

**Guidelines for Registration, Vote, Proxy Appointment and  
Identification Documents required for attendance to  
the Annual General Meeting of Shareholders**

**Meeting Registration**

1. Shareholders shall register to attend the meeting from 12.00 a.m. onwards, at Srisuriwongse Ballroom, 11th Floor, Tawana Bangkok Hotel, No. 80 Surawongse Road, Siphaya, Bangrak, Bangkok
2. In this connection, a barcode system for the registration is to be applied by the Bank. Therefore, the notice calling for the meeting and other documents delivered to each of the shareholders together with such notice on which the relevant barcode is printed should be brought and presented to the Bank to register for the meeting.

**Voting Procedure**

Articles No. 33, 34 and 35 of the Association of the Bank state require that:

**Article 33.** At the general meeting of shareholders, shareholders or proxy-holders (if any) must be present i.e. not less than twenty-five shareholders or not less than half of the total number of shareholders holding not less than one-third of the total number of the Company's shares to constitute a quorum, unless otherwise specified under the law.

If no quorum is formed after one hour has lapsed, and if it is an extraordinary meeting summoned upon the request of shareholders, it shall be dissolved; but if it is an extraordinary meeting not summoned by shareholders, another meeting shall be summoned. Notices of such a new meeting shall be sent to the shareholders at least seven days in advance; quorum for the next meeting will not be required.

**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 form to the Chairman of the Board of Directors or a 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 35.** In casting votes, each shareholder shall have voting rights equal to the number of shares held, one vote for each share of which he is holder. Any shareholder who has in resolution, a special interest in any matter, shall not be entitled to vote on such matters, except when voting for the election of directors.

In casting votes, as prescribed in the above paragraph, one vote for each share, of which he/she is holder shall not apply if Company has issued preference shares and has determined that preference shares have fewer voting rights than ordinary shares.

Unless otherwise specified under this Articles of Association or under the law, a decision or resolution of the shareholders' meeting, whether by a show of hands or a poll, must be passed by the following affirmative votes:

- (1) For an ordinary event, the majority votes of the shareholders present and vote at the meeting  
In case of a tied vote, the chairman in the meeting shall have the casting vote.

(2) In case the Company decides to enter into a connected transaction and/or a transaction which causes an acquisition or disposition of essential assets and/or the right to acquire or dispose of essential assets of the Company, provided that the entering into such transaction(s) requires the consent of shareholders of the Company pursuant to the notifications, regulations or announcements of The Stock Exchange of Thailand and/or the Office of the Securities and Exchange Commission, an affirmative vote shall not be less than three-fourth of the total number of votes of shareholders present and with the right to vote.

If the Company decides to enter into any transaction which is deemed as a connected transaction and/or a transaction which causes an acquisition or disposition of essential assets and/or the right to acquire or dispose of essential assets of the Company pursuant to the notifications, regulations or announcements of The Stock Exchange of Thailand and/or the Office of the Securities and Exchange Commission, the Company shall comply with such regulations or notifications of The Stock Exchange of Thailand and/or the Office of the Securities and Exchange Commission related to the criteria, procedures, and disclosure of the connected transactions of the listed company, and/or the criteria, procedures and the disclosure of the acquisition or disposition of the assets of the listed company.

### **Appointment of Proxy**

The Bank has dispatched Proxy Form B, as specified by the Department of Business Development, Ministry of Commerce, with clear details, to those shareholders unable to attend the Meeting themselves, in order to appoint other persons or any of the Bank's directors (specified by the Bank) as a proxy for such shareholders.

In the event that a shareholder wants to appoint a proxy in general, such a shareholder may apply using Proxy Form A. Should a shareholder be a foreign investor for which a custodian in Thailand is appointed, such a shareholder may download and use Proxy Form C from website: <http://www.cimbthai.com>

#### **1. Appointment of another person as a proxy**

- A proxy grantor may appoint and authorize only one proxy to attend the meeting and cast votes on his/her/its behalf and the number of shares held by such a proxy grantor may not be split for more than one proxy in order to separate the votes.
- A proxy grantor must fill in information in the proxy form and the signatures of both the proxy grantor and the proxy must be correctly placed therein.
- A proxy must be present and deliver the completed proxy form to a Bank officer at the place of meeting prior to attending the meeting.

#### **2. Appointment of the Bank's director(s) as a proxy**

- A proxy grantor must fill in the following names and information of the Bank's directors in order to appoint a proxy:
  1. Mr. Sukont Kanjana-Huttakit  
Independent Director and Chairman of the Audit Committee      Age    64      years  
210/87 Muangtong 2/2 Building, Phatthanakan Road, Pravate Sub-district, Pravate District,  
Bangkok
  2. Dato' Shaarani bin Ibrahim  
Independent Director and Member of the Audit Committee      Age    61      years  
Jalan SS5B/5 KelanaJaya, Petaling Jaya Selangor Darul Ehsan Malaysia.

3. Mrs. Watanan Petersik  
Independent Director and Member of the Audit Committee      Age    50      years  
77/11 Soi Jamjan, North Klongton, Wattana, Bangkok

- Names and information the three directors of the Bank must be specified in the proxy form in order for either one of such directors to be able to attend and vote in the meeting on a shareholder's behalf such that if one of such two directors is not available, another director will then be able to do so.
- A proxy grantor must provide all information requested and place his/her/its signature(s) on the proxy form.

### **Documents verifying eligibility to attend the Meeting**

Any person who wishes to attend the meeting must present the following documents (as the case may be) for registration prior to attending the meeting:

#### **1. In the event that the shareholder is a natural person:**

1.1 Attendance in person: A valid official ID card on which a photograph is shown, e.g. personal ID card, driver's license, or passport.

1.2 Attendance by proxy:

- a proxy form, the form of which is attached hereto together with the notice for calling the annual general meeting of the shareholders, must completely filled, signed by the proxy grantor (the shareholder) and the proxy, **and affixed with a Baht 20 duty stamp**;
- a copy of the proxy grantor's official ID card as referred to in 1.1 certified true and correct by the proxy grantor; and
- an original of the proxy's official ID card as referred to in 1.1.

#### **2. In the event that the shareholder is a juristic person**

2.1 Attendance in person by an authorized representative of the shareholder:

- The authorized representative's official (original) ID card as referred to in 1.1; and
- a copy of the Affidavit or Certificate of Incorporation of the shareholder showing the name of such authorized representative as a person having the power and authority to act on a shareholder's behalf; copies of the Affidavit or Certificate of Incorporation must be certified true and correct by an authorized representative.

2.2 Attendance by proxy:

- a proxy form, the form of which is attached hereto together with the notice for calling the annual general meeting of shareholders, completed and signed by the proxy grantor (the shareholder) and the proxy, affixed with a Baht 20 duty stamp;
- a copy of the Affidavit or Certificate of Incorporation of the shareholder showing that the name of the person who has signed the proxy form as the proxy grantor is an authorized representative of the shareholder, with the power and authority to act on the shareholder's behalf; the copy of the Affidavit or Certificate of Incorporation must be certified true and correct by such authorized representative;

- a copy of a valid official ID card showing details and information as referred to in 1.1 of the authorized representative who signs as the proxy grantor, certified true and correct by such authorized representative; and
- the proxy's original official ID card as referred to in 1.1.

**3. In the event that the shareholder is a non-Thai shareholder or is a juristic person incorporated under foreign laws**

Provisions specified in paragraphs 1 and 2 above shall be mutatis mutandis to a non-Thai shareholder or, as the case may, be a shareholder which is juristic person incorporated under foreign laws are subject to the following conditions:

- Affidavit or Certificate of Incorporation of such a juristic person may be issued by either a relevant governmental agency of the country in which the juristic person resides or by an officer representing such a juristic person, provided that such an Affidavit or Certificate of Incorporation contains the name of the juristic person, the address of the head office of the juristic person, and the name(s) of the person(s) with authority to sign on behalf of the juristic person together with any restrictions or conditions of the power of such person(s); and
- English translation must be attached to any original document that is not made in English and such a translation must be certified by the authorized representative(s) of the juristic person.