



SO. 2025/007

March 27, 2025

SUBJECT : Notice of the Annual Ordinary General Meeting of Shareholders No.2

TO : Shareholders of BKI Holdings Public Company Limited (BKIH)

ATTACHMENTS:

- 1) A copy of the Minutes of the Annual General Meeting of Shareholders No. 1 held on April 19, 2024 (Document for Agenda 1)
- 2) The Form 56-1 One Report 2024 in the form of accessible e-book together with the Company's Statement of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2024 (Documents for Agenda 2 and 3)
The Details of Dividend Payment (Document for Agenda 4)
- 3) The Definition of Company's Independent Director
- 4) Profile of Nominated Directors for Re-election (Document for Agenda 5)
- 6) Profile of Nominated Company's Auditor for the year 2025 for Election (Document for Agenda 7)
- 7) The Company's Article of Association relevant to Shareholders' Meeting
- 8) Proxy Form A and Form B as prescribed by the Department of Business Development, the Ministry of Commerce (**Form B is recommended**)
- 9) Profile of an Independent Director Appointed to be Proxy of Shareholders not available to be presented in the Meeting
- 10) Guideline for the Meeting Attendance
- 11) Map of the Meeting Venue

The Board of Directors of BKI Holdings Public Company Limited invited shareholders to propose any meeting agenda as well as to nominate any qualified person to be elected as Company's director through the company's website for the period from October 1, 2024 to December 31, 2024. This invitation was also posted via the Stock Exchange of Thailand's website. However, there was neither proposal of meeting agenda nor director nominee submitted to the Company.

Therefore, the Board of Directors had resolved to hold the Annual General Meeting of Shareholders No. 2 **on Friday, April 25, 2025 at 2.00 p.m. at the Company's Conference Room No.1105 on the 11th floor of Bangkok Insurance Building, 25 Sathon Tai Road, Thungmahamek, Sathon, Bangkok** to consider the following agenda:

**Agenda 1: To certify the minutes of the Annual General Meeting of Shareholders
No. 1 held on April 19, 2024**

Rationale and Background: The Company held the Annual General Meeting of Shareholders No. 1 held on April 19, 2024 and the minutes of the meeting has been recorded and submitted to the Ministry of Commerce within the time frame prescribed by laws. The Minutes of the said meeting was also posted in the Company's website <https://www.bkiholdings.com/investor/Shareholder>, **details of which are shown in Attachment 1.**

Opinion of The Board: The Minutes of the Annual General Meeting of Shareholders No. 1 held on April 19, 2024 was accurately recorded, the Board of Directors, therefore recommended the shareholders to certify the minutes.

Voting: The resolution shall require a certification of accuracy by the meeting.

Agenda 2: To acknowledge the Board of Directors' report on the Company's Performance for the year 2024

Rationale and Background: The Company's Performance for the year 2024 can be found in the Form 56-1 One Report 2024 which is in the form of accessible e-book **as shown in Attachment 2**, and can be summarized as follows:

Unit: Million Baht

	Consolidate Financial statement		
	2024 After Restructuring	2023 Before Restructuring	Change (%)
Underwriting Income	21,481.7	19,375.4	10.9%
Underwriting Expenses	(18,378.7)	(16,134.0)	13.9%
Operating Expenses	(1,206.7)	(1,130.9)	6.7%
Financial Costs	(41.5)	(41.3)	0.5%
Profit from Underwriting	1,854.8	2,069.2	(10.4%)
Net Investment Income	1,802.5	1,299.4	38.7%
Profit before Income Tax Expenses	3,657.3	3,368.6	8.6%
Net Profit	3,046.2	3,042.8	0.1%
Earnings per Share (Baht)	28.61	28.58	0.1%

Opinion of The Board: The Board of Directors recommended the shareholders to acknowledge the Board of Directors' Report on the Company's Performance of the year 2024.

Agenda 3: To approve the Company's Statement of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2024 as approved by Certified Public Accountant and Audit Committee

Rationale and Background: The Company's Statement of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2024 was approved by Certified Public Accountant and Audit Committee. The details of which are shown in the Form 56-1 One Report 2024 in the form of accessible e-book which was attached to this invitation letter and can be summarized as shown in Attachment 2.

Opinion of The Board: The Board of Directors recommended the shareholders to approve the Company's Statement of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2024 as approved by Certified Public Accountant and Audit Committee.

Voting: The resolution shall require a majority of the total votes cast by shareholders present at the meeting.

Agenda 4: To approve the net profit allocation and dividend payment for the year 2024

Rationale and Background: In the normal economic situation, the Company has a policy to pay dividends at about 50 percent of net profit after of the separate financial statements, after deducting income tax expenses and after allocating various reserves as required by law. According to the Article 59 of the Company's Article of Association, the Board of Directors may from time to time pay to the shareholders such interim dividends if the Board considers that the profits of the company justify such payment. After the dividends have been paid, such dividend payment shall be reported to the shareholders at the next meeting of shareholders.

Opinion of the Board: The Board of Directors deemed it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the payment of dividends for the operating results of 2024 to the Company's shareholders in the amount of 104,044,168 shares at the rate of 17.00 baht per share, paid from the Company's net profit, totaling 1,768,750,856.- baht. The Board of Directors had agreed and already made the interim dividend payment with a total of Baht 11.25 per share so the final dividend payment of Baht 5.75 per share is payable. The details of the net profit allocation are as follows:



Unit: Thousand Baht

(2024)

The 1 st interim dividend payment	1,170,497
The final dividend payment	<u>598,254</u>
Total	<u>1,768,751</u>

In addition, the dividend payment at the rate specified above is a dividend payment from the Company's net profit, which is higher than the Company's dividend payment policy. The individual shareholders can credit personal income tax of dividend received from the Company according to the Revenue Code, Section 47 Bis. Only for the dividend payment distributed from the profit which the Company paid 20% rate for corporate income tax. Therefore, the income tax credit for this dividend is equal to the number of dividends multiplied by 20/80.

The record date for the rights to attend the Annual General Meeting of the Shareholders No.2 and to receive the dividend payment will be on Friday, March 7, 2025. The final dividend payment for the year 2024 will be made on Friday, May 9, 2025. However, the rights to receive dividend mentioned above is still uncertain as it has to be approved by shareholders in this meeting. Details are shown in **attached 3**.

Voting: The resolution shall require a majority of the total votes cast by shareholders present at the meeting.

Agenda 5: To appoint directors in replacement of those retiring

Rationale and Background: According to the Article 71 of the Public Limited Company Act B.E. 2535 and the Article 19 of the Company's Articles of Association, in every Annual Ordinary General Meeting, one-third or the nearest to one-third of the directors who served the company longest will be retired by rotation; however, the retired directors are eligible for re-election.

In 2025, four retired directors are as follows:

- | | | |
|-----------------|---------------|--|
| 1. Mr. Chor.nun | Petpaisit | Independent Director and
Director of the Audit Committee |
| 2. Mr. Suvarn | Thansathit | Independent Director and
Director of the Remuneration and
Nomination Committee |
| 3. Mr. Panus | Thiravanitkul | Director and Director of the Corporate
Governance and Sustainability Committee |
| 4. Mr. Apisit | Anantanatarat | Director and Chief Executive Officer |

The Remuneration and Nomination Committee, excluding directors who might have conflict of interests, after due consideration on qualifications, experiences, expertise, good morals and ethical principles, clear career records and performances of the four retiring directors, and found that two of them are independent directors whose qualifications under the Definition of Company's Independent Director **as specified in Attachment 4 are stricter than** the minimum requirements of the Securities and Exchange Commission, namely (1) Mr. Chor.nun Petpaisit and (2) Mr. Suvarn Thansathit and who have demonstrated themselves and independently expressed their opinion according to relevant rules and regulations. Additionally, for other two directors named, Mr. Panus Thiravanitkul and Mr. Apisit Anantanarat are professionals with in-depth knowledge and experience related to the Company's business. Then has proposed to re-elect the four retiring directors to serve as the Company's directors for another term.

Opinion of The Board: The Board of Directors, excluding directors who might have conflict of interests, considered the proposed directors whom passed the selection process of the Remuneration and Nomination Committee, and thoroughly and carefully considered on qualifications, experiences, expertise, good morals and ethical principles, clear career records and performances that the retiring directors have appropriate qualifications for the business operation of the Company, and recommended the shareholders to re-elect the four retiring directors to serve as the Company's directors for another term. **(Please see profiles of Nominated Directors for Re-election in the Attachment 5 enclosed.)**

Voting: The resolution shall require a majority of the total votes cast by shareholders present at the meeting.

Agenda 6: To approve the director's remuneration for the year 2025

Rationale and Background: Article 31 of the Company's Articles of Association prescribed those directors are entitled to the remuneration by means of award, meeting allowance, bonus or other benefits as approved by the shareholders in the shareholders' meeting. The shareholders may approve the amount of remuneration and method of payment for a fixed period of time or for an open period until further changes by shareholders in the shareholders' meeting.

The resolution of the Annual Ordinary General Meeting of Shareholders No. 1 on April 19, 2024, had approved the directors' remuneration for the year 2024 in an amount not exceeding Baht 18,000,000.- and assigned the Remuneration and Nomination Committee to allocate the remuneration of which the total amount of Baht 8,250,000.-

For the year 2025, the Remuneration and Nomination Committee has surveyed and compared the remuneration of the Company's directors with directors of other companies in the same business or companies with similar performance in the market, then proposed the shareholders to consider and approve the directors' remuneration for the year 2025 which is cash remuneration for an amount not exceeding Baht 18,000,000.- which is similar amount of the year 2024 and to assign the Remuneration and Nomination Committee to allocate the remuneration. The method of allocation for the directors' remuneration and the meeting allowance are as follows:

Unit: Baht

Position	Year 2025 (This meeting) Effective from January 1, onwards.		Year 2024 (Shareholders' Meeting No. 1 approved)	
	Remuneration Divided into and Meeting Allowance Person/Year	Quarterly Payment	Remuneration Divided into and Meeting Allowance Person/Year	Quarterly Payment
Chairman	2,400,000.-	600,000.-	2,400,000.-	600,000.-
Director	1,200,000.-	300,000.-	1,200,000.-	300,000.-
Audit Committee	500,000.-	125,000.-	500,000.-	125,000.-
Remuneration and Nomination Committee	150,000.-	-	150,000.-	-
Corporate Governance and Sustainability Committee	150,000.-	-	150,000.-	-
Other Benefits	Nil		Nil	

Opinion of The Board: The Board of Directors recommended the shareholders to approve the remuneration of the directors for the year 2025 in an amount of not exceeding Baht 18,000,000.- which is similar amount of the year 2024 and to assign the Remuneration and Nomination Committee to allocate the remuneration.

Voting: The resolution shall require the votes of not less than two-thirds of the total voting rights of eligible shareholders present at the meeting (Section 90 of the Public Limited Company Act B.E. 2535).

Agenda 7: To appoint the external auditors and fix the audit fee for the year 2025

Rationale and Background: The EY Office Limited has been appointed as the Company's auditor for the year 2024, by the resolution of the Annual Ordinary General Meeting of Shareholders No.1 on April 19, 2024 at a fee of Baht 500,000.-, which term of appointment has been completed. The shareholders will have to consider and appoint an external auditor and also to fix the audit fee for the year 2025. The EY Office Limited has quoted the audit fee for the year 2024 in an amount of Baht 550,000.- which is more than the year 2024 with the amount of Baht 50,000.-, as per following details:-

Unit: Baht

	Year 2025	Year 2024	Change	%
1. Fee for Examination of the Financial Statements for the period ending December 31	220,000	220,000	-	-
2. Fee for Review of Interim Financial Statements for the period ending March 31, June 30 and September 30 (Total 3 quarters)	330,000	280,000	50,000	17.9
3. Fee for Non-Audit Services	Nil	Nil	-	-
Total	550,000	500,000	50,000	10.0

The Audit Committee and Senior Vice President, being responsible for Accounting and Treasury Department, have considered the overview of services and performance of EY Office Limited for the year 2024 and compared their services with other audit firms and noted that EY Office Limited is a reputable international audit firm with extensive experience in insurance audit. There are also no relationship and/or conflicts of interest among the independent auditor, the Company and its subsidiaries, the executives, the shareholders, or others related to those parties.

The Audit Committee then proposed to the shareholders to appoint the EY Office Limited as the Company's auditor for the year 2025 and to authorize anyone of the following persons of the EY Office Limited to conduct the audit and express an opinion on the financial statements of the Company:-

Name	CPA Registration No.	Experiences in Providing Audit Services to the Company
1) Ms. Narissara Chaisuwan	4812	Year 2023 - 2024 (2 Years)
2) Ms. Somjai Khunapasut	4499	Nil
3) Ms. Wanwilai Phetsang	5315	Nil
4) Ms. Saranya Pludsri	6768	Nil

and/or
and/or
and/or



In the event those auditors are unable to perform their duties, EY Office Limited is authorized to assign another of its auditors to perform the audit and express an opinion on the company's financial statements in their place. **(Please see profiles of Nominated Company's Auditor for the year 2025 for Election in the Attachment 6 enclosed.)**

In addition, the Company has 1 subsidiary, namely Bangkok Insurance Public Company Limited, which is engaged in non-life insurance business. It has used the same auditing firm as the Company, which has appointed EY Office Limited as the Company's auditor for the year 2025. The Board of Directors will oversee that the consolidated financial statements can be prepared in time according to the schedule.

Opinion of The Board: The Board of Directors therefore recommended the shareholders to consider and appoint EY Office Limited to be the Company's auditor for another term and fix the audit fee for the year 2025 in amount of Baht 550,000.-.

Voting: The resolution shall require a majority of the total votes cast by shareholders present at the meeting.

Agenda 8: To consider other matters (if any)

Shareholders are invited to attend the meeting on the date, time and place as mentioned above. Please kindly have the required registration documents ready prior to attending the meeting and present such documents together with the **Registration Form (with Barcode)** at the registration desk. A map of the Meeting Venue is also attached for the Shareholder's information **as Attachment 11**. The Company will open for shareholders registration from 12.00 hr. (at noon) onwards. The Company will conduct the meeting in accordance with the Company's Articles of Association concerning the shareholders' meeting **as detailed in the Attachment 7**.

Shareholders can appoint representatives as a proxy holder or prefers to appoint the Company's Independent Director to be the proxy holder to attend and cast vote (Please see the Profile of Designated Independent Director **as stated in the Attachment 9**. The Independent Director appointed to be a proxy of shareholders will have no conflict of interest in this meeting, except in the agenda 6 to approve the remuneration of the directors for the year 2025.) on their behalf by using the proxy form (**Form B. is recommended**). The details of which appear in **Attachment 8** or download the power of attorney form at <https://www.bkihholdings.com/investor/Shareholder>.



The Company has specified a channel on the Company's website for shareholders to request a hard copy proxy form to the Company Secretary Office, email: comsec@bkiholdings.com within 14 days prior to the meeting and please return it to the Company via the following channels:

1. Present the original documents at the meeting venue prior to the commencement of the meeting at the registration desk
2. Photographed image of original documents and send to the Company's via E-mail: comsec@bkiholdings.com
3. Submit the original documents by post: Company Secretary Office
The 5th floor of Bangkok Insurance Building,
25 Sathon Tai Road Bangkok 10120

In addition, the Company has posted the Notice of the Annual Ordinary General Meeting of Shareholders No. 2 and the relevant documents of this meeting on the Company's website: www.bkiholdings.com/investor/Shareholder from March 27, 2025 onwards. Any questions concerning the above agenda, please send your questions in advance to the Company via comsec@bkiholdings.com or www.bkiholdings.com – Investor Relations

To protect the shareholders' right, it is recommended that all shareholders and proxy holders, kindly see the Guideline for the Meeting Attendance which is attached herewith for your perusal **Attachment 10**. The Company also posted the Privacy Policy (For Director, Advisor, Executive, Shareholders, Investor, Analyst, Journalist and Participants) which can be downloaded from <https://www.bkiholdings.com/about/PrivacyPersonalPolicy>

By resolution of the Board of Directors

Mr. Anek Keereesathien
Company Secretary

Company Secretary Office
Tel. 02-285-7320 to 7322

The Minutes of the Annual General Meeting of Shareholders No. 1
BKI Holdings Public Company Limited

The Meeting was convened on April 19, 2024 at the Company's Conference Room No.1102 of Bangkok Insurance Building, 25 Sathon Tai Road, Thungmahamek, Sathon, Bangkok. At the opening, there were 13 shareholders and 2 proxies or a total of 15 persons, holding 1,000 shares or 100% of the total units of shares (1,000 shares) attending the meeting in person and by proxy which constituted the quorum as stipulated in Article 38 of the Company's Articles of Association.

The Meeting commenced at 4.00 p.m.

Mr. Chai Sophonpanich, Chairman, is the Chairman of the Meeting and Mr. Anek Keereesathien, Company Secretary, is the secretary to the Meeting.

The Chairman declared the Annual General Meeting of Shareholder No.1/2024 opened. After that, Mr. Anek Keereesathien, Company Secretary, introduced Directors as follows:

1. Directors

The Company were 10 of 11 Directors or 90.91% of the Board Members were present in the Meeting with the following names:

- | | | |
|-----------------------------------|--------------|---|
| 1. Mr. Chai | Sophonpanich | - Chairman |
| 2. VDC Col Plengsakdi Prakaspesat | | - Independent Director |
| | | - Chairman of the Audit Committee |
| 3. Mr. Singh | Tangtaswas | - Independent Director |
| | | - Chairman of the Remuneration and Nomination Committee |
| 4. Mr. Chor.nun | Petpaisit | - Independent Director |
| | | - Director of the Audit Committee |
| 5. Ms. Potjanee | Thanavaranit | - Independent Director |
| | | - Director of the Audit Committee |
| 6. M.R. Supadis | Diskul | - Independent Director |
| | | - Director of the Remuneration and Nomination Committee |
| 7. Mr. Suvarn | Thansathit | - Independent Director |
| | | - Director of the Remuneration and Nomination Committee |

8. Mrs. Nintira	Sophonpanich	- Independent Director - Chairman of the Corporate Governance and Sustainability Committee
9. Mr. Panus	Thiravanitkul	- Director - Director of the Corporate Governance and Sustainability Committee
10. Mr. Apisit	Anantanatarat	- Chief Executive Officer

Director Absent the Meeting

1. Mr. Susumu	Tategami	- Independent Director
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Then, the Company Secretary informed the meeting of the procedures for conducting the meeting under the Company's regulations and in accordance with the order of the meeting agenda. For agenda items requiring a resolution, the Company will seek approval from the shareholders on a case-by-case basis. In the voting process, each shareholder will have votes equivalent to the number of shares they hold (one share equals one vote). The meeting will seek opinions from shareholders to consider voting on each agenda item. If any shareholder disagrees or wishes to abstain from voting, they are requested to raise their hand and record their vote on the ballot provided by the Company at the registration point. Company staff will collect the ballots and count the votes. The Company will deduct any votes against, abstentions, or spoiled ballots from the total votes of all shareholders attending the meeting and will immediately announce the voting results to the shareholders. If no shareholder raises their hand, it will be deemed that the shareholders have unanimously approved the proposed agenda item.

For proxy holders, if the grantor has predetermined the voting instructions, the Company will record the vote according to those instructions, and the proxy holder will not need to vote again. If the grantor has not predetermined the voting instructions, the proxy holder is requested to vote according to the procedure outlined above.

Once the meeting has been conducted and all agenda items have been addressed, shareholders and proxy holders are requested to return the ballots to the staff for record-keeping purposes.

After the Company has addressed any questions raised on each agenda item (if any), the Company will announce the voting results to the meeting. Once the voting results for each agenda item have been announced, the resolution on that agenda item will be considered final.

The meeting acknowledged the voting procedures and guidelines. Therefore, the Chairman assigned the Company Secretary to conduct the meeting in accordance with the Company's regulations and the order of the meeting agenda as follows.

**Agenda 1: To certify the Minutes of the Extraordinary General Meeting of Shareholders
No. 1/2023 held on October 9, 2023**

The Company Secretary, proposed to the Meeting to consider and certify the minutes of the Extraordinary General Meeting of Shareholders No.1/2023 held on October 9, 2023, which submitted to all shareholders and inquired whether any shareholder would like to ask or make any amendment.

The Meeting was opened for any queries or comments. However, it was found that there were no questions. Therefore, the resolution was summarized as follows.

RESOLUTION:

The meeting considered and unanimously resolved to approve the minutes of the Extraordinary General Meeting of Shareholders No. 1/2566, held on October 9, 2023, as proposed.

Agenda 2: To approve the Company's Statement of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2023, as approved by Certified Public Accountant and Audit Committee

The Company Secretary requested the meeting to consider and approve the financial statement and the profit and loss statement ending on December 31, 2024, which has been audited by a certified public accountant and reviewed by the Audit Committee, as detailed in the 2024 Annual Report sent to shareholders together with the meeting invitation in QR Code format.

The Meeting was opened for any queries or comments. However, it was found that there were no questions. Therefore, the resolution was summarized as follows.

RESOLUTION:

The Meeting considered and unanimously resolved to approve the financial statement and the profit and loss statement as of December 31, 2024, as proposed for submission to the Department of Business Development, Ministry of Commerce, and relevant agencies.

Agenda 3: To appoint directors in replacement of those retiring

The Chairman assigned Mr. Suvarn Thansathit, Independent Director and Member of the Remuneration and Nomination Committee, to report to the meeting on this agenda.

Mr. Suvarn Thansathit, Independent Director and Member of the Remuneration and Nomination Committee, reported to the meeting that the Board currently consists of 11 directors and that at every annual general meeting of shareholders, one-third (1/3) of the directors must resign from their positions. Directors who have resigned from their positions according to their terms may be re-elected as directors. This year, there were 4 directors who had to resign from their positions according to their terms, as follows:

(1) Mr. Chai	Sophonpanich	Chairman
(2) Mr. Singh	Tangtaswas	Independent Director and Chairman of the Remuneration and Nomination Committee
(3) Ms. Potjanee	Thanavaranit	Independent Director and Director of Audit Committee
(4) Mr. Susumu	Tategami	Independent Director

The Board of Directors, excluding the interested directors, has considered the names of all persons who have been carefully and carefully screened for their qualifications, experience, expertise, morality and ethics, history, transparent work, and performance. It is of the opinion that all 4 directors have the qualifications appropriate for the Company's business. Therefore, it is appropriate to propose to the shareholders' meeting to reappoint the 4 directors to serve as directors for another term.

The Meeting was opened for any queries or comments. However, it was found that there were no questions. Therefore, the resolution was summarized as follows.

After the shareholders had voted, Mr. Suvann Thansathit announced the names of the persons appointed as directors to replace the directors who resigned according to the content, which can be summarized as the resolution as follows:

RESOLUTION:

After the shareholders had voted, Mr. Suvann Thansathit announced the names of the persons appointed as directors to replace the directors who resigned according to the content, which can be summarized as the resolution as follows:

(1) Mr. Chai	Sophonpanich	Chairman
(2) Mr. Singh	Tangtaswas	Independent Director and Chairman of the Remuneration and Nomination Committee
(3) Ms. Potjanee	Thanavaranit	Independent Director and Director of Audit Committee
(4) Mr. Susumu	Tategami	Independent Director

Therefore, the board of directors will consist of:

1. Mr. Chai	Sophonpanich	Chairman
2. VDC Col Plengsakdi	Prakaspesat	Independent Director Chairman of the Audit Committee
3. Mr. Singh	Tangtaswas	Independent Director Chairman of the Remuneration and Nomination Committee
4. Mr. Chor.nun	Petpaisit	Independent Director Director of the Audit Committee
5. Ms. Potjanee	Thanavaranit	Independent Director Director of the Audit Committee
6. M.R. Supadis	Diskul	Independent Director Director of the Remuneration and Nomination Committee
7. Mr. Suvarn	Thansathit	Independent Director Director of the Remuneration and Nomination Committee
8. Mrs. Nintira	Sophonpanich	Independent Director Chairman of the Corporate Governance and Sustainability Committee
9. Mr. Panus	Thiravanitkul	Director Director of the Corporate Governance and Sustainability Committee
10. Mr. Susumu	Tategami	Independent Director
11. Mr. Apisit	Anantanatarat	Chief Executive Officer

Agenda 4: To approve the director's remuneration for the year 2024

For this agenda, the Chairman assigned Mr. Suvarn Thansathit, Independent Director and Remuneration and Nomination Committee Member, to report to the meeting on this agenda.

Mr. Suvarn Thansathit, Independent Director and Remuneration and Nomination Committee Member, reported to the meeting that at the Extraordinary General Meeting of Shareholders No. 1/2023 held on October 9, 2023, the meeting resolved to approve the remuneration of directors for the year 2023 in the amount not exceeding 16,000,000.- baht and assigned the Remuneration and Nomination Committee to consider and allocate. In the past year 2023, the Company has not paid remuneration of directors and meeting allowances to the Company's directors because the Company has not yet become a

listed company on the Stock Exchange of Thailand, according to the conditions considered by the Extraordinary General Meeting of Shareholders No. 1/2023.

In 2024, the Remuneration and Nomination Committee has considered and compared the remuneration of directors of other listed companies that are engaged in the same type of business or have similar size and performance and sees fit to propose to the general meeting of shareholders for consideration and approval of the remuneration of directors for 2024 to be paid in cash, totaling no more than 18,000,000 baht, an increase of 2,000,000 baht from 2023, with the following criteria and details for payment of remuneration of directors and meeting allowances:

Unit: Baht

Position	Year 2024 (This meeting)		Year 2023 (Approved by the EGM No. 1/2023)	
	Remuneration Divided into and Meeting Allowance Person/Year	Quarterly Payment	Remuneration Divided into and Meeting Allowance Person/Year	Quarterly Payment
Chairman	2,400,000.-	600,000.-	2,000,000.-	500,000.-
Director	1,200,000.-	300,000.-	1,000,000.-	250,000.-
Audit Committee	500,000.-	125,000.-	400,000.-	100,000.-
Remuneration and Nomination Committee	150,000.-	-	100,000.-	-
Corporate Governance and Sustainability Committee	150,000.-	-	100,000.-	-

The Company will start paying remuneration to directors only after the Company has become a listed company in the Stock Exchange of Thailand.

As for remuneration for directors, it shall be in accordance with the resolution of the general meeting of shareholders, which must consist of no less than two-thirds (2/3) of the total number of votes of shareholders attending the meeting.

The Meeting was opened for any queries or comments. However, it was found that there were no questions. Therefore, the resolution was summarized as follows.

RESOLUTION:

The meeting considered and unanimously resolved to determine the remuneration for directors for 2024 as proposed.

Agenda 5: To appoint the external auditors and fix the audit fee for the year 2024

The Chairman assigned Mr. Col. Plengsak Prakasaphet, Independent Director and Chairman of the Audit Committee, to report to the meeting on this agenda.

Mr. Col. Plengsak Prakasaphet, Independent Director and Chairman of the Audit Committee, reported to the meeting that EY Office Co., Ltd. had been considered and appointed by the Company's establishment meeting on 8 September 2023 as the Company's auditor for the year 2023, which has now expired. Therefore, it is proposed that the general meeting of shareholders consider appointing the auditor and determine the remuneration for the year 2024 by proposing the following persons of EY Office Co., Ltd. to audit, express opinions and sign the Company's financial statements:

- | | | |
|-------------------|-----------------|----------------------------------|
| (1) Ms. Narissara | Chaisuwan | CPA Registration No. 4812 and/or |
| (2) Ms. Somjai | Khunapasut | CPA Registration No. 4499 and/or |
| (3) Ms. Wanwilai | Phetsang | CPA Registration No. 5315 and/or |
| (4) Ms. Bongkok | Kriangphanamorn | CPA Registration No. 6777 |

In the event that the above auditors are unable to perform their duties, EY Office Co., Ltd. shall provide another certified public accountant of the office to audit the accounts and express an opinion on the Company's financial statements in place of the said auditors.

In addition, the meeting is requested to consider determining the auditor's remuneration for the year 2024 in the amount of 500,000.- baht, with details as follows:

Unit: Baht				
	Year 2024	Year 2023	Change	%
1. Fee for Examination of the Financial Statements for the period ending December 31	220,000	120,000	100,000	83.3
2. Fee for Review of Interim Financial Statements for the period ending March 31, June 30, and September 30 (Total 3 quarters)	280,000	60,000	220,000	17.9
3. Fee for Non-Audit Services	No	No	-	-
Total	500,000	180,000	320,000	177.8

When considering the overall service and performance of the auditor in 2023 compared to the services of other auditing firms, it is seen that EY Office Co., Ltd. is a well-known company that is internationally recognized and will be the same auditor as Bangkok Insurance Public Company Limited for consistency in expressing opinions on the financial statements. Therefore, the audit fee offered at a price of 500,000.- baht is considered a reasonable price.

The Meeting was opened for any queries or comments. However, it was found that there were no questions. Therefore, the resolution was summarized as follows.

RESOLUTION:

The meeting considered and unanimously resolved to appoint the following persons from EY Office Co., Ltd. to audit, express opinions and sign the Company's financial statements:

- | | | |
|-------------------|-----------------|----------------------------------|
| (1) Ms. Narissara | Chaisuwan | CPA Registration No. 4812 and/or |
| (2) Ms. Somjai | Khunapasut | CPA Registration No. 4499 and/or |
| (3) Ms. Wanwilai | Phetsang | CPA Registration No. 5315 and/or |
| (4) Ms. Bongkok | Kriangphanamorn | CPA Registration No. 6777 |

In the event that the above auditors are unable to perform their duties, EY Office Co., Ltd. shall provide another certified public accountant of the office to audit the accounts and express an opinion on the Company's financial statements in place of the said auditors, with the auditor's remuneration for the year 2024 set at 500,000 baht.

Agenda 6: To consider other matters (if any)

The Chairman queried whether there were any other matters which the shareholders would like to propose for consideration.

Since there were no other matters, the Chairman informed to the Meeting that all agenda proposed to the Annual General Meeting of Shareholders No. 1 were completed and opened the floor for general questions.

There was no other question. The Chairman then declared the Meeting closed and thanked all shareholders for attending the Meeting.

The meeting adjourned at 5.00 p.m.

Mr. Chai Sophonpanich
Chairman

Mr. Anek Keereesathien
Company Secretary

**The Form 56-1 One Report 2024 in the form of accessible e-book together with the Company's
Statements of Financial Position and Statement of Comprehensive Income for the year
ended December 31, 2024**

(Documents for Agenda 2 and 3)

1. The Form 56-1 One Report 2024 in the form of accessible e-book

To facilitate shareholder's access to information with ease, BKH Holdings Public Company Limited has provided the Form 56-1 One Report 2024 to the shareholders in the form of e-book which can be downloaded from the following channels:

1) QR Code



Form 56-1 One Report 2024

2) Company's website

Shareholders can find the Form 56-1 One Report 2024 through the Company's website
<https://www.bkihholdings.com/investor/Published>

The summary of the Company's Financial Statement on December 31, 2024

The summary of the Company's Financial Statement on December 31, 2024, to facilitate the shareholders for analyzing is as follows:

Unit: Million Baht

Items	2024	2023	Change	%
	After Restructure	Before Restructure		
Assets	70,974.2	76,005.7	(5,031.5)	-6.6%
Liabilities	38,630.5	42,678.7	(4,048.2)	-9.5%
Owner's Equity	32,343.7	33,327.0	(983.3)	-3.0%
Revenues				
- Underwriting Income	21,481.7	19,375.4	2,106.3	10.9%
- Investment Income	1,421.3	1,136.3	285.0	25.1%
- Gains on Investments	340.1	51.2	288.9	564.3%
- Share of Income from Associates	17.1	28.8	(11.7)	-40.6%
- Other Income	162.3	180.0	(17.7)	-9.9%
Total Income	23,422.5	20,771.7	2,650.7	12.8%
Expenses				
- Others Underwriting Expenses *	18,378.7	16,134.0	2,244.7	13.9%
- Operating Expenses	1,206.7	1,130.9	75.8	6.7%
- Investment Expenses	95.2	92.3	2.9	3.1%
- Financial Costs	41.5	41.3	0.2	0.5%
- Expected Credit Loss	43.1	4.6	38.5	837.0%
Total Expenses	19,765.2	17,403.1	2,362.1	13.6%
Profit before Income Tax Expenses	3,657.3	3,368.6	288.6	8.6%
Income Tax Revenue Expenses	(611.1)	(325.8)	(285.3)	87.6%
Net Profits	3,046.2	3,042.8	3.3	0.1%
Earnings per Share (Baht)	28.61	28.58	0.03	0.1%

Remark * Contribution Expenses are included in Underwriting Expenses.

The Details of Dividend Payment
(Document for Agenda 4)

Unit: Million Baht
(2024)

1. Net profit attributable to equity holders of the Company	3,007.54
2. Net profit attributable to non-controlling interests in subsidiaries	938.67
3. Total Net Profit	3,046.21
4. Earnings per Share (Baht) *	28.61
5. Number of Shares Paying Annual Dividends (million shares)	104.04
6. Annual Dividend Payment (Baht per Share)	17.00
7. Total Annual Dividend Payment	1,768.75
8. The Percentage of Annual Dividend Payment * (Compare with Net profit attributable to equity holders of the Company)	59.42

Remark

* Net profit attributable to equity holders of the Company/weighted average number of common shares issued during the year, 105.13 million shares

Dividend Payment Ratio

Unit: Baht/Share

Shareholder's Meeting Time / Year	Year of Payment	Cash Dividend		Total
		No. 1	No. 2	
No.2/2025	2024	11.25	5.75	17.00*

Remark* The annual dividend payment for the operation of the year 2024 is subject to the final approval by shareholders at the Annual Ordinary General Meeting of Shareholders No.2

The Definition of Company's Independent Director

The definition of Company's Independent Director, which qualifications **are stricter than** the minimum requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand, is as follows;

Independent Director means a director who is knowledgeable with experience in various fields including company's business and conduct the business with vision and ethics, able to give independent opinion and make decision on significant activities for the best interest of the Company, shareholders/stakeholders and having no business or activities related to the company, which may affect their independent decision. The qualifications of an independent director must include the following criteria:

(1) Holding shares **not more than 0.5 percent** of total voting shares of the company, its parent company, subsidiary, affiliated companies, major shareholder or controlling person of the company, which shares shall be inclusive of the shareholding of persons related to the independent directors;

(2) Not being or never been the executive directors, worker, employee, advisor earning regular salary, or controlling person of the company including its parent company, subsidiary, affiliated companies, subsidiary at the same level (sister company), major shareholder or controlling person for the period not less than 2 years prior to the appointment as an independent director. Such prohibited characteristic shall not include the case where the independent director is retired as a government official or as a consultant of a government agency which is a major shareholder or has controlling interest in the company;

(3) Is not a person related by blood or legal registration, such as father, mother, spouse, sibling, and child, including spouse of child, of other directors, executives, major shareholders, controlling persons, or persons to be nominated as directors, executives or controlling persons of the company or subsidiary;

(4) Not currently having or never had a business relationship worth more than 3% of net tangible assets or exceeding 20 million Baht, whichever is lower, with the company, its parent company, subsidiary, affiliated companies, major shareholder or controlling person of the company in the way that such relation may impede the person from having independent views. Also, not currently being or never be a major shareholder or controlling person for persons having business relations with the company including its parent company, subsidiary, affiliated companies, major shareholder or controlling person of the company for the period not less than 2 years prior to the appointment as an independent director;

(5) Not currently being or never been an auditor of the company, its parent company, subsidiary, affiliated companies, major shareholder or controlling person of the company, and also not being a major shareholder, controlling person, or partners of current auditor's auditing firm which employs auditors of the company, its parent company, subsidiary, affiliated companies, major shareholder or controlling person of the company for more than 2 years prior to the appointment as an independent director;

(6) Not currently be providing or never provided any professional services including legal consulting, financial consulting nor property appraisal services who receives an annual service fee exceeding 2 million Baht from the Company, its parent company, subsidiary, affiliated companies, major shareholder or controlling person of the company. Also, not currently being a major shareholder, controlling person or partners of current professional service providers for more than 2 years prior to the appointment as an independent director;

(7) Not being a director who is appointed as the representative of the company's directors, major shareholders, or the shareholder related to major shareholder;

(8) Not undertaking any business in the same nature and in significant competition to the business of the company or its subsidiary; or not being a partner in a partnership or being an executive director, salaried worker, employee, advisor with a regular salary; or holding more than 1 percent of voting shares of any other companies operating under similar business nature and significant competition to the company or subsidiary;

(9) Not having any other characteristics that cause the inability to express independent opinions.

**Profile of Nominated Directors for Re-election
(Document for Agenda 5)**

The Board of Directors, by the recommendation of the Remuneration and Nomination Committee, excluding directors who might have conflict of interests, proposes to shareholders to re-elect the following four directors who will retire by rotation to serve as the Company's directors for another term:

- | | | |
|-----------------|---------------|--|
| 1. Mr. Chor.nun | Petpaisit | Independent Director and
Director of the Audit Committee |
| 2. Mr. Suvarn | Thansathit | Independent Director and
Director of the Remuneration and
Nomination Committee |
| 3. Mr. Panus | Thiravanitkul | Director and Director of the Corporate
Governance and Sustainability Committee |
| 4. Mr. Apisit | Anantanatarat | Director and Chief Executive Officer |

The profile of those nominated directors for re-election are the following:

Profile of Nominated Director for Re-Election

(Document for Agenda 5)



Mr. Chor.nun Petpaisit

Address 28 Soi Lat Phrao 106, Lat Phrao Road, Plab Phla Subdistrict,
Wang Thonglang District, Bangkok 10310

Date of Birth January 5, 1952 **Age** 73

Nationality Thai **Status** Married

Educational Background/Training Courses

- B.B.A. (Accounting), Thammasat University

Thai Institute of Directors Association (IOD) Training Courses

- Director Accreditation Program (DAP) Class 28/2004
- Director Certification Program (DCP) Class 76/2006
- Audit Committee Program (ACP) Class 28/2009
- Successful Formulation & Execution of Strategy (SFE) Class 8/2010
- Financial Institutions Governance Program (FGP) Class 4/2012

Position/Experience in Listed Companies

September 11, 2023 – Present,	Independent Director, BKI Holding Public Co., Ltd.
September 22, 2023 – Present	Audit Committee Member, BKI Holding Public Co., Ltd.
2019 – Present	Independent Director and Audit Committee Member, Fine Metal Technologies Public Co.,Ltd. (Formerly known as Furukawa Metal (Thailand) Public Co., Ltd.)

April 2015 – Present	Independent Director and Audit Committee Member, Interhides Public Co., Ltd.
July 30, 2020 – November 14, 2022	Independent Director, Shangri-La Hotel Public Co., Ltd.

Position/Experience in Non-Listed Companies

February 27, 2009 – Present	Audit Committee Member, Bangkok Insurance Public Co., Ltd
February 28, 2006 – Present,	Independent Director, Bangkok Insurance Public Co., Ltd.
April 3, 2002 – November 17, 2004	
2013 – Present	Advisor, Thai Charoen Corporation Group (TCC Group)
2011 – 2012	Inspector General, Ministry of Finance
2008 – 2011	Principal Adviser on Performance Improvement, The Revenue Department, Ministry of Finance
2001 – 2008	Policy and Plan Expert, The Revenue Department , Ministry of Finance
2000 – 2001	Director, Bureau of Tax Audit Operation, The Revenue Department, Ministry of Finance
2011 – 2012	Director, Government Savings Bank
2010 – 2011, 2006 – 2008	Director, Government Housing Bank
2010 – 2011, 2005 – 2006	Director, Tourism Authority of Thailand
2009 – 2012	Director, The Government Pharmaceutical Organization
2005 – 2007	Director, National Science Museum

Profile related to BKI Holdings Public Company Limited (BKIH)

*** Position**

- Director	- Independent Director (Appointed on September 11, 2023) (The definition of Independent Director as defined herein)
	- Director of Audit Committee (Appointed on September 22, 2023)
- Executive	- None –

*** Number of years holding a director's position in BKIH**

- 2 years (From September 11, 2023 - present)

*** BKIH Shareholding** - None –

*** Legal Dispute** - No legal dispute during the past 5 years -

*** Position in other Company**

- Position in other Listed Company - 2 Listed Company as follows;
 1. Independent Director and Audit Committee Member, Fine Metal Technologies Public Co., Ltd
 2. Independent Director and Audit Committee Member, Interhides Public Co., Ltd.
- Position in other Organization (Non-listed Company) - 2 Organizations as follows;
 1. Independent Director and Audit Committee Member, Bangkok Insurance Public Co., Lt
 2. Advisor, Thai Charoen Corporation Group (TCC Group)

*** Being directors or executives in other businesses with potential conflicts of Interest or a business competition with the Company**

- None

*** Meeting Attendance**

Meeting / Year	No. of Attendance (times)	No. of Invitation (times)
- <u>Board of Directors' Meeting</u> 2024	5	5
- <u>Audit Committee's Meeting</u> 2024	4	4
- <u>Meeting with the Company's External Auditor</u> 2024	2	2
- <u>Annual Ordinary General Meeting of Shareholders</u> No.1 (year 2024)	1	1

Profile of Nominated Director for Re-Election

(Document for Agenda 5)



Mr. Suvorn Thansathit

Address	55/38 Muang Thong Thani Chaengwattana Village Project 5, Soi 5 Ban Mai Subdistrict, Pak Kret District, Nonthaburi Province 11120		
Date of Birth	May 1, 1944	Age	80
Nationality	Thai	Status	Married

Educational Background/Training Courses

- B.B.A. Management, University of the East, the Philippines
- M.Sc. in Commerce, University of Santo Tomas, the Philippines
- The Joint State – Private Sector Class 355, The National Defence College of Thailand

Thai Institute of Directors Association (IOD) Training Courses

- Director Certification Program (DCP) Class 63/2005

Position/Experience in Listed Companies

September 11, 2023 – Present	Independent Director, BKI Holding Co., Ltd.
September 22, 2023 – Present	Director of the Remuneration and Nomination Committee, BKI Holding Co., Ltd.
2007 – December 31, 2024	Member, Board of Executive Directors, Bangkok Bank Public Company Limited
October 2006 – December 31, 2024	Director and Senior Executive Vice President, Bangkok Bank Public Company Limited
2002 – Present	Independent Director and Chairman of the Audit Committee, Lalin Property Public Company Limited

2004– April 2019	Member, Risk Management Committee, Bangkok Bank Public Company Limited
1996 – 2006	Senior Executive Vice President, Bangkok Bank Public Company Limited
1990 – 1996	Executive Vice President, Bangkok Bank Public Company Limited
1978 – 1990	Executive Officer, Bangkok Bank Public Company Limited

Position/Experience in Non-Listed Companies

April 26, 2005 – Present	Independent Director, Bangkok Insurance Public Company Limited
November 16, 2005 – Present	Director of the Remuneration and Nomination Committee, Bangkok Insurance Public Company Limited
July 23, 2020 – December 31, 2024	Director, Clinixir Co., Ltd.
2016 – December 31, 2024	Chairman, Bualuang Ventures Limited
2006 – December 31, 2024	Chairman, Sinnsuptawee Asset Management Co., Ltd.

Profile related to BKI Holdings Public Company Limited (BKIH)

*** Position**

- | | |
|-------------|--|
| - Director | - Independent Director (Appointed on September 11, 2023)
(The definition of Independent Director as defined herein) |
| | - Director of the Remuneration and Nomination Committee
(Appointed on September 22, 2023) |
| - Executive | - None – |

*** Number of years holding a director's position in BKIH**

- 2 years (From September 11, 2023 - present)

*** BKIH Shareholding**

- None –

*** Legal Dispute**

- No legal dispute during the past 5 years

*** Position in other Company**

- Position in other Listed Company - 1 Listed Company as follows;
 1. Independent Director and Chairman of the Audit Committee, Lalin Property Public Company Limited
- Position in other Organization (Non-listed Company) - 1 Organization as follows;
 1. Independent Director, Bangkok Insurance Public Co., Ltd.

*** Being directors or executives in other businesses with potential conflicts of Interest or business competition with the Company**

- None

*** Meeting Attendance**

Meeting / Year	No. of Attendance (times)	No. of Invitation (times)
- <u>Board of Directors' Meeting</u> 2024	5	5
- <u>Annual Ordinary General Meeting of Shareholders</u> No.1 (year 2024)	1	1

Profile of Nominated Director for Re-election

(Document for Agenda 5)



Mr. Panus Thiravanitkul

Address	234/519 Nantawan-Srinakarin Village, Village No. 6, Bang Muang Subdistrict, Mueang Samut Prakan District, Samut Prakan Province 10270		
Date of Birth	July 1, 1952	Age	72
Nationality	Thai	Status	Married
Occupation/Position	Director and Director of Corporate Governance and Sustainability Committee		
Place of Work	BKI Holdings Public Company Limited 25 Bangkok Insurance Building, Sathon Tai Road, Thung Maha Mek, Sathon, Bangkok 10120		

Educational Background/Training Courses

- B.Sc. (Economics), Thammasat University
- MBA, Chulalongkorn University
- Advanced Course in General (Non-Life) Insurance, Swiss Insurance Training Centre, Switzerland
- Marine Consequential Loss Insurance, Germany
- Insurance School of Japan

Thai Institute of Directors Association (IOD) Training Courses

- Director Certification Program (DCP) Class 129/2010

Position/Experience in Listed Companies

September 11, 2023 - Present	Director, BKI Holding Public Co., Ltd.
September 22, 2023 - Present	Corporate Governance and Sustainability Committee Member, BKI Holding Public Co., Ltd.
December 15, 2017 – August 11, 2020	Independent Director, Bangkok Life Assurance Public Co., Ltd.
April 26, 2016 - August 11, 2020	Director and Member of the Nominating and Remuneration Committee, Bangkok Life Assurance Public Co., Ltd.

Position/Experience in Non-Listed Companies

December 18, 2018 - Present	Chairman, Bangkok Insurance (Lao) Company Limited
February 9, 2015 - Present	Director, Bangkok Insurance (Lao) Company Limited
April 22, 2011 - Present	Director, Bangkok Insurance Public Co., Ltd.
February 25, 2011 – June 17, 2024	Corporate Governance and Sustainability Committee Member, Bangkok Insurance Public Co., Ltd.
January 1, 2019 - December 31, 2022	Advisor, Bangkok Insurance Public Co., Ltd.
January 1, 2016 - December 31, 2018	Director and Chief Executive Officer, Bangkok Insurance Public Co., Ltd.
2011 – 2015	Director and President, Bangkok Insurance Public Co., Ltd.
2010 – 2015	President, Bangkok Insurance Public Co., Ltd.
2007 – 2009	Executive Vice President, Bangkok Insurance Public Co., Ltd.
2001 – 2007	Senior Vice President, Operations Department, Bangkok Insurance Public Co., Ltd.
2000 – 2001	General Manager, Marine Insurance Department, Bangkok Insurance Public Co., Ltd.
1993 – 2000	Assistant General Manager, Marine Insurance Department, Bangkok Insurance Public Co., Ltd.
1994 - 1996, 1999 – 2000	Vice Chairman, Marine and Transport Insurance Sub – committee, The Thai General Insurance Association

Profile related to BKI Holdings Public Company Limited (BKIH)*** Position**

- Director
- Director (Appointed on September 11, 2023)
- Director of the Corporate Governance Committee
(Appointed on September 22, 2023)
- Executive
- None -

*** Number of years holding a director's position in BKIH**

- 2 years (from September 11, 2013 - Present)

*** BKIH Shareholding**

- 69,600 shares (as of March 7, 2025 which is the latest record date) or 0.06690% of total number of shares entitled to vote

*** Legal Dispute**

- No legal dispute during the past 5 years

*** Position in other Company**

- Position in other Listed Company - None
- Position in other Organization (Non-listed Company) - 2 Organization as follows;
 1. Chairman, Bangkok Insurance (Lao) Company Limited
 2. Director, Bangkok Insurance Public Co., Ltd.

*** Being directors or executives in other businesses with potential conflicts of Interest or business competition with the Company**

- None

*** Meeting Attendance**

Meeting / Year	No. of Attendance (times)	No. of Invitation (times)
- <u>Board of Directors' Meeting</u> 2024	5	5
- <u>Corporate Governance and Sustainability Committee' Meeting</u> 2024	1	1
- <u>Annual Ordinary General Meeting of Shareholders</u> No.1 (year 2024)	1	1

Profile of Nominated Director for Re-election

(Document for Agenda 5)



Mr. Apisit Anantanatarat

Address	39/104 Sathorn Tai Road, Thung Maha Mek Subdistrict, Sathorn District, Bangkok 10120		
Date of Birth	September 20, 1963	Age	61
Nationality	Thai	Status	Single
Occupation/Position	Director and Chief Executive Office		
Place of Work	BKI Holdings Public Company Limited 25 Bangkok Insurance Building, Sathon Tai Road, Thung Maha Mek, Sathon, Bangkok 10120		

Educational Background/Training Courses

- Doctor of Organization Development and Transformation, Cebu Doctors' University, Philippines
- M.A. (Industrial and Organization Psychology), Thammasat University
- M.S. (Insurance), University of Hartford, U.S.A.
- Diploma of Financial Service (General Insurance), ANZIIF (Senior Associate), Australia
- Certificate, The Columbia Senior Executive Program, Columbia University, U.S.A.
- Super Legal Business Administration" Leadership Program (Super LBA) 1/2024
- Super Insurance Leadership Program class 1/2020
- Certificate, Capital Market Academy Leadership Program (CMA), Class 24/2017
- Thailand Insurance Leadership Program class 3/2013
- Cyber Resilience Leadership Herd Immunity Workshop for the Financial Sector Organization Committee 2021
- Swiss Re P & C Executive Dialogue 2024, Switzerland
- Aon's 16th Hazards Conference 2019, Australia

- From Science Fiction to Reality: Man and Man – Made Risks 2018, R + V Re, Germany
- CIO VMWare World Conference 2017, Spain
- New Forms of Risk Sharing and Risk Engineer, SCOR, France
- Management Development Program – Fit for Expert Underwriting, Swiss Insurance Training Centre, Switzerland
- Management Development Program - Fit for Management, Swiss Insurance Training Centre, Switzerland

Thai Institute of Directors Association (IOD) Training Courses

- Director Accreditation Program (DAP) Class 149/2018

Position/Experience in Listed Companies

September 11, 2023 – Present	Director, BKI Holding Public Co., Ltd.
September 22, 2023 – Present	Chief Executive Officer, BKI Holding Public Co., Ltd.
April 2021 – Present	Director, Thai Reinsurance Public Co., Ltd.

Position/Experience in Non-Listed Companies

Mar 2020 – Present	Chief Executive Officer Director and President, Bangkok Insurance Public Co., Ltd.
Jan 1, 2019 – Feb 28, 2020	Chief Executive Officer and Director, Bangkok Insurance Public Co., Ltd. (Acting President)
Apr 22, 2016 – Dec 31, 2018	Director and President, Bangkok Insurance Public Co., Ltd.
Apr 1, 2016 – Apr 21, 2016	President, Bangkok Insurance Public Co., Ltd.
Apr 2012 – Dec 2015	Executive Vice President, Bangkok Insurance Public Co., Ltd.
2011 – Apr 2012	Senior Vice President, Marketing and Communications Department, Bangkok Insurance Public Co., Ltd.
2009 – Mar 2014, Oct 2015 – May 8, 2016	Senior Vice President, Information Technology Department, Bangkok Insurance Public Co., Ltd.
2007 – 2015	Senior Vice President, Personal Lines Business Unit, Bangkok Insurance Public Co., Ltd.
2006 – 2007	First Vice President, Personal Lines Division, Bangkok Insurance Public Co., Ltd.
2005 – 2009	First Vice President, Information Technology Department, Bangkok Insurance Public Co., Ltd.
2002 – 2006	Vice President, Human Resources Development Division,

	Bangkok Insurance Public Co., Ltd.
2000 – 2002	Assistant Vice President, Human Resources Development Division, Bangkok Insurance Public Co., Ltd.
June 16, 2021 – Present	Director, Bangkok Insurance (Cambodia) Plc.
May 24, 2016 – Present	Director, Thai ORIX Leasing Co., Ltd.

Profile related to BKI Holdings Public Company Limited (BKIH)

*** Position**

- Director
- Executive
- Director (Appointed on September 11, 2023)
- Chief Executive Officer
(Appointed on September 22, 2023)

*** Number of years holding a director's position in BKIH**

- 2 Years (from September 11, 2023 - Present)

*** BKIH Shareholding**

- 18,213 shares (as of March 7, 2025, which is the latest record date) or 0.0175% of total number of shares entitled to vote

*** Legal Dispute**

- No legal dispute during the past 5 years

*** Position in other Company**

- Position in other Listed Company - 1 Listed Company as follows;
 1. Director, Thai Reinsurance Public Co., Ltd.
- Position in other Organization (Non-listed Company) - 3 Organizations as follows;
 1. Director and Chief Executive Officer, Bangkok Insurance Public Co., Ltd.
 2. Director, Bangkok Insurance (Cambodia) Plc.
 3. Director, Thai ORIX Leasing Co., Ltd.

*** Being directors or executives in other businesses with potential conflicts of Interest or business competition with the Company**

- None

*** Meeting Attendance**

Meeting / Year	No. of Attendance (times)	No. of Invitation (times)
- <u>Board of Directors' Meeting</u> 2024	5	5
- <u>Annual General Meeting of Shareholders</u> No.1 (year 2024)	1	1

**Profile of Nominated Company's Auditor for the year 2025 for Election
(Document for Agenda 7)**

The Board of Directors, by the recommendation of the Audit Committee and Senior Vice President responsible for Accounting and Treasury Department, proposes to shareholders to appoint the EY Office Limited as the Company's auditor for the year 2025 and to authorize anyone of the following persons to conduct the audit and express an opinion on the financial statement of the Company:

- | | | |
|------------------|------------|--|
| 1. Ms. Narissara | Chaisuwan | Certified Public Accountant (Thailand) No. 4812 and/or |
| 2. Ms. Somjai | Khunapasut | Certified Public Accountant (Thailand) No. 4499 and/or |
| 3. Ms. Wanwilai | Phetsang | Certified Public Accountant (Thailand) No. 5315 and/or |
| 4. Ms. Saranya | Pludsri | Certified Public Accountant (Thailand) No. 6768 |

The profiles of those Nominated Company's Auditor for the year 2025 for election are as follows:

Profile of Nominated Company's Auditor for the year 2025 for Election

(Document for Agenda 7)



Ms. Narissara Chaisuwan

<u>Certified Auditor No.</u>	4812
<u>Age</u>	53
<u>Education</u>	Master of Science (Accounting), Chulalongkorn University
<u>Position in the Audit Firm</u>	Partner

Auditing Experiences

- BKI Holdings Public Company Limited
- Bangkok Insurance Public Company Limited
- Thaivivat Insurance Public Company Limited
- The Navakij Insurance Public Company Limited
- ERGO Insurance (Thailand) Public Company Limited
- Krungthai Panich Insurance Public Company Limited
- Road Accident Victims Protection Company Limited
- Rabbit Life Insurance Public Company Limited
- T Life Assurance Public Company Limited

Experiences in providing Audit Services to the Company 2 Years (2023 - Present)

Profile of Nominated Company's Auditor for the year 2025 for Election

(Document for Agenda 7)



Ms. Somjai Khunapasut

<u>Certified Auditor No.</u>	4499
<u>Age</u>	54
<u>Education</u>	Master of Science (Accounting), Thammasat University
<u>Position in the Audit Firm</u>	Partner

Auditing Experiences

- Thaivivat Insurance Public Company Limited
- The Navakij Insurance Public Company Limited
- Thanachart Insurance Public Company Limited
- Sampo Insurance (Thailand) Public Company Limited
- FWD Life Insurance Public Company Limited
- Krungthai-AXA Life Insurance Public Company Limited
- Dhipaya Life Assurance Public Company Limited
- T Life Assurance Public Company Limited
- Ratchthani Leasing Public Company Limited
- LH Financial Group Public Company Limited
- Land and Houses Bank Public Company Limited
- TISCO Financial Group Public Company Limited
- TISCO Bank Public Company Limited
- Thanachart Capital Public Company Limited

<u>Experiences in providing Audit Services to the Company</u>	Nil
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Profile of Nominated Company's Auditor for the year 2025 for Election

(Document for Agenda 7)



Ms. Wanwilai Phetsang

<u>Certified Auditor No.</u>	5315
<u>Age</u>	53
<u>Education</u>	Master's degree in business administration, Thammasat University
<u>Position in the Audit Firm</u>	Partner
<u>Auditing Experiences</u>	<ul style="list-style-type: none">- Roojai Insurance Public Company Limited- Krung Thai Bank Plc.- Mizuho Bank, Ltd. Bangkok Branch- Thanachart Capital Public Company Limited- JMT Network Services Plc.- Impact Growth Real Estate Investment Trust
<u>Experiences in providing Audit Services to the Company</u>	Nil

Profile of Nominated Company's Auditor for the year 20205 for Election

(Document for Agenda 7)



Ms. Saranya Pludsri

<u>Certified Auditor No.</u>	6768
<u>Age</u>	52
<u>Education</u>	Master's degree in business administration, Thammasat University
<u>Position in the Audit Firm</u>	Partner

Auditing Experiences

- United Overseas Bank (Thai) Public Company Limited
- Bank Of China (Thai) Public Company Limited
- Mizuho Bank, Ltd. Bangkok Branch
- Tisco Bank Public Company Limited
- JMT Network Services Plc.
- Knight Club Capital Asset Management Public Company Limited
- Tisco Securities Company Limited
- Advance Finance Public Company Limited
- S 11 Group Public Company Limited
- Ratchthani Leasing Public Company

<u>Experiences in providing Audit Services to the Company</u>	Nil
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Articles of Association of BKI Holdings Public Company Limited

(Relating to the General Meeting of Shareholders)

Chapter 5 General Meeting of Shareholders

Article 33 The shareholders' meeting of the Company shall be held at the location where the Company's head office is located or a nearby province.

The shareholders' meeting may be held via electronic media as prescribed in the law on electronic meetings, whereby the Company's head office shall be deemed to be the meeting venue.

Article 34 The Board of Directors shall arrange for a shareholders' meeting which is an annual ordinary general meeting of shareholders within 4 (four) months from the last day of the fiscal year of the Company.

Shareholders' meetings other than the one referred to previously shall be called extraordinary general meetings of shareholders.

Article 35 The Board of Directors may call an extraordinary general meeting of shareholders any time the Board considers it appropriate to do so.

Article 36 One or more shareholder(s) holding shares not less than 10 (ten) percent of the total number of shares sold may request in writing to 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 arrange a shareholders' meeting to be held within 45 (forty-five) days from the date of receipt of such request from the shareholders.

In the case the Board of Directors does not hold the meeting within the period of forty-five (45) days from the date of receipt of the letter from such shareholders, the shareholders who have signed their names or other shareholders who hold the required number of shares may convene a meeting by themselves within forty-five (45) days from the expiration of the period of forty-five (45) days from the date on which the board of directors is required to convene the shareholders' meeting. In such case, it shall be deemed that the shareholders' meeting has been convened by the Board of Directors, and the company shall be responsible for necessary expenses incurred from convening the meeting and provide reasonable facilitation.

In the case that it appears that the number of shareholders attending the shareholders' meeting convened by the shareholders under paragraph two is not sufficient to constitute a quorum as specified in Section 38, the shareholders under paragraph two shall be jointly responsible for compensating the company for the expenses incurred from convening that meeting

Article 37 In calling a shareholder meeting, the Board of Directors shall prepare a written notice calling the meeting that states the place, date, time, agenda of the meeting and the matters to be proposed to the meeting with reasonable details. Such notice shall be delivered to the shareholders and the Registrar for their information at least 7 (seven) days prior to the date of the meeting. The notice calling for the meeting shall also be published in a newspaper for 3(three) consecutive day at least 3 (three) days prior to the date of the meeting. The Company may advertise the notice via electronic means in accordance with the criteria prescribed by relevant laws and regulations or stipulated by the Share Registrar instead.

Article 38 In order constitute a quorum, there shall be not less than 25 (twenty-five) shareholders and proxies (if any) attending the shareholders' meeting, or not less than one-half of the total member of total shareholders, and in either case such shareholders shall hold shares in as aggregate of nor less than one-third of the total number of shares sold.

At any shareholders' meeting, if one hour has passed from the time specified for the meeting and the number of shareholders attending the meeting does not constitute a quorum as required, and if such shareholders' meeting was called as a result of a request by the shareholders, such meeting shall be cancelled. if such meeting was not called by a request of the shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to the shareholders not less than 7 (seven) days prior to the date of the meeting. In the subsequent meeting a quorum is not required.

Article 39 In the shareholder meeting, a shareholder may grant a proxy to another person to attend the meeting and vote on his/her behalf. The granting of a proxy must be in writing, signed by the grantor and made in the form prescribed by the registrar under the Public Limited Companies Act. The proxy must be given to the chairman of the board, or a person designated by the chairman at the meeting venue before the proxy attends the meeting and must contain at least the following items:

- (1) The number of shares held by the proxy.
- (2) The name of the proxy.
- (3) The meeting for which the proxy is authorized to attend and vote.

The authorization of a shareholder to another person to attend a meeting and vote on his/her behalf may be done electronically but must use a method that is secure and reliable to ensure that the authorization has been done by the shareholder, in accordance with the criteria specified by law or the registrar of public companies.

Article 40 The Chairperson of the Board of Directors is the chair of the meeting of shareholders. If the Chairperson of the Board of Directors is not present or is unable to preside over the meeting, the Vice-chairperson shall act as the meeting chair. If the Vice-chairperson is not present or is unable to preside over the meeting, the shareholders present at the meeting shall elect one of the shareholders to act as the meeting chair.

Article 41 In each vote, the number of votes for each shareholder is dependent on the number of shares in his possession. One share equals one vote. The open ballot is used, except when at least 5 shareholders have requested the secret ballot and the shareholders' meeting resolution approves it. A method of the secret ballot shall be conducted as prescribed by the meeting chair.

Article 42 The resolutions of the shareholders' meeting shall comprise the following votes:

- (1) For an ordinary case, a resolution shall require a simple majority of the total votes cast by shareholders present at the meeting. In the case of an equality of votes, the chairman of the meeting shall have an additional vote as a casting vote.
- (2) For the following cases, a resolution shall require the votes of not less than three-fourths of the total number of votes cast by the shareholders present and entitled to vote:
 - (a) The sale or transfer of whole or important parts of the Company to other persons.
 - (b) The purchase or acceptance of transfer of businesses of other companies or private companies to the Company.
 - (c) The making, amendment or cancellation of contracts relating to leading out the Company's businesses, wholly or certain important parts' the assignment to any other persons to manage the businesses of the Company or the consolidation of the businesses with other persons with an objective to share profit and loss.
 - (d) The amendment of the Company's Memorandum or Articles of Association.
 - (e) The increase or decrease of the registered capital of the Company
 - (f) The termination of the Company
 - (g) The issuing debentures of the Company
 - (h) The merger or liquidation of the Company
 - (i) The other actions as prescribed by law that must receive votes of not less than three-quarters (3/4) of the total number of votes of shareholders attending the meeting and having the right to vote

Article 43 The business to be accomplished at the annual general meeting of the shareholders are:

- (1) To acknowledge report of the Board of Directors which is presented to the meeting showing the Company's business operations during the past year.
- (2) To consider and approve balance sheet and profit and loss accounts.
- (3) To consider allocation of profits.
- (4) To elect directors to replace those who retire by the expiration of their terms.
- (5) To consider and approve the remuneration of directors
- (6) To elect the auditors and fix their remuneration.
- (7) Other business.

Proxy

In the Annual Ordinary General Meeting, if the shareholder prefers to appoint the Proxy or the Company's Independent Directors or the director as specified in provided proxy forms to be the proxy holder to attend the Meeting and vote on their behalf. The Department of Business Development, Ministry of Commerce, specified the three (3) proxy forms, as the announcement of the Department of Commercial Registration (No.5), B.E. 2550 as follows:

1. Form A. General Proxy Form
2. Form B. Proxy Form which clearly specified agenda
3. Form C. Proxy Form which used for foreign shareholders who have custodians in Thailand only

The Company provides the shareholders with **Proxy Form A and Form B**, as attached together with this invitation letter. (**Recommend using Form B**) The **Proxy Form C** can be downloaded from the Company's website: <https://www.bkihholdings.com/investor/Shareholder>. It is recommended that all shareholders and proxy holders declare all documents and evidence required prior to attending the meeting, and please acknowledge the documents required prior to attending the meeting. Please see the Guidelines for attending the Meeting **as detailed in the Attachment 8** and please fill in and sign the proxy form and the required supporting documents to the Company to the following address:

1. Bring the Original Copy at the meeting venue prior to the commencement of the meeting at the registration desk
2. Photographed image via E-mail: comsec@bkihholdings.com or
3. Submit the Original Copy by post: Company Secretary Office
The 5th floor of Bangkok Insurance Building,
25 Sathon Tai Road Bangkok 10120

If a shareholder prefers to appoint the Company's Independent Director to be the proxy holder, please see the Profile of Independent Director **as stated in the Attachment 9. The Independent Director Appointed to be a proxy of shareholders will have no conflict of interest in this meeting**, except in the agenda 6 - to approve the remuneration of the directors for the year 2025.

Profile of an Independent Director Appointed to be Proxy of Shareholders
not available to be presented in the Meeting



VDC Col Plengsakdi Prakaspesat

Address	442 Phasukkasem Village 4/1, Soi Pattanakarn 63, Kwang Pravet, Pravet District, Bangkok 10250		
Date of Birth	November 18, 1942	Age	82
Nationality	Thai	Status	Married
Occupation/Position	Senior Advisor, Thai Central Chemical Public Co., Ltd.		
Place of Work	801-806, 809-810, 8th Floor, Mitrtown Office Tower 944 Rama 4 Road, Wangmai, Pathumwan, Bangkok 10330		

Educational Background/Training Courses

- Graduate in Commerce from Ross College (Dublin), Ireland (1964)
- Ph.D. (Honoris Causa) on Mass Communication, Ramkhamhaeng University (1992)
- Ph.D. (Honoris Causa) on Arts, Rajabhat Institute Lampang (2001)
- Honorary Doctor of Philosophy Degree (Agricultural Research & Development), Kasetsart University (2023)
- Certificate of the Course for Top Executives, The Association for Overseas Technical Scholarship (AOTS), Japan
- The Joint State – Private Sector Class 1/1989, The National Defence College of Thailand
- AC Hot Update, The Federation of Accounting Professions (2017)
- Risk Culture for Directors and Senior Executives of Non-Life Insurance Businesses, Office of the Insurance Commission

Thai Institute of Directors Association (IOD) Training Courses

- Director Accreditation Program (DAP) Class 27/2003
- The Characteristics of Effective Directors Class 1/2006
- Audit Committee Program (ACP) Class 17/2007

Position/Experience in Listed Companies

September 11, 2023 – Present	Independent Director, BKI Holding Public Co., Ltd.
September 22, 2023 – Present	Chairman of the Audit Committee, BKI Holding Public Co., Ltd.
1997 – Present	Senior Advisor, Thai Central Chemical Public Co., Ltd.

Position/Experience in Non-Listed Companies

November 16, 2005 – Present	Chairman of the Audit Committee, Bangkok Insurance Public Co., Ltd.
April 7, 1999 – Present	Independent Director, Bangkok Insurance Public Co., Ltd.
August 11, 2017 – November 9, 2018	Chairman, Bangkok Insurance Public Co., Ltd.
2004 – 2005	Director of Remuneration and Nomination Committee, Bangkok Insurance Public Co., Ltd.
1999 – 2005	Audit Committee Member, Bangkok Insurance Public Co., Ltd.
September 2009 – Present	Territorial Volunteer Defense Corps Colonel and Vice President of the Foundation of The Volunteer Defense Under the Royal Patronage of Her Majesty The Queen
2001 – Present	Advisor, United Flour Mill Public Co., Ltd.
2010 – 2019	Member Experts of Fertilizer Committee, The Ministry of Agriculture and Cooperatives
1980 – 2001	Vice Chairman, United Flour Mill Public Co., Ltd.
1978 – November 2018	Independent Director and Member of the Audit Committee, Industrial and Commercial Bank of China (Thai) Public Co., Ltd.
2005 – April 2010	Member of the Compensation and Corporate Governance Committee, ACL Bank Public Co., Ltd.
2005 – June 2010	Independent Director and Member of the Audit Committee, ACL Bank Public Co., Ltd.

1987 – 2015	Qualified Committee, Assumption University
1984 – 2006	Honorary Chairman, Asia Pacific Potash Corporation Ltd.
1997 – 2005	Corporate Chairman, MC. Industrial Chemical Co., Ltd.

Profile related to BKI Holdings Public Company Limited (BKIH)

*** Position**

- | | |
|--------------------|--|
| - <u>Director</u> | - Independent Director (Appointed on September 11, 2023)
(The definition of Independent Director as defined herein) |
| | - Chairman of the Audit Committee
(Appointed on September 22, 2023) |
| - <u>Executive</u> | - None - |

*** Number of years holding a director's position in BKIH**

- 2 years (from September 11, 2023 - present)

*** BKIH Shareholding**

- None -

*** Legal Dispute**

- No legal dispute during the past 5 years -

*** Position in other Company**

Position in other Listed Company 1 Listed Company as follows:

1. Senior Advisor, Thai Central Chemical Public Co., Ltd.

Position in other Organization (Non-listed Company) 3 Organizations as follows:

1. Independent Director and Chairman of the Audit Committee, Bangkok Insurance Public Co., Ltd.
2. Territorial Volunteer Defence Corps Colonel and Vice President of the Foundation of The Volunteers Defence Under the Royal Patronage of Her Majesty the Queen
3. Advisor, United Flour Mill Public Co., Ltd.

*** Being directors or executives in other businesses with potential conflicts of Interest or business competition with the Company**

- None

*** Meeting Attendance**

Meeting / Year	No. of Attendance (times)	No. of Invitation (times)
- <u>Board of Directors' Meeting</u> 2024	5	5
- <u>Audit Committee's Meeting</u> 2024	4	4
- <u>Meeting with the Company's External Auditor</u> 2024	2	2
- <u>Annual Ordinary General Meeting of Shareholders</u> No. 1 (year 2024)	1	1

Conflicts of Interest in this AGM No.2:

- None, except in Agenda 6, approval the director's remuneration for the year 2025.

Profile of an Independent Director Appointed to be Proxy of Shareholders
not available to be presented in the Meeting



Miss Potjanee Thanavaranit

Address	178/1 Soi Phahonyothin 30, Phahonyothin Road, Chan Kasem Subdistrict, Chatuchak District, Bangkok 10900		
Date of Birth	September 13, 1946	Age	78
Nationality	Thai	Status	Single

Educational Background/Training Courses

- M.B.A., Syracuse University, New York, U.S.A.
- B.B.A. (Accounting), Chulalongkorn University
- Certificate of Advanced Course in General Insurance, Swiss Insurance Training Center, Switzerland
- Certificate of Advanced Management Program, Australian Management College, Australia
- Certificate of Executive Development Program Class 18, Office of the Civil Service Commission
- National Defence College, Class 42
- Certificate of Top Executive Program Class 8, Capital Market Academy
- Certificate of Top Executive Program in Commerce and Trade Class 3, Commerce Academy
- Advanced Security Management Program Class 2, The National Defence College of Thailand
- LED-Environmental, Social and Governance Essential Singapore Institution of Director (25/10/2022)
- THE CAMBRIDGE - EARTH ON BOARD –BOARD DIRECTOR PROGRAMME
For directors of ThaiBev group of companies

Thai Institute of Directors Association (IOD) Training Courses

- IT Governance Program (ITG) Class 2/2016
- Director Certification Program Update (DCPU) Class 1/2014
- Anti – Corruption for Executive Program (ACEP) Class 7/2013
- Advanced Audit Committee Program (AACP) Class 10/2013
- Financial Institutions Governance Program (FGP) Class 2/2011
- Audit Committee Program (ACP) Class 32/2010
- Role of the Compensation Committee Program (RCC) Class 4/2007
- Role of the Chairman Program (RCP) Class 13/2006
- Director Certification Program (DCP) Class 17/2002
- Director Leadership Certification Program (DLCP) Class 0/2021
- Board Nomination and Compensation Program (BNCP) Class 11/2021
- Risk Management Program for Corporate Leaders (RCL) Class 25/2021

Position/Experience in Listed Companies

September 11, 2023 – Present	Independent Director, BKL Holding Public Co., Ltd.
September 22, 2023 – Present	Audit Committee Member, BKL Holding Public Co., Ltd.
July 7, 2020 – Present	Independent Director and Chairman of the Audit Committee, Thai Reinsurance Public Co., Ltd.
2014 – 2020	Independent Director and Audit Committee Member Thai Reinsurance Public Co., Ltd.
2012 – 2014	Director of the Remuneration and Nominating Committee Thai Reinsurance Public Co., Ltd.
March 27, 2023 – Present	Independent Director and Chairman of the Audit Committee, Berli Jucker Public Co., Ltd.
November 14, 2017 – March 26, 2023	Independent Director and Chairman of the Risk Committee, Berli Jucker Public Co., Ltd.
June 2009 – March 21, 2016	Independent Director, Berli Jucker Public Co., Ltd.
Present	Independent Director and Chairman of the Board (Independent Director), Audit Committee Member and Chairman of the Compensation & Nominating Committee, Univentures Public Co., Ltd.
2014 - November 18, 2023	Chairman of the Remuneration Committee, Chairman of the Good Governance Committee, OISHI Group Public Co., Ltd.
2009 - November 18, 2023	Independent Director and Audit Committee Member, OISHI Group Public Co., Ltd.

April 8, 2010 - April 28, 2022	Independent Director and Chairman of the Audit Committee, Bank of Ayudhaya Public Co., Ltd.
April 2016 – November 2017	Independent Director and Chairman of the Audit Committee, Big C Supercenter Public Co., Ltd.

Position/Experience in Non-Listed Companies

February 27, 2007 – Present	Independent Director, Bangkok Insurance Public Co., Ltd.
March 1, 2007 – Present	Audit Committee Member, Bangkok Insurance Public Co., Ltd.
November 26, 2021 – Present	Chairman of the Audit Committee, Chairman of Sustainability and Risk Management Committee, Director of the Remuneration and Nominating Committee and Lead Independent Director, Thai Beverage Public Co., Ltd., listed in Singapore Exchange (SGX)
	February 1, 2019 – November 25, 2021 Director of the Audit Committee, Thai Beverage Public Co., Ltd., listed in Singapore Exchange (SGX)
	January 31, 2018 – Present Independent Director, Thai Beverage Public Co., Ltd., listed in Singapore Exchange (SGX)
March 2020 – Present	Chairman of the Public-Sector Audit and Evaluation Committee, Office of the Anti-Corruption Commission (ONACC)
February 27, 2018 – Present	Honorary Member of University Council, Mae Fah Luang University
June 26, 2017 - May 31, 2023	Vice Chairman, The Thai Institute of Directors Association (IOD)
	May 29, 2017 – May 31, 2023 Director
October 2006 - Present	Member of the Council of State
March 24, 2017 – August 2020	Qualified Member of the Committee, The Thai Investors Association
2007 – June 2020	Qualified Member of the Committee, The Federation of Thai Insurance Organization
October 2, 2014 – September 6, 2015	Member of the National Reform Council
April 2010 – July 2013	Director, BJC Logistics and Warehouse Co., Ltd
November 2008 – March 2013	Chairman of the Public-Sector Audit and Evaluation Committee for Ministry of Commerce
October 2006 – March 2008	Second Vice – President of the National Legislative Assembly
October 2006 – February 2008	Adviser to the Commerce Ministry
September 2006 – February 2008	Economic Adviser, the Council for National Security

2005 – May 2011	Sub Commissioner, the Sub – Commission on the Development and Promotion of Public Organization and other Organizations under Governmental Supervision, the Public-Sector Development Commission
2002 – 2007	Chairman, Thailand Insurance Institute
2001 – August 2008	Member of the Financial Institution Policy Committee, the Bank of Thailand
2001 – 2006	Director – General, Department of Insurance, Ministry of Commerce
1999 – 2001	Inspector – General, Ministry of Commerce
1994 – 1999	Deputy Director General, Department of Insurance, Ministry of Commerce

Profile related to BKI Holdings Public Company Limited (BKIH)

*** Position**

- | | |
|--------------------|--|
| - <u>Director</u> | - Independent Director (Appointed on September 11, 2023)
(The definition of Independent Director as defined herein) |
| | - Director of the Audit Committee
(Appointed on September 22, 2023) |
| - <u>Executive</u> | - None - |

*** Number of years holding a director's position in BKIH**

- 2 years (from September 11, 2023 - present)

*** BKIH Shareholding**

- None -

*** Legal Dispute**

- No legal dispute during the past 5 years -

*** Position in other Company**

Position in other Listed Company 3 Listed Companies as follows:

1. Independent Director and Chairman of the Audit Committee, Thai Reinsurance Public Co., Ltd.
2. Independent Director and Chairman of the Audit Committee, Berli Jucker Public Co., Ltd.
3. Independent Director and Chairman of the Board (Independent Director), Audit Committee Member and Chairman of the Compensation & Nominating Committee, Univentures Public Co., Ltd.

Position in other Organization (Non-listed Company) 5 Organizations as follows:

1. Independent Director and Director of the Audit Committee, Bangkok Insurance Public Co., Ltd.
2. Chairman of the Audit Committee, Chairman of Sustainability and Risk Management Committee, Director of the Remuneration and Nominating Committee and Lead Independent Director, Thai Beverage Public Co., Ltd., listed in Singapore Exchange (SGX)
3. Chairman of the Public-Sector Audit and Evaluation Committee, Office of the Anti-Corruption Commission (ONACC)
4. Honorary Member of University Council, Mae Fah Luang University
5. Member of the Council of State

*** Being directors or executives in other businesses with potential conflicts of Interest or business competition with the Company**

- None

*** Meeting Attendance**

Meeting / Year	No. of Attendance (times)	No. of Invitation (times)
- <u>Board of Directors' Meeting</u> 2024	5	5
- <u>Audit Committee's Meeting</u> 2024	4	4
- <u>Meeting with the Company's External Auditor</u> 2024	2	2
- <u>Annual Ordinary General Meeting of Shareholders</u> No. 1 (year 2024)	1	1

Conflicts of Interest in this AGM No.2:

- None, except in Agenda 6, approval the director's remuneration for the year 2025.

The Guideline for the Meeting Attendance

1. Documents required prior to attending the meeting

To facilitate the registration procedure, it is recommended that all shareholders and proxy holders kindly prepare the required registration documents, including the **Registration Form (with Barcode)**, prior to attending the meeting as follows:

1.1 Self-Attending

Each individual shareholder attending the Meeting is required to kindly show up at the registration desk and to identify him/her by submitting the valid identification card or government official identification card or passport (for non-Thai nationality) for registration. In case the shareholders have changed his/her name and/or surname (if any), please submit the document certifying name/surname changing also.

1.2 Proxy

The proxy holders are requested to kindly show up at the registration desk as earliest as possible in order that the Company shall be able to timely verify the completeness of the required documents. In addition, the proxy holder is required to identify him/her by submitting the valid identification card or government official identification card or passport (in the event that the proxy holder is non-Thai nationality) for registration and submits the Proxy Form as attached to this invitation letter (please see the Guideline for Proxy Assignment as specified in Item 2.) and submits these following documents:

1.2.1 In the event that the grantor is an ordinary person

A copy of the valid identification card or government official identification card or passport (in the event that the grantor is non-Thai nationality) of the grantor with certified true copy by the grantor. In case the grantor has changed his/her name and/or surname (if any), please submit the document certifying name/surname changing also.

1.2.2 In the event that the grantor is a juristic person

(1) A copy of the valid identification card or government official identification card or passport (in the event that the authorized representative(s) is non-Thai nationality) of the authorized representative(s) of the juristic person with certified true copy by the authorized representative(s). In case the authorized representative(s) has changed his/her name and/or surname (if any), please submit the document certifying name/surname changing also.

(2) A copy of the company affidavit or other identification of its legal entity status issued by the Ministry of Commerce or government authority which issued not more than 6 months prior to the Meeting date by the Registrar Office with certified true copy by the authorized representative(s).

(3) In the event that the grantor who is a foreigner as registered in the registration book who has custodian in Thailand and grant custodian as a proxy by using Proxy Form C., the evidence to be enclosed additional with the proxy form are:

a) A copy of the company affidavit or other identification of custodian issued by the Ministry of Commerce or government authority which issued not more than 1 year prior to the Meeting date by the Registrar Office with certified true copy by the authorized representative(s) of the custodian

b) A copy of the valid identification card or government official identification card or passport (in the event that the authorized representative(s) is non-Thai nationality) of the authorized representative(s) of the custodian with certified true copy by the authorized representative(s)

c) A Power of Attorney from shareholder authorizes a custodian to sign the Proxy Form on behalf of the shareholder

d) A Letter of Certification to certify that the signer in the Proxy Form have permitted to act as a custodian

2. Guideline for Proxy Appointment

2.1 A shareholder must authorize only one proxy holder to attend the meeting and cast the vote, or appoint the company's independent director or the director as specified in provided proxy forms to be the proxy holder by using the proxy form attached to the notice of Shareholders' Annual General Meeting.

2.2 Shareholders who are not foreign shareholders appointing custodian in Thailand as their proxy shall complete either Proxy Form A or Form B (Recommended to use form B). Foreign shareholders appointing custodian in Thailand as their proxy may choose to use either Proxy Form A, Form B or Form C. In any case, each shareholder shall complete only one of the above Proxy Form.

2.3 A shareholder shall not split his/her vote, with the exception of foreign shareholder appointing custodian in Thailand using proxy form C.

2.4 A shareholder and a proxy holder shall completely fill out and sign the proxy form, and also initial such deleting, changing or alteration (if any).

2.5 The proxy form should affix duty stamp of Baht 20 and specify the date of proxy form across such stamp duty to validate the legality.

2.6 Any original document which is not made in Thai or English is required to translate into English and certified true copy by the shareholder or authorized director(s) of such juristic person.

2.7 The documents mentioned above which have been made at the other country outside Thailand shall be certified by the Thai Consulate, or the notary public, or other competent persons legally authorized by local laws of such country to certify the signature of such authorized director(s).

2.8 A proxy form together with documents required prior to attending the meeting, which is completely filled out and signed, shall be submitted to the Company as detailed in Item 1.

3. Voting Conditions

3.1 Voting Regulation

(1) Each shareholder shall have the voting rights equal to the number of shares held by such shareholder (one share one vote) to approve, disapprove or abstain in each agenda and cannot split his/her vote, except for foreign shareholders appointing Custodian in Thailand using Proxy Form C.

(2) In case of proxy form, if the grantor did not specify the authorization or the authorization is unclear for any of the agenda, the proxy holder shall have the right to consider and vote on such agenda on behalf of the shareholder.

3.2 Voting Procedures

The Chairman shall inform the meeting of the voting procedures as follows:

(1) The Chairman will propose the meeting to cast the vote for each agenda by asking whether any shareholders agree, disagree, or abstain.

(a) A shareholder or proxy holder of Proxy Form A. wishing to disapprove or abstain in any agenda, please raise his/her hand for voting and then shall vote in the ballot paper provided during registration, by marking in only one choice, either approve, disapprove, or abstain. If there is no shareholder or proxy holder raising his/her hand, it shall be deemed that all shareholders cast their votes to approve in each agenda.

(b) For proxy holder of Proxy Form B and Form C, where the proxy holder must cast the votes in accordance with the shareholders' instruction, the Company shall count and record the votes as specified by the shareholder. In cases where the grantor did not specify the authorization or the authorization is unclear for any of the agenda, the proxy holder shall have the right to consider and vote on such matter on behalf of the shareholder as appropriate.

(2) The vote by pool is demanded by at least 5 shareholders and approved by the Meeting. The chairman shall set up the procedure for pool and notify to the Meeting before entitling the vote by pool on such agenda.

3.3 Resolution of the Meeting

The resolution of shareholder's meeting consists of the following vote:

- General case: the resolution shall normally require by a majority of votes. In the case of an equality of votes, the Chairman of the meeting shall have an additional vote as casting vote.

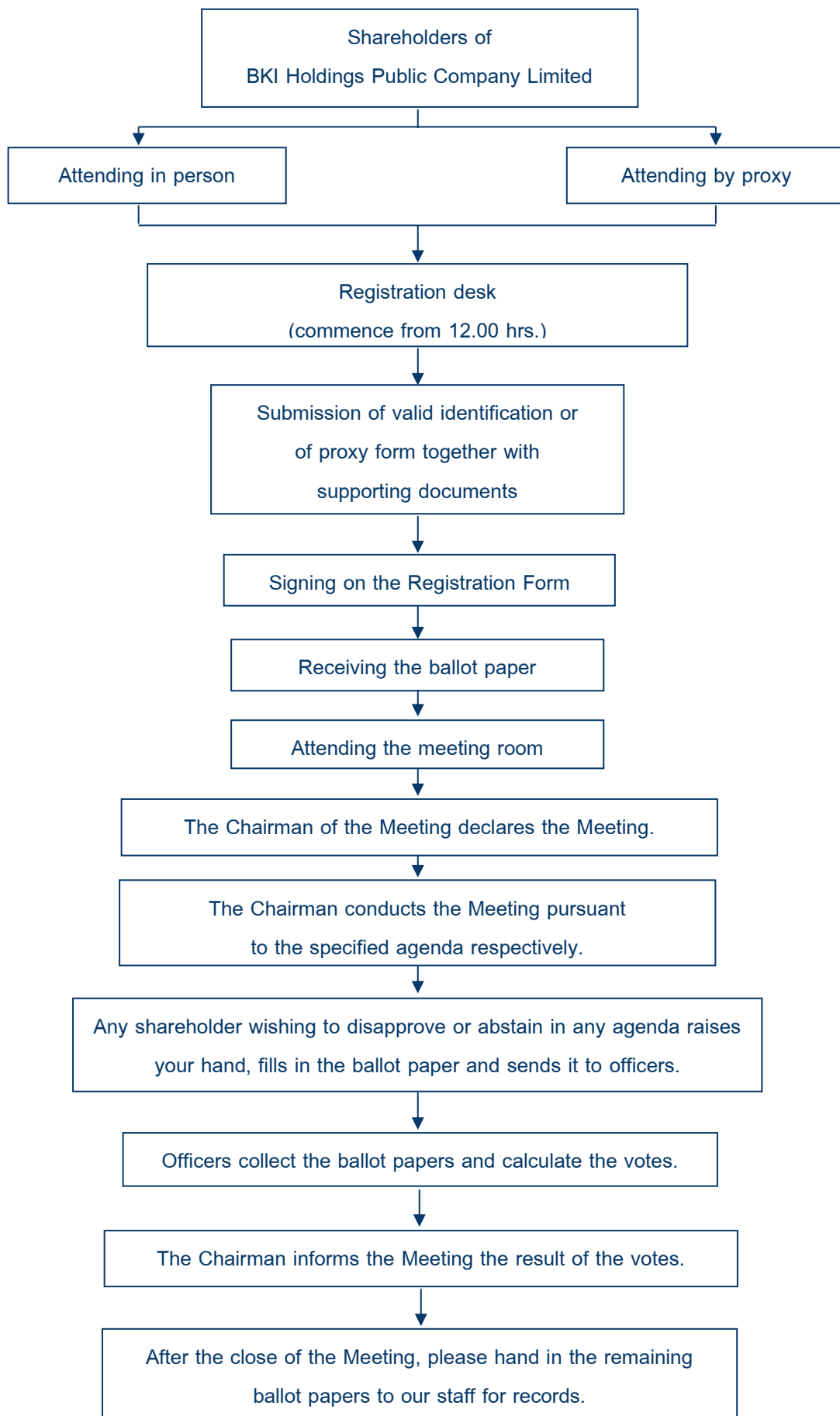
- Other case which the laws or the Company's Articles of Association provided otherwise: the resolution shall be in accordance with such laws, regulations and/or Company's Memorandum of Association, which the Chairman notify the meeting before voting on each agenda

The Chairman may solicit the shareholder who has a conflict of interest in each agenda to leave the meeting for a moment and cannot vote on such agenda.

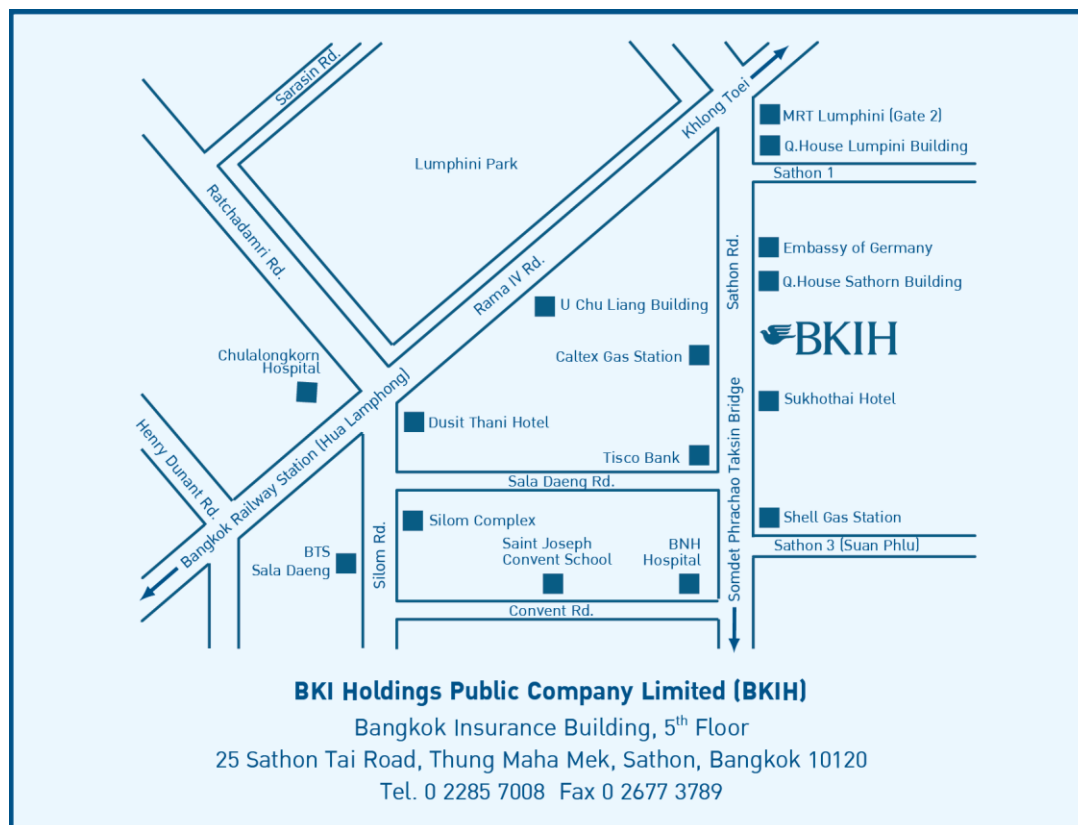
3.4 Counting and Announcement of the vote

The Chairman shall announce the results of the vote count when the vote count shall be completely done.

The Meeting Procedures



Map of the Meeting Venue



BKI Holdings Public Company Limited
Telephone 02-285-7008 <http://www.bkiholdings.com>

Company Secretary Office
Tel: 02-285-7320-22 or comsec@bkiholdings.com