

## **Guidelines on registration, voting, proxy appointment and identification documents required for attending the Extraordinary General meeting of shareholders**

### Meeting registration

1. Shareholders shall register to attend the meeting from 8.30 a.m. onwards, at the Auditorium Room, 9<sup>th</sup> Floor, CIMB Thai Bank Public Company Limited, 44 Langsuan Road, Lumpini, Patumwan, 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 Bank's Articles of Association state that:

**Article 33.** At a general meeting of shareholders, there shall be shareholders and proxies (if any) present at the meeting in a number of at least twenty-five persons or not less than half of the total number of shareholders and holding altogether not less than one-third of the total number of shares sold in order to constitute a quorum, unless otherwise specified by 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 upon the request of shareholders, another meeting shall be summoned. Notices of such new meeting shall be sent to the shareholders at least seven days in advance and the quorum for the next meeting is not 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 voting, each shareholder shall have voting rights equal to the number of shares held, i.e. one vote for each share of which he/she is a holder. Any shareholder who has a special interest in any matter shall not be entitled to vote on such matters, except when voting for the election of directors.

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

Unless otherwise specified by the Articles of Association or by the law, a decision made or resolution passed at the general meeting of shareholders, either by a show of hands or a poll, shall be by the following affirmative votes:

(1) In an ordinary event, the decision or resolution shall be made or passed by the majority votes of the shareholders who present and vote. In case of a tie of votes, the chairman of the meeting shall have a casting vote.

(2) In case the Company decides to enter into a related party 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-fourths of the total number of votes of shareholders who attend the meeting and have voting rights.

If the Company decides to enter into any transaction which is deemed as a related party 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 related party transactions of listed company, and the criteria, procedures and disclosure of the acquisition or disposition of the assets of 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 the shareholders so that the shareholders who are unable to attend the meeting themselves can consider appointing other persons or any of the Bank's directors (as specified by the Bank) as proxy for such shareholders.

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

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

- A proxy grantor shall appoint and authorize only one proxy to attend the meeting and cast votes on the proxy grantor's behalf. The number of shares held by such proxy grantor may not be split for more than one proxy to separate the votes.
- A proxy grantor shall fill information in the proxy form and the signatures of both the proxy grantor and the proxy must be correctly placed therein.
- A proxy shall present and deliver the completed Proxy Form to the Bank's officers at the place of meeting prior to attending the meeting.

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

- A proxy grantor shall fill in the following names, only one name, and information of the Bank's director in order to appoint he/she as proxy:

1. **Mr. Chakramon Phasukavanich** Age 70 years

Independent Director / Member of the Audit Committee / Chairman of the Board  
254/241 Mooban summakorn soi 50/2 Ramkhamhang road 112,  
SaphanSoong Bangkok

2. **Mr. Maris Samaram** Age 75 years

Independent Director / Chairman of the Audit Committee  
80, Sukhumvit 39, Klongton-neau, Watana, Bangkok

3. **Mrs. Watanan Petersik** Age 57 years

Independent Director / Chairperson of Nomination Remuneration and  
Corporate Governance Committee  
77/11 Soi Chamchan, Klongtan Nuea Sub-district, Wattana District, Bangkok

4. **Mr. Chanmanu Sumawong** Age 62 years

Independent Director / Member of the Audit Committee  
634 Soi Sri Yan 1, Nakonchaisri Road, Nakonchaisri Road Sub District, Dusit  
District, Bangkok

- A proxy grantor shall provide all information requested and place his/her signature on the proxy form correctly and completely.

### Identification documents for meeting attendance

The shareholders/proxy to attend the meeting shall present the following documents (as the case may be) for registration before 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. citizen ID card, government official ID card 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 shareholders, which is completely filled in, signed by the proxy grantor (the shareholder) and the proxy, **and affixed with a THB 20 duty stamp**;
- a copy of the proxy grantor's official ID card as referred to in 1.1 which is certified true and correct by the proxy grantor; and
- the proxy's original 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 original official 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, which is completely filled in, signed by the proxy grantor (the shareholder) and the proxy, **and affixed with a THB 20 duty stamp**;
- a copy of the Affidavit or Certificate of Incorporation of the shareholder showing 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 an official ID card showing details and information as referred to in 1.1 of the authorized representative who signs as the proxy grantor; the copy of an official ID card shall be 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 no. 1 and 2 above shall be mutatis mutandis to a non-Thai shareholder or, as the case may, to a shareholder which is juristic person incorporated under foreign laws subject to the following conditions:

- Affidavit or Certificate of Incorporation of such 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 juristic person, provided that such 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 translation must be certified by the authorized representative(s) of the juristic person.