



## Invitation to the 2025 Annual General Meeting of Shareholders (No.76)






**Allianz Ayudhya Capital Public Company Limited**  
**Tuesday, April 29, 2025 at 14.00 hours**

**Meeting Type:**  
**Electronic Meeting (E-AGM)**

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No. LorBor 68/004

March 29, 2025

Subject: Invitation to the 2025 Annual General Meeting of Shareholders (No. 76) via Electronic Method (E-AGM)

To: Shareholders  
Allianz Ayudhya Capital Public Company Limited

- Attachment:
1. 2024 Annual Registration Statement/Annual Report (Form 56-1 One Report) through QR code, and a copy of Audited Financial Statements for the Year Ended December 31, 2024;
  2. Brief personal profiles of individuals nominated as Directors to replace Directors of the Company who are retired by rotation;
  3. Profile of nominated auditors for the year 2025;
  4. Profile of Independent Directors for proxy holders;
  5. The Company's Articles of Association in relation to the 2025 Annual General Meeting of Shareholders;
  6. Explanation on the appointment of proxy holders, registration process, registration documents, vote casting and counting, and meeting procedure (E-AGM); and
  7. Proxy Form B and Form C

Notice is hereby given by virtue of the resolution of the Board of Directors of Allianz Ayudhya Capital Public Company Limited ("the Company"), at its meeting No. 1/2025 held on February 25, 2025, to convene the 2025 Annual General Meeting of Shareholders via electronic method ("**E-AGM**") on **Tuesday, April 29, 2025 at 1400 hours** in accordance with the laws and regulations relating to electronic meetings with live broadcast from the Head Office Building of the Company, to determine the list of shareholders who are entitled to attend the E-AGM (Record Date) on March 14, 2025, and to consider the matters under the agenda together with the opinions of the Board of Directors as follows:

**Agenda 1      To Acknowledge the Board of Directors' Report on 2024 Operating Results**

Facts and Rationale: The Board of Directors has summarized the Directors' Report on the Company's performance and significant changes for the year 2024, which forms part of the Company's 2024 Annual Registration Statement / Annual Report (Form 56-1 One Report) delivered to the Company's shareholders together with this Invitation to the 2025 Annual General Meeting and can be found in **Attachment No.1**.

Board of Directors' Opinion: The Board considers it appropriate to propose to the 2025 Annual General Meeting for its acknowledgement the 2024 operating results and other information of the Company.

Voting: This Agenda is for shareholders' acknowledgement and voting is not required.

**Agenda 2**      **To Consider Approving the Audited Financial Statements for the Year Ended December 31, 2024, together with the Auditor's Report**

Facts and Rationale: Section 112 of the Public Limited Company Act B.E. 2535, as amended (the "PLCA"), prescribes that the Company shall prepare the annual financial statements as of the last day of the accounting period of the Company and that they have been audited by the auditor prior to submission to the Annual General Meeting for consideration and approval. The statement of financial position as of December 31, 2024, the statement of comprehensive income, statement of changes in equity, and statement of cash flow for the year 2024, which were approved by the Audit Committee and audited and certified by the Company's auditor, are presented in the 2024 Form 56-1 One Report delivered to all shareholders together with this Invitation to the 2025 Annual General Meeting and can be found in **Attachment No. 1**.

Board of Directors' opinion: The Board considers it appropriate to propose that the 2025 Annual General Meeting of Shareholders consider and approve the financial statement for the year ended December 31, 2024, the statement of comprehensive income, statement of changes in equity, and statement of cash flow for the year 2024, which were approved by the Audit Committee and audited and certified by the Company's auditor.

Voting: The resolution for this Agenda requires a majority vote of shareholders attending the meeting and casting their votes. (Article 39 of the Company's Articles of Association, which can be found in **Attachment No. 5**)

**Agenda 3**      **To Consider Approving the Appropriation of Profit from 2024 Operating Results and Dividend Payment**

Facts and Rationale: The Company has a policy to pay dividends of not less than 60% of net profit each year based on the operating results set forth in the consolidated financial statements and the resolution at the shareholders' meeting. Therefore, the Company can pay dividends to shareholders under Section 115 and Section 116 of the Public Limited Companies Act, B.E. 2535 (1992) (as amended) (the "PLCA") and Article 44 of the Company's Articles of Association, which prohibit payment of dividends out of funds other than profit, and require the Company to allocate part of its annual net profit as reserve fund until this reserve is not less than the rate specified by law. However, such dividend payment is subject to the approval of the Shareholders' Meeting. The Board of Directors may decide to pay interim dividend to its shareholders that must be reported to the shareholders in the next meeting of shareholders.

According to the Company's consolidated financial statements for the year ended December 31, 2024, the Company had net profit in the amount of THB 714,750,414 (seven hundred fourteen million seven hundred fifty thousand forty four Bath) or 1.84 Baht/share and in the separated financial statements the company's net profit amounted to THB 1,016,102,848 (One billion sixteen million one hundred two thousand eight hundred forty eight Baht) or 2.61 Baht/share. The Company's financial statements ended December 31, 2024 are presented in the 2024 Form 56-1 One Report/Annual Report delivered to all shareholders together with this Invitation to the 2025 Annual General Meeting of Shareholders (E-AGM) and can be found in **Attachment No 1**.

## Information on Dividend Payment

On September 12, 2024, The Company had paid the interim dividend from net profit for the period January 1, 2024 to June 30, 2024 approved by Board of Directors' resolution on August 13, 2024 of THB 0.90 per share, amounting to THB 350,340,238. Below is a comparison of dividend distribution in the year 2024 with the previous years:

Details of Dividend Payment		2024	2023	2022
1.	Net profit from consolidated financial statements (Baht)	714,750,414	933,001,999	1,004,725,342
2.	Number of ordinary shares			
2.1	Number of ordinary shares paid for interim dividend	389,266,931	389,266,931	389,266,931
2.2	Number of ordinary shares paid for Annual dividend	389,266,931	389,266,931	389,266,931
3.	Total dividend payment for the performance of the year (Baht/share)	2.57	2.57	5.40
3.1	Interim Dividend	0.90	0.90	5.14
3.2	Annual Dividend	1.67	1.67	0.26
4.	Total Dividend Payment (Baht)	1,000,416,013	1,000,416,013	2,102,041,427
5.	Proportion of dividend on consolidated net profit (Percent)	139.97	107.22	209.22

Board of Directors' opinion: Approved to propose to the 2025 AGM of Shareholders to consider and approve the dividend payment for the year 2024 from the Company's net profits at the rate of THB 1.67 per share, amounting to THB 650,075,775. The total amount of the dividends for the 2024 net profits for the period January 1, 2024 to December 31, 2024 is THB 2.57 per share, amounting to THB 1,000,416,013 and the total dividend payout ratio is in line with the Company's dividend policy. Since the Company had paid the interim dividend on September 12, 2024, from net profit for the period January 1, 2024 to June 30, 2024 approved by Board of Directors' resolution on August 13, 2024 of THB 0.90 per share, amounting to THB 350,340,238. Therefore, the Company will pay the remaining dividend, subject to the approval by the 2025 AGM of Shareholders, at THB 1.67 per share, amounting to THB 650,075,775 and the Record Date to determine names of shareholders who will be entitled to the dividend payment for the year 2024 is May 8, 2025.

Voting: The resolution for this Agenda requires a majority vote of shareholders attending the meeting and casting their votes. (Article 39. of the Company's Articles of Association)

### **Agenda 4**      **To Consider Electing the Directors to Replace those Retiring by Rotation**

Fact and Rationale: Pursuant to Section 71 of the Public Limited Company Act B.E. 2535 (1992) (as amended) (the "PLCA") and Article 19 of the Company's Articles of Association, at every annual general meeting, one-third (1/3) of the directors, or, if their number is not a multiple of three, then the number nearest

to one-third (1/3), shall retire from office. A retiring director may be re-elected by the meeting of the shareholders.

The following five (5) Directors are due to retire this year:

- |    |                            |   |
|----|----------------------------|---|
| 1. | Dr. Jamlong Atikul         | Independent Director, Chairman of Board of Directors      |
| 2. | Ms.Nopporn Tirawattanagool | Director and Nomination and Remuneration Committee Member |
| 3. | Mr. Teh Kim Leng           | Director  |
| 4. | Mr. Kittti Pintavirooj     | Director  |
| 5. | Mr. Poh Heon Eng           | Director  |

The Company invited shareholders to nominate a qualified candidate for a directorship and propose agenda items for the AGM from November 22, 2024 to January 31, 2025 through the Company's website and the Stock Exchange of Thailand channel. Despite the invitation, no proposals for qualified candidates or agenda items were proposed.

The Nomination and Remuneration Committee undertook nomination procedures by duly considering the qualifications of the directors according to the PLCA and the Notifications of the Office of Securities and Exchange Commission (the "SEC"), the Company's Fit and Proper Policy to ensure that the qualification, wisdom, talent, experience and expertise and appropriateness to be of utmost benefit of the Company to serve as the Company's Board of Directors. The NRC (excluding the Director having interests therein who shall abstain from voting) has duly reviewed and proposed to approve the reappointment of the 5 retiring Directors to be the Company's Directors for another term.

Information of individuals nominated as the Directors to replace Directors retired by rotation of the Company was delivered to the Company's shareholders together with this invitation to the 2025 Annual General Meeting of Shareholders and can be found in **Attachment No. 2.**

Below is the 2024 record of each director, attending the board of directors' meetings.

No.	Name	Type of Director	Position	Meeting attendance in 2024				
				Board	AC	NRC	CG	AGM
1.	Dr. Jamlong Atikul	Independent Director	Chairman	4/4	1/1	-	-	1/1
2.	Miss Nopporn Tirawattanagool	Non-Executive Director	Director	4/4	1/1	4/4	4/4	1/1
3.	Mr. Teh Kim Leng	Non-Executive Director	Director	3/4	1/1	-	-	1/1
4.	Mr. Poh Heon Eng	Authorized Director Non-Executive Director	Director	4/4	1/1	-	-	1/1
5.	Mr. Kittti Pintavirooj	Authorized Director, Non-Executive Director	Director	4/4	1/1	-	-	1/1

**Board of Directors' Opinion:** Considers it appropriate to propose that the Board of Directors, excluding the Directors with conflict of interest in the agenda, has deliberately considered qualifications of each candidate and approved as proposed by the Nomination and Remuneration Committee to propose to the 2025 Annual

General Meeting of Shareholders to consider and re-elect the following five (5) retiring Directors to serve as the Company's Directors for another term.

- |    |                             |   |
|----|-----------------------------|---|
| 1. | Dr. Jamlong Atikul          | Independent Director, Chairman of Board of Directors  |
| 2. | Ms. Nopporn Tirawattanagool | Director and Nomination and Remuneration Committee Member and Corporate Governance Committee Member |
| 3. | Mr. Teh Kim Leng            | Director  |
| 4. | Mr. Kittipintavirooj        | Director  |
| 5. | Mr. Poh Heon Eng            | Director  |

Voting: The resolution for this Agenda requires that each of the individuals nominated as Director to replace the Directors who retire by rotation receive the approval of the meeting by a majority vote of shareholders attending the meeting and casting their votes. (Article 18 of the Company's Articles of Association)

#### **Agenda 5      To Consider Approving the Directors' Remuneration for the Year 2025**

Fact and Rationale: According to Section 90 of Public Limited Company Act and Article 24 of the Company's Articles of Association that the director's remuneration must be approved by the resolution of the shareholders meeting, the Board has a policy to determine the remuneration for the Directors and Sub-Committee members at the appropriate rate, taking into account various factors as follows:

1. Duty and responsibility of each Director
2. Remuneration rate of other companies in the same industry
3. Remuneration rate of other listed companies in the Stock Exchange of Thailand (SET)
4. Business expansion and growth in Company's profit
5. Other factors

The Company's Nomination and Remuneration Committee has thoroughly considered and determined that the remuneration for the Directors is in compliance with Allianz Fit & Proper Policy that applies to all Allianz Global and Allianz's operating entities and by comparing the above-mentioned rate with the rate of other companies in the same industry taking into account the duty and responsibility of each Director, including business expansion and growth in company's profit.

The Board has considered as proposed by the Nomination and Remuneration Committee the amendment of the scheme of the Directors' Remuneration and Bonus to align with Allianz Fit & Proper Policy that applies to all Allianz Global and Allianz's operating entities. For 2025, the Attendance Fee shall be increased from THB. 20,000 per meeting to THB. 30,000 per meeting and all members shall receive a maximum of 4 attendances a year and shall be paid quarterly. Furthermore, the total amount of the remuneration for members of Board and other Sub-Committees for the year 2025 shall be at amount not more than THB 10,000,000, which is THB. 1,000,000 lower than the previous year. Besides the cash remuneration proposed herein, the Directors shall not receive any other remuneration whether it is benefits or in-kind remuneration, as follows:

Directors' Remuneration	2025* (year of proposal)	2024	2023
	Not more than THB 10,000,000	Not more than THB 11,000,000	Not more than THB 11,000,000

\* Change from previous year and no other remuneration whether it is benefits or in-kind remuneration

#### Directors' Remuneration consists of

- 1) A monthly retainer fee:

	2025	2024	2023
Chairman of the Board	40,000	40,000	40,000
Director of the Board	30,000	30,000	30,000

- 2) Attendance fee:

	2025*	2024	2023
All Directors	30,000	20,000	20,000

\*Remark: All members shall receive a maximum of 4 attendances a year and shall be paid quarterly.

- 3) In addition to monthly retainer fee, remuneration for Sub-Committee's members would be paid for all positions of Sub-Committee's members including the Audit Committee, Nomination and Remuneration Committee and Corporate Governance Committee:

	2025	2024	2023
Chair of Sub-committee	22,500/month	22,500/month	22,500/month
Director of the Board	12,500/month	12,500/month	12,500/month

- 4) Annual Bonus (to be calculated in proportion to the period of each Director's service subject to annual review and shareholders' approval):

	2025	2024	2023
Chairman of the Board	912,000	912,000	912,000
Director of the Board	433,000	433,000	433,000

- 5) Other benefits – None –

Members of the Board who are also members of the Board of Management of the Company, or employee of Allianz, Company's subsidiary or affiliate or under Management under Allianz Fit & Proper Policy are not compensated to avoid a conflict of interest.

Board of Directors' Opinion: approved to propose the 2025 Annual General Meeting of Shareholders (No.76) to consider the remuneration of the Company's Directors and Sub-Committee members for the year 2025 at the amount not more than Baht 10,000,000 (Ten million Baht), as mentioned above.



Voting: The resolution for this Agenda requires a vote of not less than two-thirds (2/3) of the total number of votes of shareholders attending the meeting. (Article 38 of the Company's Articles of Association and Section 90 of Public Limited Company Act).

**Agenda 6 To Consider Approving the Auditors, and Determining the Auditors' Remuneration for the Year 2025**

Facts and Rationale: In compliance with Section 120 of the PLCA which prescribes that the Annual General Meeting of shareholders shall appoint an auditor and determine the remuneration of the auditor of the Company every year; in appointing the auditor, the former auditor may be re-appointed.

Further to the proposal by the Audit Committee, the Board has recommended that the following auditors from PricewaterhouseCoopers ABS Ltd. (PwC):

- Ms. Sakuna Yamsakul Certified Public Accountant Registration No. 4906 or;
- Mr. Paiboon Tunkoon Certified Public Accountant Registration No. 4298 or;
- Mr. Boonlert Kamolchanokkul Certified Public Accountant Registration No. 5339 or;
- Ms. Sinsiri Thangsombat Certified Public Accountant Registration No. 7352

be appointed as the Company's auditor for the year 2025 (sixth 6<sup>th</sup>) year) for the Company. In the event any of those auditors are unable to perform their duties, PricewaterhouseCoopers ABS Ltd. (PwC) is authorized to assign any of its auditors to perform the audit and express an opinion on the Company's financial statements in his/her place.

The auditor's fee for the Year 2025 shall not be more than THB 2,546,500 (Two million five hundred forty-six thousand, five hundred Baht). There is no non-audit fee and the out of pocket expenses must be not more than THB. 70,000 (Seventy thousand Baht).

	<b>2025 proposed (PWC)</b>	<b>2024 (PWC)</b>
1. Annual Audit Fee, including Consolidated Financial statement	Baht 1,346,500	Baht 1,183,500
2. Quarterly Financial Statements Audit Fee (3 quarters) including Consolidated Financial statement	Baht 1,200,000	Baht 1,243,000
<b>Total</b>	<b>Baht 2,546,500</b>	<b>Baht 2,426,500</b>

It is noted that PricewaterhouseCoopers ABS Ltd. (PwC) and the auditors named above are the auditors approved by the Office of the Securities and Exchange Commission, and have no relationship with, or any interest in, the Company, its subsidiaries, management, major shareholders or their respective related persons in a manner which may have affected their independent performance of auditing duties. Information of the proposed auditors for the year 2025 are delivered to the Company's shareholders together with this invitation to the 2025 Annual General Meeting of Shareholders and can be found in **Attachment No. 3.**

The auditor of the Company and the auditor of its subsidiary and its associated company are of the same auditing firm. However, the Board of Directors will ensure that the consolidated financial statements will be completed on a timely basis.

Board of Directors' Opinion: The Audit Committee agreed as per the Board's Opinion.

1. Appointment of the following auditors from PwC to be the auditors of the Company for the 2025 fiscal year:

- Ms. Sakuna Yamsakul Certified Public Accountant (Thailand) No. 4906 or;
- Mr. Paiboon Tunkoon Certified Public Accountant (Thailand) No. 4298 or;
- Mr. Boonlert Kamolchanokkul Certified Public Accountant (Thailand) No. 5339 or;
- Ms. Sinsiri Tangsombat Certified Public Accountant (Thailand) No. 7352

Be appointed as the Company's auditor for the year 2025 for the sixth (6<sup>th</sup>) year for the Company. In the event those auditors are unable to perform their duties, PricewaterhouseCoopers ABS Ltd. (PwC) is authorized to assign any of its auditors to perform the audit and express an opinion on the Company's consolidated financial statement in his/her place.

Approval of the Company's 2025 audit fee of not more than THB.2,546,500 (Two million five hundred forty-six thousand, five hundred Baht). There is no non-audit fee and the out of pocket expenses must be not more than THB. 70,000 (Seventy thousand Baht).

Voting: The resolution for this Agenda requires a majority vote of shareholders attending the meeting and casting their votes. (Article 39 of the Company's Articles of Association)

#### **Agenda 7 To Consider any Other Business (if any)**

During November 22, 2024 to January 31, 2025, the Company honored the right of the shareholders to propose any meeting agenda in advance under the Company's criteria which were solicited on the Company's website ([www.ayud.co.th](http://www.ayud.co.th)), but no shareholder proposed any agenda item.

All shareholders are cordially invited to attend the 2025 Annual General Meeting of Shareholders via electronic method (E-AGM) on Tuesday, April 29, 2025 at 1400 hours. Registration will open from April 18, 2024, until the time when the Meeting has ended.

The Company would like to seek the cooperation from the shareholders and/or proxies to study the conditions, the registration process, the preparation of identity documents as well as the voting process and vote counting procedures as set out in **Attachment No. 6**. (Explanation on the appointment of proxy, registration process, registration documents, vote casting and counting, and meeting procedure (E-AGM)).

The shareholders or proxies shall deliver signed identity documents and signed proxy forms (in case of appointing the proxy) as set out in **Attachment No. 7** to the Corporate Secretary of Allianz Ayudhya Capital Public Company Limited, [cs@allianz.co.th](mailto:cs@allianz.co.th) within April 28, 2025. Once the Company has verified the list of shareholders according to the latest Record Date, we will then send back Username and Password to the email provided to the Company for logging into the AGM program via electronic method (E-AGM). The Company would seek the cooperation from the shareholders to provide their proxy to the Company's Independent Directors to attend and vote on their behalf instead of attending the meeting themselves.

Any shareholder who is unable to attend the meeting via electronic method (E-AGM) and wishes to appoint another person as his/her proxy and vote at the meeting on his/her behalf must fill in and sign as appropriate Proxy Form B as enclosed herewith in **Attachment No. 7** or download Proxy Form B or Form C. (Form C. is applicable only to foreign shareholders as registered in the registration book who have a custodian in

Thailand) from the Company's website at [www.ayud.co.th](http://www.ayud.co.th). Alternatively, a shareholder may authorize one of the Company's Independent Directors to attend and vote on his/her behalf. Details of the Independent Directors proposed by the Company as proxy holders for shareholders can be found in **Attachment No. 4** as enclosed herewith. For your convenience, the Company will facilitate in affixing the stamp duty when registering to attend the meeting.

In this regard, any shareholder wishing to appoint another person or directors proposed by the Company as his/her proxy to attend and vote at the meeting on his/her behalf is asked to fill in and sign the proxy form and deliver it, together with the required documents, to the Company by Monday, April 28, 2025 for the attention of the Company Secretary of Allianz Ayudhya Capital Public Company Limited at No. 898 Ploenchit Tower, 14th Floor, Legal and Corporate Governance Department, Ploenchit Road, Khwaeng Lumpini, Khet Pathumwan, Bangkok 10330, or to submit the form and accompanying documents to designated person of the Company prior to the commencement of the meeting via email at [cs@allianz.co.th](mailto:cs@allianz.co.th).

Please be informed to attend the meeting of shareholders via electronic method (E-AGM) on the date and time mentioned above accordingly.

Yours sincerely,



(Mr. Thomas Charles Wilson)

Director and President & CEO

On behalf of the Chairman of the Board of Directors  
Allianz Ayudhya Capital Public Company Limited

Note: All shareholders can access the Invitation to the 2025 Annual General Meeting (No. 76) via electronic method (E-AGM) and all related documents at the Company's website [www.ayud.co.th](http://www.ayud.co.th) from Friday, March 28, 2025. If any shareholders has a query regarding the agenda of the 2025 Annual General Meeting (E-AGM), please send the query within April 28, 2025 via email to [cs@allianz.co.th](mailto:cs@allianz.co.th) or via registered mail to the Company Secretary of Allianz Ayudhya Capital Public Company Limited at No. 898 Ploenchit Tower, 14th Floor, Ploenchit Road, Khwaeng Lumpini, Khet Pathumwan, Bangkok 10330.

Individual shareholders both Thais and other nationalities whose mobile phone numbers are registered in Thailand and able to receive OTP verification, are encouraged to register for Investor Portal service by Thailand Securities Depository Co., Ltd. (TSD) in order to keep updated rights to benefit information through electronic channel.

For the shareholders who are interested in the service, please register via URL Link: <https://www.set.or.th/tsd/en/investorportal/investorportal.html> without charge. For any inquiries, please contact SETContactCenter at <https://www.set.or.th/contactcenter> .

**The 2025 Annual Registration Statement / Annual Report (Form 56-1 One Report)**

(The Form 56-1 One Report is in the form of QR code which attached with the invitation to the 2025 Annual General Meeting of Shareholders)



**QR Code Downloading Procedures for the 2025  
Annual Registration Statement / Annual Report (Form 56-1 One Report)**

The Thailand Securities Depository Co., Ltd., as a securities registrar under the Stock Exchange of Thailand ("SET"), has developed a system which allows SET Listed Companies to send to the shareholders' documents regarding the Annual General Meeting of Shareholders and the Annual Report in the form of E-books accessible through QR Code, thus allows the shareholders to access the information with ease.

The aforementioned documents can be downloaded from the QR Code by following the steps below.

**For iOS System (iOS 11 and above)**

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

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

**For Android System**

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

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

Open Line application and click on "Add friend" → Choose "QR Code" → Scan the QR Code

2. Scan the QR Code to access documents regarding the meeting

**Information of individuals nominated as directors to replace directors retiring by rotation**

**Dr. Jamlong Atikul**

Age (years): 76

Chairman of the Board of Directors and Independent Director

**Date of Appointment:** June 13, 2019

- Appointed as the Chairman of the Board of Director with effective date on April 27, 2022

**Education**

- Ph.D. in City and Regional Planning, Cornell University, USA
- Master of Commerce in Economics, University of Auckland, New Zealand
- Bachelor of Commerce and Administration in Economics, Victoria University of Wellington, New Zealand

**Training and Seminar by IOD**

- Role of the Chairman Program (RCP) Class 26/2011
- Director Certification Program (DCP) Class 77/2006
- Director Accreditation Program (DAP) Class 55/2006

**Training and Seminar (others)**

- IT Security Trend Update year 2018
- IT Governance & Cyber Resilience, Year 2019
- ESG and Sustainable Banking Development, including response to the Covid-19 situation Year 2020
- Bangkok FinTech Fair 2021 "Shaping Digital Finance in the New Decade"
- ESG: Topic 1 "Current Issues on Sustainable Banking and Sustainable Finance Development in Thailand" (Session 1-2), Year 2023
- 5th AZ Thailand Board Briefing Session, the annual seminar for all directors of Allianz Thailand

**No. of share held (as of December 31, 2024)**

Personal -None-

Spouse /Minor Child -None-

**Relationship with Directors, Management, Major Shareholders and Subsidiaries**

-None-

**Work Experiences (last 5 years)**

**Listed Companies\***

2023 – Present	Vice Chairman, Bank of Ayudhya Pcl.
2019 – Present	Chairman of the Board of Director and Independent Director, Allianz Ayudhya Capital Pcl. (Investment holding)
2019 – Present	Chairman of Nomination and Remuneration Committee, Bank of Ayudhya Pcl.
2018 – Present	Independent Director and Member of Audit Committee, Bank of Ayudhya Pcl.
2018 – 2019	Member of Nomination and Remuneration Committee, Bank of Ayudhya Pcl.
2013 – Present	Chairman of the Board (Authorized Signatory), Regional Container Lines Pcl. (Logistics and Transportation)

**Non-Listed Companies**

-None-

Remark\* Based in Thailand only and important position as Director in listed company

**Miss Nopporn Tirawattanagool**

Age (years): 70

Director, Member of Nomination and Remuneration Committee and  
Member of Corporate Governance Committee  
(Non-Executive Director)

**Date of Appointment:** April 22, 2013

- Appointed as Member of Nomination and Remuneration Committee as of May 14, 2013
- Appointed as Member of Corporate Governance Committee as of May 14, 2021

**Education**

- Master of Accounting, Faculty of Commerce and Accountancy, Thammasat University
- Bachelor of Business Administration (in Accounting), Thammasat University

**Training and Seminar by IOD**

- Director Accreditation Program (DAP), Year 2003
- Role of the Compensation Committee (RCC), Year 2009
- Audit Committee Program (ACP), Year 2010
- Director Certification Program (DCP), Year 2010
- Financial Institutions Governance Program (FGP), Year 2011
- Anti-Corruption for Executive Program (ACEP), Year 2013
- Risk Management Program for Corporate Leaders (RCL), Year 2015
- Climate Governance, 2 Year 2023
- Director Forum 2024 หัวข้อ Holistic Health Trends for Directors : Maximizing Performance through Mind-Body Wellness

**Training and Seminar (others)**

- National Director Conference 2017 "Steering Governance in a Changing World" Year 2017
- IOD National Director Conference 2018 "Rising Above Disruptions: A Call for Action" Year, 2018
- National Director Conference 2021: Leadership Behind Closed Door
- Subsidiary Governance Program (SGP), Thai Institute of Directors
- ESG and Sustainable Banking Development, Including Response to the COVID-19 situation 2020
- Cyber Resilience Leadership "Tone from the Top", Bank of Thailand 2020
- Agility in practice 2021
- Regulatory Technology: Reg Tech 2021
- Cyber Armor: Capital Market Board Awareness No. 1/2021: Capital market threat landscape 2021
- Cyber Armor: Capital Market Board Awareness No. 2/2021: Data Driven Cybersecurity and Intelligence Threats Assessment 2021
- Bangkok FinTech Fair 2021 "Shaping Digital Finance in the New Decade 2021"
- Economic outlook 2021, Central Pattana Pcl
- Global trend of climate change and Net zero journey, Central Pattana Pcl
- ESG: "Current Issues on Sustainable Banking and Sustainable Finance Development in Thailand", Bank of Ayudhya Pcl.
- Overview of rental business office building Central Pattana Pcl
- ESG : Topic2 "New Financial Disclosure Standard : TCFD (Task Force on Climate-related Financial Disclosure), Bank of Ayudhya Pcl.
- People Management Trend, Grand Canal Land Pcl

- ESG : Topic3 “Transition Finance : Commercial Banks’ Decarbonization Partway & MUFG’s Case Study- Transition Whitepaper, Bank of Ayudhya Pcl.
- Green Banking, Bank of Ayudhya Pcl.
- Office Market Update and Office Style Trend, Grand Canal Land Pcl
- Allianz Briefing, Allianz Ayudhya Capital Pcl
- Generative AI and ChatGPT, Bank of Ayudhya Pcl.
- 5<sup>th</sup> AZ Thailand Board Briefing Session, the annual seminar for all directors of Allianz Thailand

**No. of share held (as of December 31, 2024)**

Personal -None-  
 Spouse /Minor Child -None-

**Relationship with Directors, Management, Major Shareholders and Subsidiaries**

-None-

**Work Experiences (last 5 years)****Listed Companies\***

2021 – Present	Director, Member of Nomination and Remuneration Committee and Member of Corporate Governance Committee, Allianz Ayudhya Capital Pcl.
2013 – Present	Director and Member of Nomination and Remuneration Committee, Allianz Ayudhya Capital Pcl.
2016 – Present	Director, Grand Canal Land Pcl.
2014 – Present	Director, Srivichaivejvivat Pcl.
2012 – Present	Director, Siam City Cement Pcl.
2015 – Present	Risk and Compliance Committee Member, Bank of Ayudhya Pcl.
2014 – Present	Director (Authorized Signatory), Bank of Ayudhya Pcl.
2010 – Present	Nomination and Remuneration Committee Member, Bank of Ayudhya Pcl.

**Non-Listed Companies**

2019 – Present	Director and Secretary Krungsri Foundation
2017 – Present	Director (Authorized Signatory), BBTv Asset Management Co., Ltd.
2015 – Present	Director (Authorized Signatory), CKS Holding Co., Ltd.
2015 – Present	Director (Authorized Signatory), Super Assets Co., Ltd.
2015 – Present	Director (Authorized signatory), C.K.R Co., Ltd
2015 – Present	Director (Authorized Signatory), The Bangkok Lighters Co., Ltd.
2015 – Present	Director (Authorized Signatory), The Thai Tapioca Flour Produce Co., Ltd.
2015 – Present	Director (Authorized Signatory), Cyber Venture Co., Ltd.
2015 – Present	Director (Authorized Signatory), Khao Kheow Country Club Co., Ltd.
2015 – Present	Director (Authorized Signatory), Siam Purimongkol Co., Ltd.
2014 – Present	Director (Authorized Signatory) Grand Fortune Co., Ltd.
2014 – Present	Director, Bangkok Broadcasting & TV Co., Ltd.
2014 – Present	Director (Authorized Signatory), BBTv Satelvision Co., Ltd.
2014 – Present	Director (Authorized Signatory), GL Asset Co., Ltd.
2014 – Present	Director (Authorized Signatory), Mahakij Holdings Co., Ltd.
2014 – Present	Director (Authorized Signatory), BBTv Productions Co., Ltd.
2014 – Present	Director (Authorized Signatory), BBTv Alliance Ltd.
2014 – Present	Director (Authorized Signatory), BBTv Bond Street Building Ltd.
2012 – Present	Director (Authorized Signatory), ITBC Business Consultant Group Co., Ltd.
2011 – Present	Director (Authorized Signatory), Exclusive Senior Care International Co., Ltd.
2010 – Present	Director (Authorized Signatory), BBTv International Holdings Co., Ltd.
2010 – Present	Director, Sunrise Equity Co., Ltd.

2010 – Present                      Director (Authorized Signatory), BBTV Equity Co., Ltd.

*Remark\* Based in Thailand only and important position as Director in listed company*



**Mr. Teh Kim Leng**

Age (years): 60

(Non-Executive Director)

**Date of Appointment:** November 14, 2023

**Education**

- Executive Master of Business Administration, PHW Business School, Switzerland
- Cambridge International Diploma in Management, Diploma at Higher Professional Level, University of Cambridge International Examinations
- Master of Commerce (Information Systems), University of New South Wales, Sydney, Australia
- B.App.Sc. (Computing Science) with First Class Honours, University of Technology, Sydney, Australia

**No. of share held (as of December 31, 2024)**

Personal -None-

Spouse /Minor Child -None-

**Relationship with Directors, Management, Major Shareholders and Subsidiaries**

-None-

**Work Experiences (last 5 years)**

**Listed Companies\***

2023 – Present Director, Allianz Ayudhya Capital Pcl.

**Non-Listed Companies**

2023 – Present Chairman of the Board of Directors, Allianz Ayudhya General Insurance Pcl.

2022 – Present Regional Chief Operating Officer for Allianz Asia Pacific

*Remark\* Based in Thailand only and important position as Director in listed company*

**Mr. Poh Heon Eng**

Age (years): 49

Director

(Authorized Director)

**Date of Appointment:** June 30, 2022

**Education**

- BSc (Hons) in Actuarial Mathematics & Statistic Heriot-Watt University, Edinburgh
- Fellow of the Society of Actuaries

**Training and Seminar**

- 5<sup>th</sup> AZ Thailand Board Briefing Session, the annual seminar for all directors of Allianz Thailand
- Finance Functional Workshop and Allianz Asia Pacific Summit

**No. of share held (as of December 31, 2024)**

Personal -None-

Spouse /Minor Child -None-

**Relationship with Directors, Management, Major Shareholders and Subsidiaries**

-None-

**Work Experiences (last 5 years)**

**Listed Companies\***

2022 – Present Authorized Director, Allianz Ayudhya Capital Pcl.

**Non-Listed Companies**

2022 – Present Chief Country Financial Officer, Allianz Ayudhya Assurance Pcl.

2023 – Present Authorized Director of Health Care Management Co., Ltd.

2017 – 2022 Regional Chief Actuary (Life), Allianz SE, Singapore Branch (AZAP)

*Remark\* Based in Thailand only and important position as Director in listed company*

**Mr. Kitti Pintavirooj**

Age (years): 69

Director

(Authorized Director)

**Date of Appointment:** November 15, 2021

**Education**

- Master of Law in Admiralty, Tulane University, USA
- Master of Comparative Laws, University of Miami, USA
- Barrister-at-law, Institute of Legal Education, Thailand
- Bachelor of Laws, Thammasat University

**Training and seminar by IOD**

- Director Certificated Program (DCP) Class 17/2020

**Training and seminar (others)**

- Advanced Insurance Science Program, OIC
- Advance Certificate Course, Management of Public Economic for Executives, King Prajadhipok's Institute

**No. of share held (as of December 31, 2024)**

Personal -None-

Spouse /Minor Child -None-

**Relationship with Directors, Management, Major Shareholders and Subsidiaries**

-None-

**Work Experiences (last 5 years)**

**Listed Companies\***

2021 – Present	Authorized Director, Allianz Ayudhya Capital Pcl
2019 – 2021	Director and Audit Committee Member, Solatron Pcl

**Non-Listed Companies**

2020 – Present	Authorized Director, Allianz Ayudhya Assurance Pcl
2019 – Present	Director, Allianz Ayudhya General Insurance Pcl
2012 – 2024	Secretary-General, Thai Life Assurance Association
2019 – 2021	Director, Country Chief Legal & Compliance Officer, Allianz Ayudhya Assurance Pcl

*Remark\* Based in Thailand only and important position as Director in listed company*

**Information of the nominated auditors for the year 2025  
PricewaterhouseCoopers ABS Ltd.**

**1. Ms. Sakuna Yamsakul**

**Certificated Public Account  
(Thailand) No. 4906**

(signed the Company's Consolidated Financial Statements for a third year starting from year 2021)

**Name of Firm:** PricewaterhouseCoopers ABS Ltd.

**Education**

- Bachelor's degree in Accounting (Second class honours) from Thammasat University

**Professional member**

- Member - Federation of Accounting Professions (FAP)
- Member of Subcommittee on Code of Ethics - FAP
- Member of Subcommittee on Monitoring and Study of Impacts of Financial Reporting Standards on Insurance contract
- Authorized Auditor of the Office of the Securities and Exchange Commission

**Experiences**

Khun Sakuna has an experience working with PwC Financial Services Industrial Practice, specialising in capital market and insurance industry. She has extensive experience in providing audit and business advisory services to a wide range of local and multinational clients. She is also responsible for a portfolio of clients including companies listed on the Stock Exchange of Thailand and subsidiaries of top-tier multinational clients in various industry sectors including banking, broker, insurance, and leasing.

She also supports as instructor for Master's degree for Thammasat University and the office of the Securities and Exchange Commission.

She is representative of PricewaterhouseCoopers ABAS Ltd. in meeting and work with Office of Insurance Commission (OIC).

**Note** The auditor has no relationship or interest with the Company, its subsidiary, executives, major shareholders or their representative related persons.



## **2. Mr. Paiboon Tunkoon**

### **Certificated Public Account**

**(Thailand) No. 4298**

(never signed the Company's Consolidated Financial Statements)

### **Name of Firm:**

PricewaterhouseCoopers ABS Ltd.



### **Education**

- Master of Business Administration, Chulalongkorn University
- Bachelor's degree in Business Administration (Accounting), Thammasart University
- Authorized Auditor of the Office of the Securities and Exchange Commission

### **Professional member**

- Member - Federation of Accounting Professions (FAP)

### **Experiences**

Khun Paiboon was admitted as partner in 2007. He is specialised in

- i) auditing and financial reporting especially International financial reporting standards (IFRS) and Thai Financial Reporting Standard (TFRS) applicable for both public companies and small and medium size companies
- ii) Initial Public Offering (IPO) across 3 countries (Thailand, Lao and Cambodia) and doing business in Lao and Cambodia. He also has some working experiences in Vietnam and Myanmar
- iii) Internal controls, risk management and governance
- iv) Sustainability reporting and corporate responsibility
- v) Financial advisory in case of merger&acquisition and business rehabilitation

Khun Paiboon has been appointed and worked as the corporate responsibility (sustainability – CR) leader for all PwC offices. PwC CR has focused on skill-based volunteering activities such as financial literacy improvement for communities (partnering with UNESCO –Education and Ministry of Education) and environment ( internal and external programs aiming to promote awareness to our staff and develop a set of integrated actions to reduce the impact to the environment from PwC businesses)

**Note** The auditor has no relationship or interest with the Company, its subsidiary, executives, major shareholders or their representative related persons.

**3. Mr. Boonlert Kamolchanokkul**

**Certificated Public Account  
(Thailand) No. 5339**

(never signed the Company's Consolidated  
Financial Statements)

**Name of Firm:**

PricewaterhouseCoopers ABS Ltd.



**Educational Qualifications**

- Master of Business Administration Heriot-Watt University, U.K
- Bachelor of Arts (First Class Honors) Accounting and Finance  
De Montfort University, U.K
- Authorized Auditor of the Office of the Securities and Exchange Commission

**Professional member**

- Member - Federation of Accounting Professions (FAP)

**Experiences**

- Boonlert has started his career with Price Waterhouse in Thailand since 1993. During 1997 – 1998, Boonlert was seconded to Price Waterhouse. (now PricewaterhouseCoopers) in Sydney primarily in the investment banking sector.
- Currently, Boonlert is a partner of PricewaterhouseCoopers ABAS Limited in Thailand and has over 28 years of experience in providing auditing and technical advisory services, specialising in financial services industry. His main areas of technical advice on accounting issues are within the context of Thai and International Financial Reporting Standards, particularly on financial instruments for banks and other financial institutions.
- He was the Financial Services Leader of PwC Thailand and was the leader of our Risk Management and Quality function for all offices in Laos, Cambodia, Malaysia, Thailand and Vietnam responsible for the oversight of proper application and implementation of audit and ethical standards, compliance with policies and procedure of our risk management policies and quality control procedures. He was also a member of Management Board and Assurance Management Team during 2004 – 2020, and the Office Managing Partner of PwC Cambodia during 2012 – 2016.
- Types of audited business: Insurance and Non-life Insurance and Financial services

**Note** The auditor has no relationship or interest with the Company, its subsidiary, executives, major shareholders or their representative related persons.

#### **4. Miss Sinsiri Tangsombat**

**Certificated Public Account  
(Thailand) No. 7352**

(never signed the Company's Consolidated  
Financial Statements)

**Name of Firm:** PricewaterhouseCoopers ABS Ltd.

**Education**

- Master of Business Administration - Thammasat University
- Bachelor of Accounting (First Class Honors) English Program, Thammasat University

**Professional member**

- Member of the Subcommittee of the Monitoring the Development IFRS,  
Federation of Accounting Professions under the Royal Patronage of His Majesty the King
- Authorized Auditor of the Office of the Securities and Exchange Commission


**Experiences**

- More than 24 years of experience working in financial services and hospitality business. Specialize in treasury and derivative products
- Extensive experience in providing audit and business advisory services to a wide range of local and multinational clients
- Experience auditing clients in Jardine group.
- Provided technical advice on accounting issues within the context of International Financial Reporting Standards (IFRS 9, IAS 32, and IFRS 7), particularly on financial instruments and derivatives to financial institutions both local and overseas
- Instructed both in-house and public seminars on foreign exchange accounting, accounting for financial instruments, financial derivatives and treasury risks and controls, recent development in financial reporting standards, etc.
- Previously a member of the Subcommittee of the Monitoring the Development IFRS, Federation of Accounting Professions under the Royal Patronage of His Majesty the King
- PwC's representative to work closely with IFRS team from the Bank of Thailand and Thai Banker Association (via IFRS Club) on the adoption of IFRS in Thai banking and capital markets environment
- Types of audited business: Insurance and Non-life Insurance and hospitality business.

**Note** The auditor has no relationship or interest with the Company, its subsidiary, executives, major shareholders or their representative related persons.




**Information of the Independent Directors proposed by the Company  
as proxy of 2025 Annual General Meeting of Shareholders (No. 76)**


	<b>1. Mr. Suwat Laicharoensup</b>		
	<b>Age</b>	75 years	
	<b>Nationality</b>	Thai	
	<b>Position</b>	Independent Director and Chairman of Audit Committee	
	<b>Date of Appointment</b>	April 20, 2018	
<b>Shareholding (As of December 31, 2024)</b>	-None-	<b>Duration of Directorship</b>	7 years (as of AGM date)
<b>Attendance of Meeting 2024</b>	- Board of Directors Meeting 4/4 (100%) - Audit Committee Meeting 4/4 (100%)		
<b>Business Address</b>	No. 898 Ploenchit Tower, 7th floor, Ploenchit Road , Lumpini, Pathumwan, Bangkok 10330		
<b>Conflict of interest in the Meeting</b>	-NONE-		
Remark:			
No special interest which is different from other directors in all agenda proposed in the 2025 Annual General Meeting of Shareholders			



**Information of the Independent Directors proposed by the Company  
as proxy of 2025 Annual General Meeting of Shareholders (No. 76)**

	<b>2. Mr. Pasu Loharjun</b>		
	<b>Age</b>	65 years	
	<b>Nationality</b>	Thai	
	<b>Position</b>	Independent Director and Chairman of the Nomination and Remuneration Committee	
	<b>Date of Appointment</b>	July 31, 2020	
<b>Shareholding (As of December 31, 2024)</b>	-None-	<b>Duration of Directorship</b>	4 years 9 months (as of AGM date)
<b>Attendance of Meeting 2024</b>	<div>- Board of Directors Meeting 4/4 (100%)</div> <div>- Nomination and Remuneration Committee Meeting 4/4 (100%)</div>		
<b>Business Address</b>	No. 898 Ploenchit Tower, 7th floor, Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330		
<b>Conflict of interest in the Meeting</b>	-NONE-		
Remark:			
No special interest which is different from other directors in all agenda proposed in the 2025 Annual General Meeting of Shareholders			

**Information of the Independent Directors proposed by the Company  
as proxy of 2025 Annual General Meeting of Shareholders (No. 76)**

	<b>3. Mr. Vichit Kornvityakoon</b>		
	<b>Age</b>		74 years
	<b>Nationality</b>		Thai
	<b>Position</b>		Independent Director, Audit Committee Member and Chairman of the Corporate Governance Committee
	<b>Date of Appointment</b>		January 28, 2013
<b>Shareholding (As of December 31, 2024)</b>	-None-	<b>Duration of Directorship</b>	11 years 3 months (as of AGM date)
<b>Attendance of Meeting 2024</b>	- Board of Directors 4/4 (100%) Meeting 4/4 (100%) - Audit Committee 4/4 (100%) Meeting - Corporate Governance Committee Meeting		
<b>Business Address</b>	No. 898 Ploenchit Tower, 7th floor, Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330		
<b>Conflict of interest in the Meeting</b>	-NONE-		
Remark:  No special interest which is different from other directors in all agenda proposed in the 2025 Annual General Meeting of Shareholders			

The Company's Article of Association in relation to the 2025 Annual General Meeting

#### **Chapter 4: Directors**

- Clause 16 The Company shall have a Board of Directors comprising at least five Directors to conduct the business of the Company, not less than half of whom shall reside within the Kingdom.
- Clause 17 The Directors shall be natural persons and shall:
- (1) Be sui juris
  - (2) Not be bankrupt, incompetent or quasi-incompetent
  - (3) Have never been imprisoned on the final judgment of a court for an offense related to the property committed with dishonest intent
  - (4) Have never been dismissed or removed from government service, or a government organization or a government agency in punishment for dishonesty in performing their duties
  - (5) Not be disqualified by the law.
- Clause 18 The Directors shall be elected at the shareholders' meeting in accordance with the following rules and procedures:
- (1) Each shareholder shall have a number of votes equal to the number of shares held.
  - (2) In electing the Director, one or more than one Director may be elected at a time, as the shareholders' meeting may deem fit. For each resolution, however, the shareholder shall exercise all the votes it has under (1) and shall not allot its votes to any person in any number.
  - (3) The election of the Director shall be made by majority votes. In the event of a tie vote, the Chairman of the meeting shall have a casting vote.
- Clause 19 At each annual general meeting of the Company, one-third of the Directors, or, if their numbers cannot be divided by three, then the number nearest to one-third must retire from the office. After the effective date of this Articles of Association, the drawing lots shall select the retirement under the first paragraph for the first and second year. In subsequent years, the Director who has held office the longest shall retire.
- Clause 20 Apart from retirement by rotation, the Director shall vacate office upon:
- (1) Death;
  - (2) Resignation;
  - (3) Loss of qualifications or disqualification by Laws;
  - (4) the resolution of the shareholders' meeting passed by the vote of not less than three quarters of the number of the shareholders attending the meeting who have the right to vote and who have the shares totaling not less than half of the number of shares held by the shareholders attending the meeting and having the right to vote; and
  - (5) Removal order by the court
- Clause 22 In case where vacancy among the members of the Board of Directors occurs otherwise than by rotation, the Board of Directors shall appoint a person who has the qualifications and who is not disqualified by the Law as the replacement Director in the following meeting of the Board of Directors, unless the remaining term in office of the retired Director is less than two months.
- The resolution of the board of directors under paragraph one must be supported by votes of not less than three-fourths of the number of the remaining directors.
- The replacing director under paragraph one shall hold office only for the remaining term of the replaced director
- Clause 24 Directors are entitled to receive remuneration from the Company in form of prize, allowance, traveling expense, bonus, or other compensation pursuant to Articles of Association or resolution of the shareholder meeting. The amount of such remuneration may be an exact amount calculated based on the designated rules and may be enforceable for a specified period or until it is amended. Apart from the abovementioned, any per diem and welfare shall be paid in accordance with the rules of the company.

The right to receive remuneration in the foregoing paragraph shall not affect the right of an employee who is elected to be the Director to receive remuneration as the employee of the Company.

### **Chapter 6: Shareholders' Meeting**

Clause 31 The Annual General Meeting of Shareholders shall be held within four months after the end of the fiscal year in the Company.

All other general meetings are called "Extraordinary General Meetings". The board of Directors may summon the Extraordinary General Meetings whenever they deem fit.

Clause 32 The business to be considered at the Annual General Meeting of the Shareholders is as follows:

- (1) To consider report of the Board of Directors showing the business operation of the Company during the past year;
- (2) To consider and approve the balance sheet and the statement of profit and loss;
- (3) To consider distribution of profits;
- (4) To elect the Director
- (5) To elect the auditors and determine the auditing fee
- (6) Other business (if any)

Clause 34 In calling a shareholders' meeting, the Board of Directors shall prepare a written notice, specifying place, date, time, agenda of the meeting and the matters to be proposed to the meeting with reasonable details by indicating clearly whether it is the matter proposed for information, for approval or for consideration, as the case may be, including the opinion of the Board of Directors in the said matters (if any), and the said notice shall be delivered to the shareholders and the Registrar for their information at least seven days prior to the date of the meeting. The notice shall also be published in a newspaper at least three consecutive days prior to the date of the meeting at least three days.

Clause 35 Shareholders are entitled to attend and vote at the shareholders' meeting but they may authorize other sui juris persons as proxies to attend and vote at any meeting on their behalf. The appointment shall be made in writing pursuant to the proxy form specified by the Registrar and signed by the principal and proxy. The proxy shall be submitted to the Chairman on the Board or to the person designated by the Chairman of the Board at the place, which the meeting is held before the meeting starts.

Clause 36 In order to constitute a quorum, there shall be shareholders and proxies (if any) attending at a shareholders' meeting amounting to not less than twenty-five persons or not less than one half of the total number of shareholders, whichever is lesser and either case such shareholders shall hold in an aggregate amount of not less than one-third of the total number of shares sold by the Company, unless otherwise specified by the law.

At any shareholders' meeting, if one hour has passed since the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for the quorum as defined in the first paragraph, and if such shareholders' meeting is called as a result of a request by the shareholders, such meeting shall be cancelled. If such meeting was not called as a result of a request by the shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to the shareholders at least seven days prior to the date of the meeting. In the subsequent meeting a quorum is not required.

Clause 37 The Chairman of the Board shall be the Chairman of the shareholders' meetings. If the Chairman of the Board is not present at a meeting or cannot perform his duty, and if there is a vice-Chairman, the vice-Chairman present at the meeting shall be the Chairman of the meeting. If there is no vice-Chairman or there is a vice-Chairman but cannot perform his duty, the shareholders present at the meeting shall elect one of the shareholders present at the meeting to act as the Chairman of the meeting.

- Clause 38 The Chairman of the shareholders' meeting has the duty to conduct the meeting in compliance with the Articles of Association of the Company relating to meetings and to follow the sequence of the agenda specified in the notice calling for the meeting, provided that the meeting may pass a resolution allowing a change in the sequence in the agenda with a vote of not less than two-thirds of the number of the shareholders present at the meeting.
- Clause 39 Unless otherwise specified in this Articles of Association or by the Law, any decision or passing of the resolution of the shareholders' meeting requires a majority vote by the shareholders who attend the meeting and vote. In exercising their votes, the shareholder shall have one vote per one share. In the event of a tie, the Chairman shall have a casting vote.

#### **Chapter 7: Accounting Finance and Auditing**

- Clause 40 The fiscal year of the Company shall start from January 1 and end on December 31 of every year.
- Clause 42 The Board of Directors shall submit the balance sheet and the statement of profit and loss as the last day of the fiscal year which has been audited and certified by the auditor to the Annual General Meeting of the shareholders for approval.
- Clause 43 The Board of Directors shall deliver the following documents to the shareholders along with the written notice calling for an Annual General Meeting;
- (1) Copies of the audited balance sheet and the statement of profit and loss together with the audit report prepared by the auditor
  - (2) The annual report of the Board of Directors
- Clause 44 Dividends shall not be paid other than our profits and the Company shall appropriate to a reserve fund annual net profit at least in an amount specified by the Law. The company may distribute the profit which remains after such appropriation other reserve as they deem fit, provided that this approved by shareholders' meeting.
- The Board of Directors may pay interim dividends to the shareholder from time to time if the Board of Directors believes 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 shareholders' meeting.
- Payment of dividends shall be made within the period specified by the Law after the date of the resolution of the shareholders' meeting or of the meeting of the Board of Directors, as the case may be. The shareholders shall be notified in writing of such payment of dividends, and the notice shall also be published in a newspaper.
- Clause 46 The auditor shall not be a Director, staff member, employee or person holding any position or having any duty in the Company.
- Clause 47 The auditor has the power to examine during the office hours of the Company the accounts, documents and any other evidence relating to the revenues and expenditures including the assets and liabilities of the Company. In this regard, the auditor shall also have the power to question the Directors, staff members, employees, persons holding any position or having any duty in the Company, and agents of the Company, including directing them to clarify any matters or to deliver documents or evidence in connection with the operation of the business of the Company.
- Clause 48 The auditor has the right to present a written explanation to the shareholders' meeting and has the duty to attend every shareholder's meeting at which the balance sheet, the statement of profit and loss, and the problems relating to the accounts of the Company are to be considered in order to explain to the shareholders the auditing of accounts. In this regard, the Company shall also deliver to the auditor the reports and documents of the Company that are to be received by the shareholders in that shareholders' meeting.
- Clause 49 The company shall deliver to the Registrar the annual report together with copies of the audited balance sheet and the statement of profit and loss which have already been approved by the

shareholders' meeting and a copy of the minutes of the shareholders' meeting, only the part concerning the approval of the balance sheet, the allocation of profit and the distribution of dividends, certified to be true by a person authorized to sign on behalf of the Company. The Company shall also publish the balance sheet for public information in a newspaper for a period of at least one day within one month from the date of the shareholders' meeting at which the approval of the balance sheet is granted.

**Chapter 9: The Final Chapter**

- Clause 54 All the rules and regulations or the approval of the Board of Directors or the shareholders' meetings which have been prescribed or given to the Board of Directors before the date this Articles of Association become effective and as well as not against or in conflict with this Articles of Association and law, remain valid and effective until the changes are occurred.
- Clause 56 The Company may change or additional amend of the Memorandum and Articles of Association of the Company only when the shareholders' meeting has passed a resolution by a vote of no less than three-fourths of the total votes of shareholders attending the meeting and having voting rights, provided that the Company shall apply to register such resolution within 14 days from the date of the resolution.
-

**Explanation on the Appointment of Proxy, Registration Process, Registration Documents, Vote Casting and Counting and Meeting Procedure**

Allianz Ayudhya Capital Public Company Limited ("The Company") will hold the 2025 Annual General Meeting of Shareholders on Tuesday, April 29, 2025 at 14.00 hrs. via electronic method (E-AGM) according to laws and regulations relating to electronic meeting with live broadcast from the Head Office Building of the Company.

**Verification of the identity of shareholders or proxies (within April 28, 2025)**

The shareholders or proxies shall deliver the identity documents as specified below to Corporate Secretary, [cs@allianz.co.th](mailto:cs@allianz.co.th) **within April 28, 2025.**

**1. Self-Attending**

**1.1 Natural Person**

- (1) Notice of the Meeting, which is signed by the shareholder
- (2) A copy of official documents, which is issued by government authorities i.e. the identification card, government officer identification card, driving license or passport certified true copy by the shareholders, including the evidence of name or last name's change.

**1.2 Juristic Person by Shareholders Representative (Authorized Director)**

- (1) Notice of the Meeting, which is signed by the shareholder representative (Authorized Director)
- (2) Certified true copy of the shareholder's Affidavit (issued not later than one year) showing that the shareholder representative (Authorize Director attending the meeting) has the authority to act on behalf of the juristic person shareholder
- (3) Certified true copy of official documents issued by government authorities of the shareholder representative (Authorized Director) as specified in item 1.1 (2)

**2. Proxy**

**2.1 Natural Person**

- (1) Notice of the Meeting, which is signed by the proxy
- (2) The Proxy Form as attached in the Notice of the Meeting (Proxy Form B), completely filled in and signed by the shareholder and the proxy
- (3) A copy of official documents, which is issued by government authorities of the shareholder as specified in item 1.1 (2) which is certified true by the shareholder
- (4) Certified true copy of official documents issued by government authorities of the proxy as specified in item 1.1 (2)

**2.2 Juristic Person**

- (1) Notice of the Meeting, which is signed by the proxy
- (2) The Proxy Form as attached in the Notice of the Meeting (Proxy Form B), completely filled in and signed by the authorized person of the juristic person shareholder and the proxy

- (3) A copy of the shareholder's Affidavit (issued not later than one year) certified true by the authorized person of the juristic person shareholder and a Power of Attorney (if any) showing that the person who sign the Proxy Form has the authority to act on behalf of the juristic person shareholder
- (4) A copy of an official document issued by government authorities of the authorized person as specified in item 1.1 (2) which is certified true by said authorized person
- (5) Certified true copy of official documents issued by government authorities of the proxy as specified in item 1.1 (2)

### **2.3 Granting Proxy to the Company's Independent Directors as listed in Attachment 5**

- (1) Notice of the Meeting
- (2) The Proxy Form as attached in the Notice of the Meeting (Proxy Form B), which is marked in front of only one of the name of the Independent Directors specified in the Proxy Form to be your proxy, completely filled in and signed by the shareholder
- (3) In case the shareholder is a natural person, documents as specified in item 2.1 (3)
- (4) In case the shareholder is a juristic person, document as specified in item 2.2 (3) and 2.2 (4)

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

- (1) Notice of the Meeting, which is signed by the proxy
- (2) The Proxy Form (Form C) as attached in the Notice of the Meeting, completely filled in and signed by the shareholder and the proxy
- (3) Documents as specified in item 1.2 or 2.2
- (4) Power of Attorney by Foreign Investor authorizing Custodian to sign the Proxy Form on his or her behalf
- (5) Letter certifying that the person signing the Proxy Form is authorized to operate custodian business

The foreign institutional investors who are nominated by their commercial banks as custodian shall provide Know Your Customer (KYC) and Customer Due Diligence (CDD) to be complied with rules and regulation from Bank of Thailand as well as Ministerial Regulation prescribing rules and procedures for Customer Due Diligence B.E. 2556 (2013) by the Anti-Money Laundering Act B.E. 2542 (1999) to identify, prove and scrutinize nature of such investors and to reduce risk whether such investors are not the natural person. However, the Company considers such investors as proxy of shareholders to cast voting rights.

#### **Remarks**

1. The shareholder or proxy shall deliver signed identity documents and signed proxy forms (in case of appointing the proxy) to Corporate Secretary, [cs@allianz.co.th](mailto:cs@allianz.co.th) within April 28, 2025. Once the Company has verified the list of shareholder according to the latest Record Date, the Company will then send back Username and Password to the email that sent to the Company for log in the AGM program via electronic method (E-AGM). The Company would seek the cooperation from the shareholder to proxy the Company's Independent Directors to attend and vote on your behalf instead of attending the meeting themselves.
2. Allocation of shares to several proxies to vote in the Meeting is not allowed. Shareholder shall authorize the proxy to cast the votes equal to the total number of shares held by shareholder. Authorizing less than the total number of shares is not allowed except for the Custodian appointed by Foreign Investor in accordance with Proxy Form C.



3. Please affix THB 20 stamp duty and specify the date of Proxy Form across such stamp duty.
4. In case of juristic person shareholders, if the person who sign in the POA or Proxy Form is not an authorized director as specified in the Affidavit, the attendee shall prepare the POA showing that the attendee has authority to attend the meeting and cast the vote on behalf of the juristic person shareholder. All complete POAs must be made uninterruptedly.

For more details about the Company's privacy notice, please visit [Privacy Notice](#)

### **Criteria for Vote Casting and Counting**

1. The Chairman of the Meeting or a person designated by the Company shall explain casting and counting vote procedure before commencement of the meeting. The Company shall count and sum up votes on each agenda item of shareholders or the proxy who attend the meeting and cast votes. Results on each agenda item shall be announced to the meeting before the meeting is adjourned. The Company will arrange to have the inspector for examine procedures on counting vote in the Meeting to ensure our transparency and compliance with the laws and the Company's Articles of Association.
2. In casting votes, one share carries one vote.
3. Prior to counting votes on each agenda item, the Company would suspend the registration. The registration would be resumed upon conclusion of the counting of votes on each agenda item. As for shareholders or proxies attending the meeting after the meeting was called to order, their votes shall be included only on the agenda items those shareholders or proxies are present at the meeting. As a result, the number of shareholders on each agenda item may vary.
4. In case that shareholders appointing their proxies have clearly voted for, voted against or abstained from voting on the respective agenda items and the Company has collected and recorded such votes for processing in advance in computer. Therefore, the proxies attending the meeting shall not receive the voting cards from the Company.
5. The Chairman of the Meeting or a person designated by the Company may request that any shareholders attending the meeting in person or proxies and intending to vote against or abstain from voting use voting system as provided by the Company, and such shareholders or proxies would be required to study "**Guidelines for attending the 2025 Annual General Meeting of Shareholders of Allianz Ayudhya Public Company Limited via electronic method (E-AGM)**" as indicated in next topic.
6. In counting of votes, resolutions shall be passed by votes as follows:

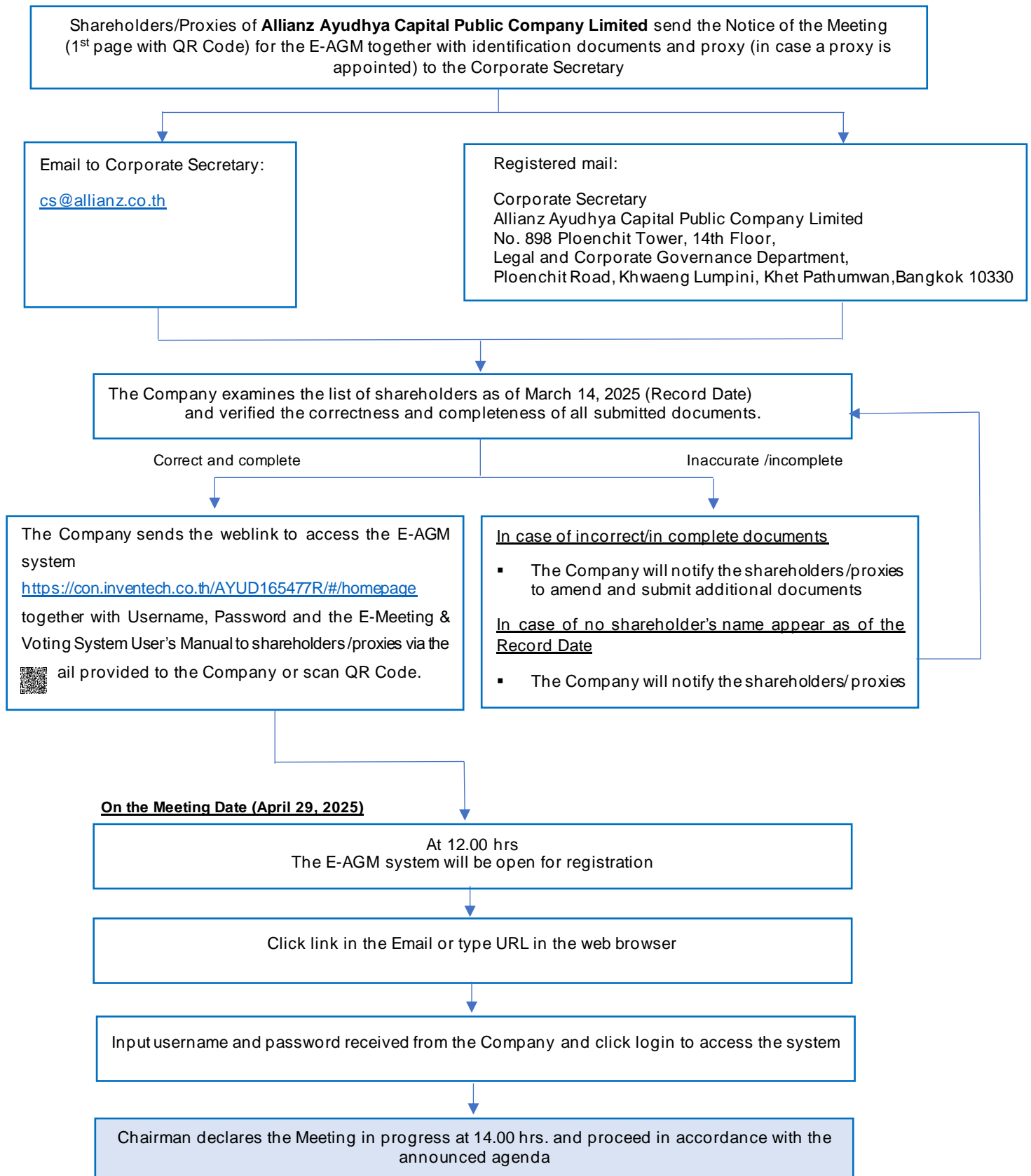
**Agenda No. 2, No. 3, and No. 6** require the approval of the meeting by a majority of vote of shareholders attending and casting the votes at the meeting.

Except for:

- Agenda 1** which is for acknowledge the Board of Directors' Report on 2024 Operating Results and thus voting is not required.
  - Agenda 5** which is for consider approving the Directors' Remuneration for the Year 2025 and requires the approval of the meeting with the votes of not less than two-thirds (2/3) of the total number of votes of shareholders attending the meeting.
7. In connection with the **Agenda 4** which is for the consideration and approval of the appointment of the directors to replace those retiring by rotation in accordance with the criteria set out in Article 18 of the Company's Articles of Association as follows.
    - (1) One shareholder has the vote equal to 1 share per 1 vote
    - (2) In the election of directors, it shall vote by selecting individual director, one person at a time or many people at a time as the shareholders' meeting deems appropriate, but in each voting, each shareholder shall vote with the total votes under (1), cannot add the votes to any person.
    - (2) Voting for election of directors shall be made by a majority of votes. If the votes are equal, the chairman of the meeting shall have the deciding vote.

For the purpose of casting a vote on this agenda item, the Company would collect the voting results from all shareholders attending the meeting to ensure the transparency in counting votes which may be requested for review at a later date. As for shareholders appointing proxies, the Company will examine the casting of votes in their proxy forms.

**Procedures for attending of the 2025 Annual General Meeting of Shareholders (E-AGM)**  
**Allianz Ayudhya Capital Public Company Limited**  
**On April 29, 2025**



**Guidelines for attending the 2025 Annual General Meeting of Shareholders of Allianz Ayudhya Public Company Limited via electronic method (E-AGM)**

- 1) The Shareholders or proxy holders who wish to attend the Meeting via electronic method (E-AGM) must submit a request form for attending the Meeting via Web Browser by clicking the link <https://con.inventech.co.th/AYUD165477R/#/homepage> or scan the QR Code below for logging in to the system. The system would be available from Friday, April 18, 2025, until the date when the Meeting has ended.



- 2) Once logged in, the shareholders or proxy holders are requested to complete all fields and attach additional documents according to the system requirement such as
- Identification Card Number/Passport Number (in case of a foreigner)
  - Shareholders Registration Number
  - Name and Surname
  - Number of shares
  - E-Mail Address
  - Mobile Number
  - Additional Attachments
    - For shareholders who wish to attend the Meeting via electronic media by themselves, please attach the photocopy of identification card or the photocopy of valid identification document bearing the photograph of document owner issued by the state agency or the photocopy of passport (in case of a foreigner), which is certified a true copy.
    - In case of appointing a proxy holder, please attach the proxy form with required documents specified in the Invitation Letter for the 2025 Annual General Meeting of Shareholders.
- 3) After completely fill-in all required information, please select “I have read and agreed to comply with Meeting attendance requirements, and Meeting attendance requirements through Inventech Connect” by checking the box to “accept on the term of service”. Then click to submit the documents through the system.
- 4) After all documents are verified and the request is approved, the shareholders will receive an email informing the detailed information of the Meeting which is divided into 4 parts as follows:
- Link for registration of the Meeting
  - Username and Password for e-Voting
  - Link for downloading and installing of Cisco WebEx Meeting Application
  - Link for user manual

In case the request is rejected, shareholders will receive an email to notifying the reason for rejection. The shareholders can resubmit additional information through the system.

- 5) Shareholders or proxy holders can submit the Meeting attendance request form from Friday April 18, 2025 until the Meeting has ended. Also, shareholders can register to attend the Meeting on Tuesday, April 29, 2025 at 12.00 hours until the Meeting has ended.

Service information for shareholders or proxy holders to submit request form to attend E-AGM	
Inventech Call center : Tel . (662) 460-9222	
Business Days	Service Time
<ul style="list-style-type: none"> <li>▪ Friday, April 18, 2025 - April 29, 2025</li> <li>▪ Tuesday, April 29, 202</li> </ul>	08.30 hrs to 17.30 hrs  12.00 hrs until the Meeting has ended
<i>Remark : Provided service time during business days ONLY and end of service time will be available until the Meeting has ended.</i>	

- 6) In relation to registration for the Meeting, shareholders or proxy holders must enter the username and password received from 4) to sign in. Then, the shareholders or proxy holders can go to the registration page for watching live broadcast through Cisco Webex Meeting Application by filling your email address (This step is only for shareholders or proxy holders who have registered for attending the Meeting).

- 7) If the shareholders or proxy holders wish to ask questions at the Meeting, you can press Q&A icon, then type your name, surname, and your status of attending the Meeting as well as your questions and click send button. There is no online audio question.

*(The Company would like to reserve its rights to consider answering only the important issues related to each agenda item. The questions that are not answered at the Meeting will be collected to keep in the minutes of the Meeting as deemed appropriate.)*

- 8) Voting procedures:

- Please go to "Multimedia Viewer" menu, then click "Continue" in order to go to the e-Voting system. After that, fill in the username and password, then click "Sign In" and click "Select Agenda".
  - In case of voting "Agree", do not press any button.
  - In case of "Disagree", press red button.
  - In case of "Abstain from voting", press orange button.

- 9) For solving registration problems, shareholders can contact administrators at (662) 460-9222 on business days and hours from 08.30 – 17.30 hours as from Friday, April 18, 2025 until the Meeting has ended.

- 10) For shareholders who appoint proxy holders

- If any shareholder wishes to change the proxy appointment from the one that the shareholder has already submitted to the Company, please inform the change to the Company within Friday, April 25, 2025.

- For proxy appointment, please use the proxy forms that have been attached with the Invitation Letter for the 2025 Annual General Meeting of Shareholders of which are sent to all shareholders.
- Shareholders can appoint the proxy to attend the Meeting via electronic media on their behalf and the proxy holder is required to follow the above steps 1) to 4) or

11) Shareholders can appoint one of the Company's Independent Directors as their proxy. Please find the details of the appointment of Independent Directors as a proxy holder which are specified in the Invitation Letter for the 2025 Annual General Meeting of Shareholders. Please complete a proxy form and send it back to "Corporate Secretary (Legal and Corporate Governance Department)" of Allianz Ayudhya Capital Public Company Limited, 14th Floor, Ploenchit Tower, No. 898 Ploenchit Road, Khwaeng Lumpini, Khet Pathumwan, Bangkok 10330.

12) The Meeting on Tuesday, April 29, 2025 will be conducted by electronic method only and the Company does not prepare the Meeting room for shareholders. If the shareholders are unable to attend the Meeting via electronic method, the Company would like to request you to appoint the Company's Independent Director or any other person to attend the Meeting on your behalf or submit the form to attend the Meeting via electronic method only.

13) In using the Meeting system, please study the details of INVENTECH CONNECT system user guideline at



For solving registration problems, shareholders or proxy holders please contact Inventech call center at Tel. (662) 460-9222 on April 18, 2025 - April 29, 2025, from 08.30-17.30 hrs. (*business days only*)., and on April 29, 2025 from 12.00 hrs until the Meeting has ended.



@inventechconnect

## Installation Guide for Webex Meetings and How to use Inventech Connect



### User Manual for e-Request and e-Vote

\* Note Operation of the electronic conferencing system and Inventech Connect systems. Check internet of shareholder or proxy include equipment and/or program that can use for best performance. Please use equipment and/or program as the follows to use systems.

1. Internet speed requirements

- High-Definition Video: Must be have internet speed at 2.5 Mbps (Speed internet that recommend).

- High Quality Video: Must be have internet speed at 1.0 Mbps.

- Standard Quality Video : Must be have internet speed at 0.5 Mbps.

2. Equipment requirements.

- Smartphone/Tablet that use IOS or android OS.

- PC/Laptop that use Windows or Mac OS.

3. Requirement Browser Chrome (Recommend) / Safari / Microsoft Edge

**\*\* The system does not supported internet explorer.**

You can check the supported device versions at <https://help.webex.com/en-us/article/nki3xrg/Webex-Meetings-Suite-System-Requirements> or scan the QR Code



## หนังสือมอบฉันทะ (แบบ ข.) (แบบที่กำหนดรายการต่างๆ ที่มอบฉันทะที่ละเอียดและชัดเจน)

## Proxy Form (Form B.) (Specific Details Form)

ติดอากรแสตมป์

20 บาท

Affix duty stamp

THB 20

เขียนที่ (Written at).....

วันที่ ..... เดือน ..... พ.ศ. ....

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

(1) ข้าพเจ้า (I/We)..... สัญชาติ (Nationality).....

อยู่บ้านเลขที่ (Residing at)..... ถนน (Road)..... ตำบล/แขวง (Tambol/Khwaeng).....

อำเภอ/เขต (Amphur/Khet)..... จังหวัด (Province)..... รหัสไปรษณีย์ (Postal Code).....

(2) เป็นผู้ถือหุ้นของ บริษัท อลิอันซ์ อยุธยา แคปปิตอล จำกัด (มหาชน)

Being a shareholder of Allianz Ayudhya Capital Public Company Limited

โดยถือหุ้นสามัญจำนวนทั้งสิ้นรวม ..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ ..... เสียง

Holding the total amount of ordinary shares ..... shares and has the right to vote equal to ..... votes

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระ โดยมีรายละเอียดตามสิ่งที่ส่งมาด้วยลำดับที่ 5)

Hereby appoint (the shareholder may appoint the independent director of the Company of which details as in Attachment 5)

☐ (1) ชื่อ (Name)..... อายุ (Age) ..... ปี (Years)

อยู่บ้านเลขที่ ..... ถนน ..... ตำบล/แขวง ..... อำเภอ/เขต ..... จังหวัด ..... รหัสไปรษณีย์ ..... หรือ

Residing at ..... Road ..... Tambol/Khwaeng ..... Amphur/Khet ..... Province ..... Postal code ...

or

☐ (2) ชื่อ (Name) นายสุวัฒน์ หลายเจริญทรัพย์ (Mr. Suwat Laicharoenstrup) อายุ (Age) 75 ปี (Years) ในฐานะกรรมการอิสระ

ของบริษัท (Independent Director) อยู่บ้านเลขที่ 898 อาคารเพลลิจิตทาวเวอร์ ชั้น 7 ถนน เพลลิจิต ตำบล/แขวง ลุมพินี อำเภอ/เขต ปทุมวัน

จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10330 หรือ Residing at 898 Ploenchit Tower, 7th floor, Road Ploenchit Tambol/Khwaeng, Lumpini

Amphur/Khet Pathumwan, Province Bangkok, Postal code 10330 or

☐ (3) ชื่อ (Name) นายพศุ โลหารขุน (Mr. Pasu Lohariun) อายุ (Age) 65 ปี (Years) ในฐานะกรรมการอิสระของบริษัท

(Independent Director) อยู่บ้านเลขที่ 898 อาคารเพลลิจิตทาวเวอร์ ชั้น 7 ถนน เพลลิจิต ตำบล/แขวง ลุมพินี อำเภอ/เขต ปทุมวัน จังหวัด

กรุงเทพมหานคร รหัสไปรษณีย์ 10330 หรือ Residing at 898 Ploenchit Tower, 7th floor, Road Ploenchit Tambol/Khwaeng, Lumpini Amphur/Khet

Pathumwan, Province Bangkok, Postal code 10330 or

☐ (4) ชื่อ (Name) นายวิชิต กรวิทย์คุณ (Mr. Vichit Komvitakoon) อายุ (Age) 74 ปี (Years)

ในฐานะกรรมการอิสระของบริษัท (Independent Director) อยู่บ้านเลขที่ 898 อาคารเพลลิจิตทาวเวอร์ ชั้น 7 ถนน เพลลิจิต ตำบล/แขวง ลุมพินี

อำเภอ/เขต ปทุมวัน จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10330 Residing at 898 Ploenchit Tower, 7th floor, Road Ploenchit Tambol/Khwaeng

Lumpini Amphur/Khet Pathumwan, Province Bangkok, Postal code 10330

The independent directors have no special stake in all agenda.

(ทั้งนี้ กรรมการอิสระ ไม่มีส่วนได้เสียพิเศษในการพิจารณารายละเอียดในทุกวาระในการประชุมครั้งนี้)

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2568 (ครั้งที่ 76) ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ในวันอังคารที่ 29 เมษายน 2568 เวลา 14.00 น. โดยถ่ายทอดสดจากอาคารสำนักงานใหญ่ของบริษัท หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote in the 2025 Annual General Meeting of Shareholders (No. 75) via electronic method (E-AGM) on Tuesday, April 29, 2025 at 1400 hrs. with live broadcast from the Head Office Building of the Company, or at any adjournment thereof to any other date, time, and venue.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

In this Meeting, I/We grant my/our proxy to vote on my/our behalf as follows:



**วาระที่ 1    รับทราบรายงานผลการดำเนินงานของคณะกรรมการบริษัท สำหรับรอบปี 2567**

**Agenda 1    To Acknowledge the Board of Directors' Report on the Company's operating results in 2024**  
(ไม่มีการลงคะแนนเสียงในวาระนี้/No casting of votes in this agenda)

**วาระที่ 2    พิจารณานุมัติงบแสดงฐานะการเงิน ณ วันที่ 31 ธันวาคม 2567 งบกำไรขาดทุนเบ็ดเสร็จ งบแสดงการเปลี่ยนแปลงในส่วนของผู้ถือหุ้น งบกระแสเงินสด และรายงานผู้สอบบัญชี**

**Agenda 2    To Consider Approving the Audited Financial Statements for the Year Ended December 31, 2024, together with the Auditor's Report**

☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

☐ (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

**วาระที่ 3    พิจารณานุมัติจ่ายเงินปันผลและรับทราบการจ่ายเงินปันผลระหว่างกาลของบริษัท**

**Agenda 3    To Consider Approving the Appropriation of Profit from 2024 Operating Results and Dividend Payment**

☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

☐ (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

**วาระที่ 4    พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ครบกำหนดออกจากตำแหน่งตามวาระ**

**Agenda 4    To Consider Electing the Directors to Replace those Retiring by Rotation**

☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

☐ (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

**การเลือกตั้งกรรมการเป็นรายบุคคล / Election of the following directors:**

5.1 ชื่อกรรมการ นายจำลอง อติกุล / Name of director Dr. Jamlong Atikul

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

5.2 ชื่อกรรมการ นางสาวนพพร ทิรวัตตนกุล/Name of director Ms.Noppom Tirawattanagool

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

5.3 ชื่อกรรมการนายเต คิม เล็ง/ Name of director Mr. Teh Kim Leng

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

5.4 ชื่อกรรมการ นายกิตติ ปินทวิโรจน์/ Name of director Mr. Kitti Pintavirooj

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง  
Approve Disapprove Abstain

5.5 ชื่อกรรมการนายโพ ฮยง เอง / Name of the director Mr. Poh Heon Eng

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง  
Approve Disapprove Abstain

**วาระที่ 5 พิจารณากำหนดค่าตอบแทนกรรมการ ประจำปี 2568**

**Agenda 5 To Consider Approving the Directors' Remuneration for the Year 2025**

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง  
Approve Disapprove Abstain

**วาระที่ 6 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2568**

**Agenda 6 To Consider Approving the Auditors and the Determining the Auditors' Remuneration for the Year 2025**

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง  
Approve Disapprove Abstain

**วาระที่ 7 พิจารณาเรื่องอื่นๆ (ถ้ามี)**

**Agenda 7 To Consider any Other Business (if any)**

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง  
Approve Disapprove Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Where any vote taken by the Proxy does not conform to those specified herein, it shall be deemed that such vote is invalid and not my/our voting as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we do not specify my/our voting intention in any agenda items or not clearly specify or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the Proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

(7) กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ไปในการประชุม เว้นแต่กรณี que ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ ถือเสมือนว่าข้าพเจ้าได้กระทำให้เองทุกประการ

Any act performed by the Proxy in this meeting shall be deemed to be the action performed by myself/ourselves, except for the case that the Proxy does not cast the vote as specified herein.

ลงนาม/Signed .....ผู้มอบฉันทะ/Grantor  
( )

ลงนาม/Signed .....ผู้รับมอบฉันทะ/Proxy  
( )

**Remark:**

1. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.
2. The shareholder may grant the power to the proxy for all of the shares specified in Clause (3) or grant only a portion of the shares less than those specified in Clause (3) to the proxy.
3. For the election of directors, the vote may elect some or all of the nominees.
4. If there is any rule or regulation requiring the proxy to make any statement or provide any evidence, such as the case that the proxy has interest in any matter which he/she attends and votes at the meeting. He/she may mark the statement as identified in (7).

แบบหนังสือมอบฉันทะ ตามที่กรมพัฒนาธุรกิจการค้า กระทรวงพาณิชย์ กำหนด  
Proxy Forms as specified by Department of Business Development, Ministry of Commerce

**ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.****Supplemental Proxy Form B**

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท อลิอันซ์ ออยุธยา แคปปิตอล จำกัด (มหาชน) ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2568 (ครั้งที่ 76) ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ในวันอังคารที่ 29 เมษายน 2568 เวลา 14.00 น. โดยถ่ายทอดสด จากอาคารสำนักงานใหญ่ของบริษัท หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The proxy is granted by shareholder of Allianz Ayudhya Capital Public Company Limited for the 2024 Annual General Meeting via electronic method (E-AGM) on Monday, April 29, 2024 at 10.00 hrs., with live broadcast from the Head Office Building of the Company, or at any adjournment thereof to any other date, time, and venue.

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda Re:

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda Re:

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda Re:

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
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- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda Re:

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
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(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่.....เรื่อง.....

Agenda

Re:

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
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(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่.....เรื่อง.....

Agenda

Re:

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
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- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่.....เรื่อง.....

Agenda

Re:

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

ข้าพเจ้าขอรับรองว่ารายการในใบประจำต่อแบบหนังสือมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

I/We certify that the details in this Attachment to Proxy Form are completely correct and totally true.

ลงนาม/Signed .....ผู้มอบฉันทะ/Grantor  
( )

ลงนาม/Signed .....ผู้รับมอบฉันทะ/Proxy  
( )

ลงนาม/Signed .....ผู้รับมอบฉันทะ/Proxy  
( )

ลงนาม/Signed .....ผู้รับมอบฉันทะ/Proxy  
( )

แบบหนังสือมอบฉันทะ ตามที่กรมพัฒนาธุรกิจการค้า กระทรวงพาณิชย์ กำหนด  
Proxy Forms as specified by Department of Business Development, Ministry of Commerce

## หนังสือมอบฉันทะ (แบบ ค.) (สำหรับผู้ถือหุ้นต่างประเทศที่แต่งตั้งโดยคัสโตเดียนในประเทศไทย)

ติดอากรแสตมป์

20 บาท

Affix duty stamp

THB 20

Proxy Form (Form C.) (For Foreign shareholders who have custodians in Thailand only) (Specific Details Form)

เขียนที่ (Written at) .....

วันที่ ..... เดือน ..... พ.ศ. ....

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

(1) ข้าพเจ้า (I/We) ..... สัญชาติ (Nationality) .....

อยู่บ้านเลขที่ (Residing at) ..... ถนน (Road) ..... ตำบล/แขวง (Tambol/Khwaeng) .....

อำเภอ/เขต (Amphur/Khet) ..... จังหวัด (Province) ..... รหัสไปรษณีย์ (Postal Code) .....

(2) เป็นผู้ถือหุ้นของ บริษัท อลิอันซ์ อยุธยา แคปปิตอล จำกัด (มหาชน)

Being a shareholder of Allianz Ayudhya Capital Public Company Limited

โดยถือหุ้นสามัญจำนวนทั้งสิ้นรวม ..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ ..... เสียง

Holding the total amount of ordinary shares ..... shares and has the right to vote equal to ..... votes

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระ โดยมีรายละเอียดตามสิ่งที่ส่งมาด้วยลำดับที่ 5)

Hereby appoint (the shareholder may appoint the independent director of the Company of which details as in Attachment 5)

☐ (1) ชื่อ (Name) ..... อายุ (Age) ..... ปี (Years)

อยู่บ้านเลขที่ ..... ถนน ..... ตำบล/แขวง ..... อำเภอ/เขต ..... จังหวัด ..... รหัสไปรษณีย์ ..... หรือ

Residing at ..... Road ..... Tambol/Khwaeng ..... Amphur/Khet ..... Province

Postal code ..... or

(2) ชื่อ (Name) นายสุวัฒน์ หลายเจริญทรัพย์ (Mr. Suwat Laichareonsup) อายุ (Age) 75 ปี (Years) ในฐานะกรรมการอิสระ  
 ของบริษัท (Independent Director) อยู่บ้านเลขที่ 898 อาคารเพลินจิตทาวเวอร์ ชั้น 7 ถนน เพลินจิต ตำบล/แขวง ลุมพินี อำเภอ/เขต ปทุมวัน  
 จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10330 หรือ Residing at 898 Ploenchit Tower, 7th floor, Road Ploenchit Tambol/Khwaeng Lumpini  
 Amphur/Khet Pathumwan Province Bangkok Postal code 10330 or

☐ (3) ชื่อ (Name) นายพศ โลหาราชุน (Mr. Pasu Loharjun) อายุ (Age) 65 ปี (Years) ในฐานะกรรมการอิสระของบริษัท  
 (Independent Director) อยู่บ้านเลขที่ 898 อาคารเพลินจิตทาวเวอร์ ชั้น 7 ถนน เพลินจิต ตำบล/แขวง ลุมพินี อำเภอ/เขต ปทุมวัน จังหวัด  
 กรุงเทพมหานคร รหัสไปรษณีย์ 10330 หรือ Residing at 898 Ploenchit Tower, 7th floor, Road Ploenchit Tambol/Khwaeng Lumpini Amphur/Khet  
 Pathumwan Province Bangkok Postal code 10330 or

☐ (4) ชื่อ (Name) นายวิชิต กรวิทย์คุณ (Mr. Vichit Kornvitakoon) อายุ (Age) 74 ปี (Years)  
 ในฐานะกรรมการอิสระของบริษัท (Independent Director) อยู่บ้านเลขที่ 898 อาคารเพลินจิตทาวเวอร์ ชั้น 7 ถนน เพลินจิต ตำบล/แขวง ลุมพินี  
 อำเภอ/เขต ปทุมวัน จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10330 Residing at 898 Ploenchit Tower, 7th floor, Road Ploenchit Tambol/Khwaeng  
 Lumpini Amphur/Khet Pathumwan Province Bangkok Postal code 10330

The independent directors have no special stake in all agenda.

(ทั้งนี้ กรรมการอิสระ ไม่มีส่วนได้เสียพิเศษในการพิจารณารายละเอียดในทุกวาระในการประชุมครั้งนี้)

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2568 (ครั้งที่ 76)  
 ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ในวันอังคารที่ 29 เมษายน 2568 เวลา 14.00 น. โดยถ่ายทอดสดจากอาคารสำนักงานใหญ่ของบริษัท หรือที่จะพึง  
 เลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote in the 2025 Annual General Meeting of Shareholders (No. 75) via electronic method (E-AGM) on Tuesday,  
 April 29, 2025 at 1400 hrs. with live broadcast from the Head Office Building of the Company, or at any adjournment thereof to any other date, time, and venue.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

In this Meeting, I/We grant my/our proxy to vote on my/our behalf as follows:

**วาระที่ 1      รับทราบรายงานผลการดำเนินงานของคณะกรรมการบริษัท สำหรับรอบปี 2567**

**Agenda 1      To Acknowledge the Board of Directors' Report on the Company's operating results in 2024**

(ไม่มีการลงคะแนนเสียงในวาระนี้/No casting of votes in this agenda)

**วาระที่ 2      พิจารณานุมัติงบแสดงฐานะการเงิน ณ วันที่ 31 ธันวาคม 2567 งบกำไรขาดทุนเบ็ดเสร็จ งบแสดงการเปลี่ยนแปลงในส่วนของผู้ถือหุ้น งบกระแสเงินสด และรายงานผู้สอบบัญชี**

**Agenda 2      To Consider Approving the Audited Financial Statements for the Year Ended December 31, 2024, together with the Auditor's Report**

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

**วาระที่ 3      พิจารณานุมัติจ่ายเงินปันผลและรับทราบการจ่ายเงินปันผลระหว่างกาลของบริษัท**

**Agenda 3      To Consider Approving the Appropriation of Profit from 2024 Operating Results and Dividend Payment**

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

**วาระที่ 4      พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ครบกำหนดออกจากตำแหน่งตามวาระ**

**Agenda 4      To Consider Electing the Directors to Replace those Retiring by Rotation**

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

**วาระที่ 5      พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระ**

**Agenda 5      To Consider and Elect the Directors to Replace those Retiring by Rotation**

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

**การเลือกตั้งกรรมการเป็นรายบุคคล / Election of the following directors:**

5.1 ชื่อกรรมการ นายจำลอง อติกุล / Name of director Dr. Jamlong Atikul

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain



5.2 ชื่อกรรมการ นางสาวนพพร ทิรวัตตนกุล/Name of director Ms.Noppom Tirawattanagool

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง  
Approve Disapprove Abstain

5.3 ชื่อกรรมการนายเต คิม เล็ง/ Name of director Mr. Teh Kim Leng

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง  
Approve Disapprove Abstain

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง  
Approve Disapprove Abstain

5.4 ชื่อกรรมการ นายกิตติ ปิณฑวิรุจน์/ Name of director Mr. Kitti Pintavirooj

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง  
Approve Disapprove Abstain

5.5 ชื่อกรรมการนายโพ ฮยอง เอง / Name of the director Mr. Poh Heon Eng

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง  
Approve Disapprove Abstain

**วาระที่ 5 พิจารณากำหนดค่าตอบแทนกรรมการ ประจำปี 2568**

**Agenda 5 To Consider Approving the Directors' Remuneration for the Year 2025**

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง  
Approve Disapprove Abstain

**วาระที่ 6 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2568**

**Agenda 6 To Consider Approving the Auditors and the Determining the Auditors' Remuneration for the Year 2025**

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง  
Approve Disapprove Abstain

**วาระที่ 8 พิจารณาเรื่องอื่นๆ (ถ้ามี)**

**Agenda 8 To Consider any Other Business (if any)**

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง  
Approve Disapprove Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช้เป็น การลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น



Where any vote taken by the Proxy does not conform to those specified herein, it shall be deemed that such vote is invalid and not my/our voting as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we do not specify my/our voting intention in any agenda items or not clearly specify or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the Proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

(7) กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any act performed by the Proxy in this meeting shall be deemed to be the action performed by myself/ourselves, except for the case that the Proxy does not cast the vote as specified herein.

ลงนาม/Signed .....ผู้มอบฉันทะ/Grantor  
( )

ลงนาม/Signed .....ผู้รับมอบฉันทะ/Proxy  
( )

#### หมายเหตุ / Remark

- หนังสือมอบฉันทะแบบ ค. นี้ ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศ และแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทย เป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น Only foreign shareholders as registered in the registration book who have custodian in Thailand can use the Proxy Form C
- หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ  
Evidences to be enclosed with the Proxy Form are:  
  - หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน  
Power of Attorney from shareholder authorizes a custodian to sign the Proxy Form on behalf of the shareholder.
  - หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)  
Letter of certification to certify that the signer in the Proxy Form have a permit to act as a Custodian.
- ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคน เพื่อแยกการลงคะแนนเสียงได้  
A shareholder shall appoint only one proxy to attend and vote at the Meeting. A shareholder may not split number of shares and appoint more than one proxy in order to split votes.
- วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุด หรือ เลือกตั้งกรรมการเป็นรายบุคคล  
In agenda regarding the appointment of new directors, the ballot can be either for all the nominated candidates as a whole or for an individual nominee.
- ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ค. ตามแนบ  
In case there is any further agenda apart from specified above brought into consideration in meeting, the shareholders may use the Attachment to Proxy Form C

**ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.****Supplemental Proxy Form C**

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท อลิอันซ์ อยุธยา แคปปิตอล จำกัด (มหาชน) ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2568 (ครั้งที่ 76) ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ในวันอังคารที่ 29 เมษายน 2567 เวลา 10.00 น. โดยถ่ายทอดสด จากอาคารสำนักงานใหญ่ของบริษัท หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The proxy is granted by shareholder of Allianz Ayudhya Capital Public Company Limited for the 2024 Annual General Meeting via electronic method (E-AGM) on Monday, April 29, 2024 at 10.00 hrs., with live broadcast from the Head Office Building of the Company, or at any adjournment thereof to any other date, time, and venue.

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda

Re:

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda

Re:

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda

Re:

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda

Re:

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

วาระที่.....เรื่อง.....

Agenda

Re:

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่.....เรื่อง.....

Agenda

Re:

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่.....เรื่อง.....

Agenda

Re:

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

ข้าพเจ้าขอรับรองว่ารายการในใบประจำต่อแบบหนังสือมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

I/We certify that the details in this Attachment to Proxy Form are completely correct and totally true.

ลงนาม/Signed .....ผู้มอบฉันทะ/Grantor  
( )

ลงนาม/Signed .....ผู้รับมอบฉันทะ/Proxy  
( )

ลงนาม/Signed .....ผู้รับมอบฉันทะ/Proxy  
( )

ลงนาม/Signed .....ผู้รับมอบฉันทะ/Proxy  
( )

แบบหนังสือมอบฉันทะ ตามที่กรมพัฒนาธุรกิจการค้า กระทรวงพาณิชย์ กำหนด  
Proxy Forms as specified by Department of Business Development, Ministry of Commerce

