

Ref. CIMBT LorBorBor. 019/2023

24 February 2023

Subject: Schedule of the 2023 Annual General Meeting of Shareholders No. 29 and Dividend Payment

To:

The President

The Stock Exchange of Thailand

The Board of Directors' meeting of CIMB Thai Bank Public Company Limited ("CIMB Thai" or the "Bank") No. 2/2023, held on 24 February 2023, passed resolutions to determine the date of the 2023 Annual General Meeting of Shareholders No. 29 ("AGM") to be held on Wednesday, 12 April 2023 at 2.00 p.m. through electronic media channel only in accordance with the Emergency Decree on Electronic Meetings, B. E. 2563 (2020) and relevant laws and regulations, with the businesses on the agenda as follows:

Agenda item 1

To acknowledge the Bank's operating results for the year 2022

Board of Directors' opinion: The Board deems it appropriate for the AGM to acknowledge the Bank's operating results for the year 2022 as shown in the Annual Registration Statement/Annual Report 2022 (Form 56-1 One Report).

Agenda item 2

To consider and approve the statements of financial position and the statements of comprehensive income for the fiscal year ended 31 December 2022

Board of Directors' opinion: The Board deems it appropriate for the AGM to approve the statements of financial position and the statements of comprehensive income for the fiscal year ended 31 December 2022, which have been audited and certified by the auditor of the Bank.

Agenda item 3

To consider and approve the appropriation of profit for the year 2022 and payment of dividend

Board of Directors' opinion: The Board deems it appropriate for the AGM to approve the appropriation of profit for the year 2022 to the statutory reserve in the amount of THB 116,300,000.00. The remaining net profit after appropriation has been carried forward in the amount of THB 2,208,495,747.01 as retained earnings. The Board also deems it proper for the AGM to approve the dividend payment for the operating results of 2022 at the rate of THB 0.0115 per share which complies with the Bank's dividend payment policy. The Bank will specify the names of the shareholders who have the right to receive the dividend

**ธนาคาธ ซีไอเอ็มบี ไทย จำกัด (มหาชน)** เลขที่ 44 กนนที่สังสวน แขวงลุมพินี เขตปกุมวัน กรุงเทพมหานคธ 10330 โทรคัพที **0 2638 8000 0 2626 7000** โทรสาธ **0 2657 3**ชี33 ทะเบียนเลขที่ 0107537002338



payment on Tuesday, 25 April 2023 (Record Date), and the dividend payment shall be made on Wednesday, 10 May 2023.

Agenda item 4

To acknowledge a director's resignation

Board of Directors' opinion: The Board deems it appropriate as recommended by the Nomination, Remuneration and Corporate Governance Committee ("NRCC") to propose for the AGM to acknowledge the resignation of Mr. Hafriz Bin Abdul Rahman and the reservation of the vacant seat of the director to be later fulfilled by a qualified person in replacement of Mr. Hafriz Bin Abdul Rahman, while the NRCC is recruiting a qualified person to fulfill the position.

Agenda item 5

To consider and approve the re-election of the directors retiring by rotation

Board of Directors' opinion: The Board (excluding directors with beneficial interest) considers it proper as recommended by the NRCC to propose for the AGM to approve the re-election of the three members of the Board of Directors, i.e. Mr. Anon Sirisaengtaksin, Dato' Abdul Rahman Bin Ahmad, and Mr. Paul Wong Chee Kin, who are due to retire by rotation, as the Bank's directors for another term.

The Board views that the three nominated persons possess the required qualifications, skills, knowledge, capabilities and experience in the specific fields essential to the Bank, with dedication to the Bank's operations and adherence to code of ethics, work profile transparency and independence in expression of viewpoints. All of them are fully qualified as the Bank's directors under the applicable laws and regulations and the Bank's Articles of Association. Their appointments are currently being in the process of seeking the Bank of Thailand's approval.

Agenda item 6

To consider and approve the directors' remuneration for the year 2023

Board of Directors' opinion: The Board considers it proper as recommended by the NRCC for the AGM to approve the directors' remuneration for the year 2023 by remaining the remuneration rates for the members of the Board of Directors, the Nomination, Remuneration and Corporate Governance Committee, and the Board Risk and Compliance Committee as those approved in 2022, and to approve the additional retainer fee (monthly) for the members of the Audit Committee, as well as to acknowledge the change of calling of type of director's remuneration to align with CIMB Group, as tabulated below:

**ธนาคาร ซีโอเอ็มบี ไทย จำกัด (มหาชน**) เลขที่ 44 กนนทลังสวน แขวงสุนพิฆี เขตปทุมวัน กรุงเทเมมหานคร 10330 โกรคัพที่ **0 2638 8000 0 2626 7000** โกรสาร **0 2657 3333** กะเบียนเลขที่ 0107537002338



Directors' remuneration for 2023 in comparison with that for 2022

1. Remuneration for Board members:

THB/person

		2023		(Approve	2022 d by the AGM N	o. 28)
Position	Chairperson's	Retainer Fees	Meeting	Monthly Allowance	Meeting	Attendance
	Premium	(Monthly)	Allowance	(Chairperson's	Allowance	Allowance
	(Monthly)			Allowance)	(Monthly)	
Chairman	140,000	50,000	50,000	140,000	50,000	50,000
Director	Nil	50,000	50,000	Nil	50,000	50,000

#### Remarks:

- 1. Directors are responsible for paying their own income tax.
- 2. Attendance allowance will be paid of regardless of meeting frequency per month.
- 2. Remuneration for Board Committee members:

THB/person

	2023		2022 (Approved by the AGM No. 28)			
Position  1. Audit Committee	Chairperson's Premium (Monthly)	Retainer Fees (Monthly)	Meeting Allowance (Per Time)	Monthly Allowance (Chairperson's Allowance)	Meeting Allowance (Monthly)	Attendance Allowance (Per Time)
Chairperson	50,000	12,000	50,000	50,000	Nil	50,000
Committee Member	Nil	8,000	50,000	Nil	Nil	50,000
Other Board Committee     Compliance Committee		ation, Remune	ration and Corp	porate Governance	Committee; a	and Board Risk and

**ธนาคาร ซีไอเอ็มบี ไทย จำกัด (มหาชน)** เลขที่ 44 ดนนหลังสวน แขวงลุมเมีซ์ เชตปกุมวัน กรุงเทเมมหานคร 10330 โทรคัพท**์ 0 2638 8000 0 2626 7000** โทรสาร **0 2657 3333** ทะเบียนเลขที่ 0107537002338



		2023		(Appro	2022 oved by the AC	GM No. 28)
Position	Chairperson's Premium	Retainer Fees	Meeting Allowance	Monthly Allowance	Meeting Allowance	Attendance Allowance
	(Monthly)	(Monthly)	(Per Time)	(Chairperson's Allowance)	(Monthly)	(Per Time)
Chairman	50,000	Nil	50,000	50,000	Nil	50,000
Committee Member	Nil	Nil	50,000	Nil	Nil	50,000

#### Remarks:

- 1. Directors are responsible for paying their own income tax.
- 2. Attendance allowance will be paid on a per meeting basis.

#### Agenda item 7

To consider and approve the appointment of the auditor and determination of the audit fee for the year 2023

Board of Directors' opinion: The Board considers it proper as recommended by the Audit Committee ("AC") to propose for the AGM to appoint the PricewaterhouseCoopers ABAS Ltd. ("PwC"), represented by Mr. Boonlert Kamolchanokkul (CPA License No. 5339) and/or Ms. Sinsiri Thangsombat (CPA License No. 7352) and/or Mr. Paiboon Tunkoon (CPA License No. 4298), as CIMB Thai Group's auditor for the year 2023, and to determine the audit fees for 2023 of THB 12,321,000 for the Bank, as well as to acknowledge the audit fee of THB 2,748,000 for the subsidiaries of the Bank, making up the total audit fees of CIMB Thai Group of THB 15,069,000 for the year 2023. In this regard, the Board is overseeing to ensure that the financial statements would be completely prepared within the specified period.

#### Agenda item 8

To consider and approve amendments to the Articles of Association of the Bank, including Chapter IV: Board of Directors, Articles 21, 24, 25 and 26; Chapter V: General Meeting of Shareholders, Articles 30, 31, 32 and 34; Chapter VI: Accounting, Financing and Auditing, Articles 43 and 50; and Chapter VII: Additional Provisions, Articles 52 and 53

**ธนาคาร ซีไอเอ็มบี ไทย จำกัด (มหาชน)** เลขที่ 44 ถนนทสั่งสวน แขวงสุมพินี เขตปกุมวัน กรุงเทพมหานคร 10330 โทรศัพท์ **0 2638 8000 0 2626 7000** โทรสาร **0 2657 3333** กะเบียนเลขที่ 0107537002338



Board of Directors' opinion: The Board considers it proper for the AGM to consider and approve the amendments to the Bank's Articles of Association, including Chapter IV: Board of Directors, Articles 21, 24, 25 and 26; Chapter V: General Meeting of Shareholders, Articles 30, 31, 32 and 34; and Chapter VI: Accounting, Financing and Auditing, Articles 43 and 50; and Chapter VII: Additional Provisions, Articles 52 and 53, as follows:

Existing	Proposed Change
<u>Chapter IV</u>	Chapter IV
Board of Directors	Board of Directors
Article 21. In case any vacancy occurs in th	ne board of Article 21. In case any vacancy occurs in the board of
directors for reasons other than retirement b	by rotation, directors for reasons other than retirement by rotation,
the board of directors shall elect a person w	who has the the board of directors shall elect a person who has the
qualifications and who does not have any	prohibited qualifications and who does not have any prohibited
characteristics under the law as a replacen	ment at the characteristics under the law as a replacement at the
following meeting of the board of directors,	unless the following meeting of the board of directors, unless the
remaining duration of the director's term of of	ffice is less remaining duration of the director's term of office is
than two months. The replacing director	shall hold less than two months.
office only for the remaining term of offi	The resolution of the board of directors
director whom he has replaced.	under the first paragraph shall be supported by a vote
The resolution of the board of	f directors of not less than three-fourths of the number of
under the first paragraph shall be supported	d by a vote remaining directors.
of not less than three-fourths of the number	ber of the The replacing director shall hold office only
remaining directors.	for the remaining term of office of the director whom
	he has replaced.
The property of the control of the c	
900	

**ธนาคาร ซีไอเอ็มบี ไทย จำกัด (มหาชน)** เลขที่ 44 ดนมห<sup>ลั</sup>งสวน แขวงลุมพิมี เขตปฤมวัน กรุงเกพมหาบคร 10330 โกรคัพท**์ 0 2638 8000 0 2626 7000** โกรศาธ **0 2657 3333** กะเบียนเลขที่ 0107537002338



Proposed Change

Article 24. The board of directors shall hold a meeting at least once every quarter. The meeting may be taken in any places as the board of directors deems appropriate.

The board of directors' meeting shall consist of one-half of total of directors present at the meeting to constitute the quorum. If at any time the chairman is absent or is unable to perform the duty and there is the vice chairman, the vice chairman shall act as chairman of the meeting. If there is no vice chairman or the vice chairman is unable to perform the duty, the meeting shall elect one of the directors presented at the meeting to act as chairman of the meeting.

All resolutions of the board of directors' meeting shall be passed by the affirmative vote of a majority of the directors. One director shall have one vote, but any director who has the interest in any matter shall have no right to vote for such matter. In case of tie vote, the chairman has a casting vote.

Article 25. The chairman of the board of directors shall be the person who calls the meeting of the board of directors. The chairman or person assigned by the chairman shall send a notice summoning the meeting to the directors not less than seven days prior to the date of the meeting. However, in the case that there arises the necessity and urgency to safeguard the

Article 24. The board of directors shall hold a meeting at least once every three months. The meeting may be taken in any places as the board of directors deems appropriate.

The board of directors' meeting shall consist of one-half of total of directors present at the meeting to constitute the quorum. If at any time the chairman is absent or is unable to perform the duty and there is the vice chairman, the vice chairman shall act as chairman of the meeting. If there is no vice chairman or the vice chairman is unable to perform the duty, the meeting shall elect one of the directors presented at the meeting to act as chairman of the meeting.

All resolutions of the board of directors' meeting shall be passed by the affirmative vote of a majority of the directors. One director shall have one vote, but any director who has the interest in any matter shall have no right to vote for such matter. In case of tie vote, the chairman has a casting vote.

Article 25 The chairman of the board of directors shall be the person who calls the meeting of the board of directors. The chairman or person assigned by the chairman shall send a notice summoning the meeting to the directors not less than three days prior to the date of the meeting. However, in the case that there arises the necessity and urgency to safeguard the

**ธนาคาร ซีไอเอ็มนี ไทย จำกัด (มหาชน)** เลขที่ 44 ดนมหลังสวน แขวงลุมพีซี เขตปกุมวัน กรุงเทพมหานคร 10330 โกรศัพท์ **0 2638 8000 0 2626 7000** โกรสาร **0 2657 3333** กะเบียนเลขที่ 0107537002338



## Proposed Change

rights and interest of the Company, a meeting may be convened by other means and the date of the meeting may be scheduled sooner. However, if such a meeting is held through electronic media, the Company is able to send a notice summoning the meeting through electronic mail.

Two directors or more may request for holding of the board of directors' meeting. The chairman shall determine the date of the meeting to be held within fourteen days upon receipt of the request.

The chairman of the board of directors or person assigned by the chairman may determine that the meeting is held through electronic media in accordance with the forms, methods, guidelines and standards as prescribed by the applicable and/or relevant laws, critería, rules and/or orders, including any further changes thereof.

rights and interest of the Company, a meeting may be notified by electronic means or any other means, and the date of the meeting may be scheduled sooner.

With appropriate reason or an intention to safeguard the rights or interest of the Company, two directors or more may jointly request the chairman to hold the board of directors' meeting, with indication of the subject matter to be proposed for consideration as well as supporting rationale. The chairman shall summon and determine the meeting to be held within fourteen days upon receipt of the request.

In case where the chairman fails to act in accordance with the second paragraph, the aforesaid requesting directors may jointly call and determine the meeting to be held to consider the requested subject matter within fourteen days upon the end of period specified in the second paragraph.

In case of an absence of the chairman of the board of directors, the vice chairman shall summon the meeting. In case of an absence of the vice chairman, two directors or more may jointly call the meeting of the board of directors.

The chairman of the board of directors or the person assigned by the chairman may determine that the meeting is held through electronic media in accordance with the forms, methods, guidelines and

**ธนาคาร ซีไอเอ็มบี ไทย จำกัด (มหาชน)** เลขที่ 44 ถนนทสิ่งสวน แขวงสุมพิ<u>ชี เขตปทุบวัน กรุงเทพม</u>มหานคร 10330 โทรศัพท์ **0 2638 8000 0 2626 7000** โทรสาร **0 2657 3333** กะเบียนเลขที่ 0107537002338



Existing	Proposed Change
	standards as prescribed by the applicable and/or
	relevant laws, criteria, rules and/or orders, including
	any further changes thereof. In such case, the
	Company's head office shall be considered a meeting
	venue.
Article 26. The board of directors has the power and	Article 26. The board of directors has the power and
duty to manage the Company to operate business in	duty to manage the Company to operate business in
accordance with the objectives, Articles of Association	accordance with the objectives, Articles of
and resolutions of the shareholders' meeting,	Association and resolutions of the shareholders'
including:	meeting, including:
(1) Monitor and control the business operation	(1) Monitor and control the business operation
of the Company;	of the Company;
(2) Appoint and remove officers and employees	(2) Appoint and ramples officers and employees
	(2) Appoint and remove officers and employees
of the Company;	of the Company;
(3) Pay reward and severance pay to staffs or	(3) Pay reward and severance pay to staffs or
employees of the Company or any person	employees of the Company or any person
who works, temporarily or permanently, for	who works, temporarily or permanently, for
the Company;	the Company;
(4) Pay interim dividend to the shareholders.	(4) Pay interim dividend to the shareholders.
The board of directors may entrust one or more	The board of directors may entrust one or more
directors or other person to conduct the Company's	directors or other person to conduct the Company's
business on behalf of the board of directors.	business on behalf of the board of directors.
	Any acts will be bound to the Company upon
The state of the s	any one executive director solely signing with the
	Company's seal affixed or any two directors jointly

**ธนาการ ซีไอเอ็มบี ไทย จำกัด (มหาชน)** เลขที่ 44 ถนนหลังสวน แขวงลุมนัชิ เขตปทุมวัน กรุงเทเมมหานคร 10330 โทรศัพท์ **0 2638 8000 0 2626 7000** โทรสาธ **0 2657 3333** ทะเบียนเลขที่ 0107537002338



# าร ชีไอเอ็มบี ไทย Existing Proposed Change

Any acts will bind the Company upon any two directors jointly signing with the Company's seal affixed.

The board of directors shall have the power to change and alter name and number of the directors authorized to do any acts on behalf of the Company.

signing with the Company's seal affixed, as determined and assigned by the board of directors.

The board of directors shall have the power to change and alter name and number of the directors authorized to do any acts on behalf of the Company.

## Chapter V

#### General Meeting of Shareholders

Article 30. The board of directors shall convene a general meeting of shareholders within four months from the date of fiscal year ended of the Company.

All other general meetings of shareholders shall be called extraordinary meetings. The board of directors may call for an extraordinary meeting whenever they deem fit.

The board of directors may convene a general meeting of shareholders through electronic media in accordance with the forms, methods, guidelines and standards as prescribed by the applicable and/or relevant laws, criteria, rules and/or orders, including any further changes thereof.

## Chapter V

#### General Meeting of Shareholders

Article 30. The board of directors shall convene a general meeting of shareholders within four months from the date of fiscal year ended of the Company.

All other general meetings of shareholders shall be called extraordinary meetings.

The board of directors may call for an extraordinary meeting whenever they deem fit.

The board of directors may convene a general meeting of shareholders through electronic media in accordance with the forms, methods, guidelines and standards as prescribed by the applicable and/or relevant laws, criteria, rules and/or orders, including any further changes thereof. In such case, the Company's head office shall be considered a meeting venue.

ธนาคาร ซีไอเอ็มบี ไทย จำกัด (มหาชน) เลขที่ 44 ถนนหลังสวน แขวงลุมพิฆี เขตปทุมวัน กรุงเทพมหานคร 10330 โทรศัพท์ 0 2638 8000 0 2626 7000 โทรสาร 0 2657 3333 ทะเบียนเลขที่ 0107537002338



Proposed Change

Article 31. One or more shareholders holding an aggregate number of shares not less than ten (10) percent of the total shares sold of the Company may make a written request to the board of directors to call an extraordinary meeting of shareholders at any time, provided that they shall clearly indicate the subject matter and state their reasons in such written request. In such case, the board of directors shall arrange for the meeting of shareholders to be held within forty-five (45) days from the date of receipt of such request from the shareholders.

In case where the board of directors does not arrange for the meeting to be held within the period specified in the first paragraph, the shareholders signing the request or any other shareholders holding an aggregate number of shares as prescribed may call the meeting by themselves within forty-five (45) days from the end of the period specified in the first paragraph. In such case, the meeting shall be considered as duly called by the board of directors, and the Company shall bear the necessary expenses incurred from the arrangement for such meeting and shall facilitate the said arrangement as appropriate.

Where it appears that, at any meeting of shareholders called by the shareholders in accordance with the second paragraph, the number of shareholders attending the meeting is not sufficient to constitute a quorum as prescribed in Article 33, those

Article 31. One or more shareholders holding an aggregate number of shares not less than ten (10) percent of the total shares sold of the Company may make a written request to the board of directors to call an extraordinary meeting of shareholders at any time, provided that they shall clearly indicate the subject matter and state their reasons in such written request. In such case, the board of directors shall arrange for the meeting of shareholders to be held within forty-five (45) days from the date of receipt of such request from the shareholders.

In case where the board of directors does not arrange for the meeting to be held within the period specified in the first paragraph, the shareholders signing the request or any other shareholders holding an aggregate number of shares as prescribed may call the meeting by themselves within forty-five (45) days from the end of the period specified in the first paragraph. In such case, the meeting shall be considered as duly called by the board of directors, and the Company shall bear the necessary expenses incurred from the arrangement for such meeting and shall facilitate the said arrangement as appropriate.

In case of the meeting called by the shareholders under the second paragraph, the calling shareholders may convene the meeting through

**ธนาคาร ซีโอเอ็มบี ไทย จำกัด (มหาชน)** เลขที่ 44 ถนนทลังสวน แขวงลุม**พิบิ** เขฅบำนวับ กรุงเทเมมหานคร 10330 โทรคัพที่ **0 2638 8000 0 2626 7000** โทรสาร **0 2657 3333** กะเบียนเลขที่ 0107537002338.



Proposed Change

shareholders under the second paragraph shall jointly reimburse the Company for all the expenses incurred from the arrangement for such meeting.

electronic media in accordance with the forms, methods, guidelines and standards as prescribed by the applicable and/or relevant laws, criteria, rules and/or orders, including any further changes thereof. The calling shareholders may send a notice summoning a meeting to the shareholders via electronic means, provided that an intention has been declared or a consent has been given by the shareholders to the Company or the board of directors for electronic sending of such notice as stated in Article 52. In such case, the Company's head office shall be considered a meeting venue.

Where it appears that, at any meeting of shareholders called by the shareholders in accordance with the second paragraph, the number of shareholders attending the meeting is not sufficient to constitute a quorum as prescribed in Article 33, those shareholders under the second paragraph shall jointly reimburse the Company for all the expenses incurred from the arrangement for such meeting.

Article 32. To call for a shareholders' meeting, the board of directors shall prepare a notice containing place, day, time, agendas of the meeting and the subject matters to be proposed to the meeting, together with details as deemed appropriate, clear indication whether such matter is submitted for acknowledgment, approval, or consideration, as the

Article 32. To call for a shareholders' meeting, the board of directors shall prepare a notice containing place, day, time, agendas of the meeting and the subject matters to be proposed to the meeting, together with details as deemed appropriate, clear indication whether such matter is submitted for acknowledgment, approval, or consideration, as the

**ธนาคาธ ซีโอเอ็มบี ไทย จำกัด (มหาชน)** เลขที่ 44 ถนนทลั้งสวน แขวงลุมฟีปี เขตปกุมวัน กรุงเกเมมหานคร 10330 โกรคัพท์ **0 2638 8000 0 2626 7000** โกรสาธ **0 2657 3333** กะเบียนเลขที่ 0107537002338



Existing Proposed Change

case may be, and the opinion of the board of directors on such matters. Such notice shall be sent to the shareholders and the Registrar not less than seven days prior to the date of such meeting. Furthermore, such notice shall also be published in a newspaper for three consecutive days at least three days prior to the date of the meeting.

case may be, and the opinion of the board of directors on such matters. Such notice shall be sent to the shareholders and the Registrar not less than seven days prior to the date of such meeting. Furthermore, such notice shall also be advertised for three consecutive days at least three days prior to the date of the meeting in the newspaper or be advertised by electronic media in accordance with the guidelines determined by the Registrar.

Article 34. Any shareholder may appoint in writing any person as his proxy-holder to attend and vote on his behalf at such meeting. The proxy-holder shall submit the proxy to the chairman of the board of directors or the person designated by the chairman of the board of directors at the place of the meeting before the proxy-holder attends the meeting. The proxy must be in accordance with the form as determined by the Registrar.

Article 34. Any shareholder may appoint in writing any person as his proxy-holder to attend and vote on his behalf at such meeting. The proxy-holder shall submit the proxy to the chairman of the board of directors or the person designated by the chairman of the board of directors at the place of the meeting before the proxy-holder attends the meeting. The proxy must be in accordance with the form as determined by the Registrar.

The proxy appointment under the first paragraph may be proceeded through electronic means under any method that can be trusted of security and that the proxy appointment is performed by the shareholder in accordance with the guidelines stipulated by the Registrar.

**ธนาคาร ซีไอเอ็มมี ไทย จำกัด (มหาชม)** เลขที่ 44 ถนนหลังสวน แขวงลุมฝีเ<u>ป</u>ิเขตปกุมวัน กรุงเทพมหานคร 10330 โทรศัพท์ **0 2638 8000 0 2626 7000** โทรสาร **0 2657 3333** กะเวียนเลขที่ 0107537002338



Proposed Change

#### Chapter VI

## Accounting, Financing and Auditing

Article 43. No dividend shall be paid otherwise than out of profits. If the Company has incurred accumulated losses, no dividend shall be paid.

The board of directors may appropriate the net profit remaining after paying dividend as per the resolution of the shareholders or after paying interim dividend (if any), or appropriate the net profit shown in the balance sheets and profit and loss statements, and the financial statements, which have been audited, as any reserve or reserve for capital fund of the Company, as the board of directors may deem appropriate. In addition, the board of directors shall have authority to change reserve for capital fund or any reserve which has been appropriated, as it may deem appropriate, with the exception of reserve fund under Article 44.

The board of directors may consider making interim dividend payment to the shareholders from time to time when it deems that the Company has enough profit to do so, and the payment of such dividend shall be reported to the shareholders in the next meeting.

The dividend payment shall be made within the time prescribed by the law. The notice of such dividend payment shall be sent to the shareholders and published in a newspaper.

## Accounting, Financing and Auditing

Chapter VI

Article 43. No dividend shall be paid otherwise than out of profits. If the Company has incurred accumulated losses, no dividend shall be paid.

The board of directors may appropriate the net profit remaining after paying dividend as per the resolution of the shareholders or after paying interim dividend (if any), or appropriate the net profit shown in the balance sheets and profit and loss statements, and the financial statements, which have been audited, as any reserve or reserve for capital fund of the Company, as the board of directors may deem appropriate. In addition, the board of directors shall have authority to change reserve for capital fund or any reserve which has been appropriated, as it may deem appropriate, with the exception of reserve fund under Article 44.

The board of directors may consider making interim dividend payment to the shareholders from time to time when it deems that the Company has enough profit to do so, and the payment of such dividend shall be reported to the shareholders in the next meeting.

The dividend payment shall be made within the time prescribed by the law. The notice of

**ธนาคาร ซีโอเอ็มปี ไทย จำกัด (มหาเชน)** เลซที่ 44 กนนทลั่งสวน แขวงลุมพี*เ*ชิเขตปทุมวัน กรุงเทพมหานคร 10330 โทรคัพที่ **0 2638 8000 0 2626 7000** โกรสาร **0 2657 3333** กะเบียนเลขที่ 0107537002338



Existing	Proposed Change  such dividend payment shall be sent to the shareholders and published in a newspaper or advertised via electronic media in accordance with the guidelines determined by the Registrar.
Article 50. The Company shall send to the Registrar	Article 50. The Company shall send to the Registrar
the annual report together with copies of balance	the annual report together with copies of balance
sheet, profit and loss account examined by the auditor	sheet, profit and loss account examined by the auditor
and approved by the shareholder's meeting, and	and approved by the shareholder's meeting, and
copies of the minutes of the shareholders meeting	copies of the minutes of the shareholders meeting
relating to the approval of balance sheet, the allocation	relating to the approval of balance sheet, the
of profit and dividend duly signed by the authorized	allocation of profit and dividend duly signed by the
persons of the Company. The balance sheet shall be	authorized persons of the Company. The balance
advertised to the public in the newspaper at least one	sheet shall be advertised to the public in the
day and within one month from the date of approving	newspaper at least one day and within one month from
by the shareholders' meeting.	the date of approving by the shareholders' meeting.
	Such advertisement may be made through electronic
300000000000000000000000000000000000000	media in accordance with the guidelines determined
	by the Registrar.



Existing	Proposed Change
Chapter VII	<u>Chapter VII</u>
Additional Provisions	Additional Provisions
Article 52. All notices required to be sent by these	Article 52. In case where the Company or the board of
Articles of Association shall be made in writing and sent	directors has a duty to send letters or documents
by registered post or by messenger and shall be	under these Articles of Association to the Company's
advertised in a local daily Thai newspaper published in	directors or shareholders, the Company or the board
the area where the Company's head office is located	of directors may send such letters or documents by
for at least three consecutive days.	electronic means in accordance with the guidelines
	prescribed by the Registrar, provided that such
	person has declared an intention or has given a
400 texno dise	consent to send such letters or documents through
abinathyronin mark	electronic means.
-None-	Article 53. In case where the Company has a duty to
A Albertanistic Control of the Contr	give notice, report or advertise any statement to other
A Proposition of the Control of the	persons or the general public through the newspaper
	under provisions within the Public Limited Companies
	Act, the Company may advertise them through
	electronic means.

In addition, the Board considers it proper for the AGM to consider and approve further process as required by the regulators, i.e. notifying the change to the Stock Exchange of Thailand, and registering the amended Articles of Association with the Department of Business Development, Ministry of Commerce, which includes the process of the delegation of authority by the Board of Directors or the President and Chief Executive Officer to conduct the registration as well as amend or add information as ordered by the registrar, in which case the substance of the Articles of Association of the Bank shall not be affected.

**ธนาคาร ซีไอเอ็มบี ไทย จำกัด (มหาชน)** เลขที่ 44 ถนนที่สั่งสวน แขวงสุมฝีเจ็าขตปกุมวัน กรุงเทเมมหานคร 10330 โทรศัพท์ **0 2638 8000 0 2626 7000** โทรสาร **0 2657 3333** ทะเบียนเลขที่ 0107537002338



Agenda item 9

Other matters (if any)

The Bank has set Monday, 13 March 2023 as the date of determining the names of shareholders entitled to attend the AGM No. 29 (Record Date).

Please be informed accordingly.

Sincerely yours,

- Patima Jumpasut -

(Mrs. Patima Jumpasut)

Company Secretary

Company Secretary and Administration

Tel. +66 2638 8287

**ธนาคาร ซีไอเอ็มบี ไทย จำกัด (มหาชน)** เลขที่ 44 ถนนที่สังสวน แขวงลุมฟีเซ็าขตปกุมวัน กรุงเทเมมหานคร 10330 โทรคัพท์ **0 2638 8000 0 2626 7000** โทรสาร **0 2657 3333** กะเบียนเลขที่ 0107537002338