltd., as a securities registrar under the Stock Exchange of Thailand, has developed a system which allows SET Listed Companies to send to the shareholders documents and 56-1 One report for the year 2022 in the form of electronic via (QR Code), thus allow the shareholders to access the information conveniently. Shareholders can download the aforementioned documents from the QR Code and as shown in the registration form according to the following steps.



#### **For iOS System**

- 1. Turn on the mobile camera or IPad
- 2. Turn the mobile camera to the QR Code to scan it.
- 3. The notification will appear on top of the screen. Click on the notification to access documents regarding the meeting.

Remark: If the notification does not appear on the mobile phone, the QR Code can be scanned with other applications such as QR CODE READER, Facebook or Line

#### **For Android System**

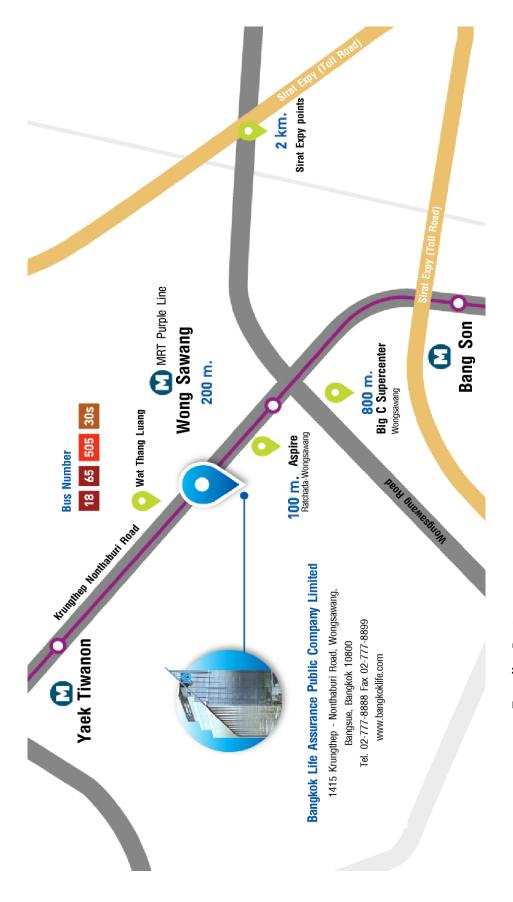
1. Open applications such as QR CODE READER, Facebook or Line

#### How to scan the QR Code with Line application

- 1.1 Open Line application and click on "Add friend"
- 1.2 Choose "QR Code"
- 1.3 Scan the QR Code
- 2. Scan the QR Code to access documents



# Map of the Annual General Meeting of Shareholders Venue Bangkok Life Assurance Public Company Limited



## **Traveling Route**

## 1. By Bus

- Krungthep - Nonthaburi Road Bus, Number 18, 65, 505, 30s

## 2. By MRT

Note: for more information of traveling to Bangkok Life Assurance Pcl. please dial 0 2777 8888 - Get off at Wongsawang Station, Exit 1 (distance of about 100 meters)