

FORWARD  Your Business

Invitation Letter to Annual General Meeting of Shareholders No. 27

Monday, 12 April 2021
at 10.00 a.m.

The Ballroom, Anantara Siam Bangkok Hotel
155 Rajdamri Road, Lumpini, Pathumwan,
Bangkok 10330

No gift will be distributed to the shareholders to align with the regulatory measures campaigning minimizing/no gift distribution at a shareholders' meeting.

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Office of the President
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Contents

Invitation letter of Annual General Meeting of Shareholders No. 27

CIMB Thai Bank Public Company Limited

	Page
Invitation letter of Annual General Meeting of Shareholders No. 27	1 - 10
Enclosure No. 1 Annual Report 2020(QR code) and the Registration Form	As attached
Enclosure No. 2 Names and profiles of the directors proposed to be re-elected as directors	11 - 22
Enclosure No. 3 Names and profiles of independent directors proposed to be a proxy	23 - 30
Enclosure No. 4 Definition of independent director	31 - 33
Enclosure No. 5 Proxy Form B	As attached
Enclosure No. 6 Guidelines on registration, voting, proxy appointment and identification documents required for attending the Annual General Meeting of Shareholders	34 - 38
Enclosure No. 7 Procedures for attending the Annual General Meeting of Shareholders No. 27	39
Enclosure No. 8 Articles of Association relating to the shareholders' meeting	40 - 44
Enclosure No. 9 QR code downloading procedures for the 2020 Annual Report	45
Enclosure No. 10 Map of the meeting venue	46

Invitation Letter of Annual General Meeting of Shareholders No. 27

CIMB Thai Bank Public Company Limited

4 March 2021

Subject: Invitation to the Annual General Meeting of Shareholders No. 27**To:** Shareholders

Enclosures:

1. Annual Report 2020 (QR Code) and the Registration Form
2. Names and profiles of the directors proposed to be re-elected as directors
3. Names and profiles of independent directors proposed to be a proxy
4. Definition of independent director
5. Proxy Form B
6. Guidelines on registration, voting, proxy appointment and identification documents required for attending the Annual General Meeting of Shareholders
7. Procedure for attending the Annual General Meeting of Shareholders No. 27
8. Articles of Association relating to the shareholders' meeting
9. QR code downloading procedures for the 2020 Annual Report
10. Map of the meeting venue

The Board of Directors (the "Board") of CIMB Thai Bank Public Company Limited ("CIMB Thai" or the "Bank") resolved to convene the Annual General Meeting of Shareholders No. 27 ("AGM") on Monday, 12 April 2021, at 10.00 a.m. Originally, the Board resolved that the AGM be conducted through an electronic means. However, due to the later relaxation of government's preventive and control measures for Covid-19 in terms of controlled areas and holding of activities, coupled with the import of vaccine, Mr. Paul Wong Chee Kin, the President and CEO, through his delegation by the Board of Directors decided to change a mode of meeting from electronic to physical meeting at The Ballroom, Anantara Siam Bangkok Hotel, 155 Rajdamri Road, Lumpini, Patumwan, Bangkok 10330, to consider the businesses on the agenda, together with the Board's opinions as follows:

Agenda item 1 **To acknowledge the Bank's operating results for the year 2020**

Objective and reason: The Bank's 2020 operating results presented to the AGM are as shown in the attached Annual Report 2020 (Enclosure No. 1).

Board's opinion: The Board deems it appropriate for the AGM to acknowledge the Bank's operating results for the year 2020.

Required votes for resolution: The resolution for this agenda item does not require voting as it is a matter for acknowledgement.

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 2020**

Objective and reason: To comply with the Public Limited Companies Act, B. E. 2535, which stipulates that a public limited company shall prepare its statements of financial position and statements of comprehensive income as of the end of the fiscal period and shall submit the same for the AGM's consideration and approval, the Bank's statements of financial position and the statements of comprehensive income for the fiscal year ended 31 December 2020 which have been audited and certified by PricewaterhouseCoopers ABAS Ltd., the auditor of the Bank, are as detailed in the Annual Report 2020. The financial information has the salient points as follows:

	Statements of financial position and statements of comprehensive income		
	Consolidated	Bank Only	Unit
Total assets	407,249	404,421	THB million
Total liabilities	365,705	365,190	THB million
Total income	14,927	10,881	THB million
Net profit	1,291	2,214	THB million
Earnings per share	0.04	0.06	THB

(Details are shown in Enclosure No. 1)

Board's 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 2020, which have been audited and certified by the auditor of the Bank.

Required votes for resolution: The resolution for this agenda item requires majority votes of the shareholders attending and casting their votes.

Agenda item 3 **To consider and approve the appropriation of profit for the year 2020 and payment of dividend**

Objective and reason: For the year ended 2020, the Bank reported financial statements as at 31 December 2020 audited by a certified public accountant showing a net profit of THB 2,214,275,939.27. The Board considers it proper for the AGM to approve the appropriation of profit for the year 2020 to the statutory reserve in the amount of THB 111,300,000 pursuant to Section 116 of the Public Limited Companies Act, B.E. 2535, and Clause 44 of the Articles of Association of the Bank, which state that the Bank shall arrange part of the net profit as a reserve fund at least 5% of the annual net profit less accumulated loss brought forward (if any) until the reserve fund reaches at least 10% of the registered capital. The remaining net profit after appropriation is required to be carried forward in the amount of THB 2,102,975,939.27 as retained earnings.

The Bank's dividend policy sets out the principles for determination of dividend payment to its shareholders. It may consider distributing dividends to its shareholders if its operations are profitable, provided that its business and legal reserve requirements are maintained. The remaining profit from paying dividend can be allocated as reserve funds/retained earnings. The Bank may pay interim dividend to its shareholders from time to time as it deems fit and if it has enough profits to do so. The Board of Directors has considered it proper for the AGM to approve the payment of dividend for the operating results of 2020 at the rate of THB 0.005 per share, totaling THB 174,111,308.74. The proposed rate of dividend payment is considered appropriate in accordance with the dividend payment policy. After the dividend payment, the Bank's capital fund would remain strong and continue to accommodate its business expansion.

Dividend payment for 2020 and 2019

	Year 2020 (Proposed year)	Year 2019
Net profit (THB)	2,214,275,939	424,047,410
No. of shares	34,822,261,748	34,822,261,748
Dividend rate per share (THB)	0.005	0.005
Total amount of dividend payment (THB)	174,111,309	174,111,309

Board's opinion: It is deemed appropriate for the AGM to approve the appropriation of 2020 profit as proposed and dividend payment for the operating results of 2020 at the rate of THB 0.005 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 payment on Thursday, 22 April 2021 (Record Date), and the dividend payment shall be made on Friday, 7 May 2021.

Required votes for resolution: The resolution for this agenda item requires the majority votes of the shareholders attending and casting their votes.

Agenda item 4 **To consider and approve the re-election of the directors retiring by rotation**

Objective and reason: To comply with the Public Limited Companies Act, B.E. 2535, and the Articles of Association of the Bank, Clause 18, at every annual general meeting of shareholders, one-third of the directors shall vacate office, and in the following years, the director who has held office longest shall retire. Moreover, the retiring director is eligible for re-election. At this AGM, four directors who shall retire by rotation and be eligible for re-election are as follows:

1. Dato' Robert Cheim Dau Meng	Director
2. Mrs. Oranuch Apisaksirikul	Independent Director
3. Mr. Chanmanu Sumawong	Independent Director
4. Encik Omar Siddiq Bin Amin Noer Rashid	Director

The Nomination, Remuneration and Corporate Governance Committee ("NRCC") (excluding directors with beneficial interest) recommended that the Board propose to the AGM the re-election of the four retiring directors, i.e. Dato' Robert Cheim Dau Meng, Mrs. Oranuch Apisaksirikul, Mr. Chanmanu Sumawong and Encik Omar Siddiq Bin Amin Noer Rashid, as the Bank's directors for another term.

The four nominated persons have know-how and experience in finance, legal, management and economics, and are fully qualified to be the Bank's directors under the relevant laws and regulations.

Pursuant to the good corporate governance principles, the Bank has allowed the shareholders to nominate qualified persons without any prohibited characteristics as candidates for election of directors according to the nomination criteria and procedure indicated on its website during 1 October 2020 - 31 December 2020. It has turned out that no nomination has been submitted by shareholders to the Bank.

Board's 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 four members of the Board of Directors, i.e. Dato' Robert Cheim Dau Meng, Mrs. Oranuch Apisaksirikul, Mr. Chanmanu Sumawong and Encik Omar Siddiq Bin Amin Noer Rashid, who are due to retire by rotation, as the Bank's directors for another term.

The Board views that the four 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/regulations and the Bank's Articles of Association, and their appointments have been approved by the Bank of Thailand.

In this regard, the profiles of the four directors retiring by rotation and proposed for re-election are as shown in Enclosure No. 2.

Required votes for resolution: The resolution for this agenda item requires the majority votes of the shareholders attending and casting their votes.

Agenda item 5 **To consider and ratify the postponement of effective date of the new rates of directors' remuneration approved by the AGM No. 26 and approve the directors' remuneration for the year 2021**

Objective and reason: The AGM No. 26, held on 26 June 2020, approved the adjustment of remuneration rates of the members of the Board and Board Committees for 2020, and approved the enforcement date of such new increasing rates to be from 1 January 2021 onwards as proposed by the Board.

Due to the worldwide spread of Covid- 19 which resulted in uncertain economic situation, the NRCC recommended that the Board consider postponing the effective date of the new rates of directors' remuneration, approved by the AGM No. 26, from originally 1 January 2021 to 1 July 2021, and to apply the existing remuneration rates for a period from January 2021 to June 2021. Considering it proper as recommended by the NRCC, the Board approved the postponement of the effective date of the new rates of directors' remuneration in response to the current struggling economic condition.

For the remuneration rates for Board and Board Committee members that will be paid from July 2021 onwards, the Board deems it proper to apply the rates approved by the AGM No. 26, as recommended by the NRCC, after the consideration of the Board and the Board Committees' scopes of duties and responsibilities as well as commensuration with peers in the Thai banking industry and CIMB Group's framework.

Owing to the Bank's policy not to pay remuneration to directors being an employee of the Bank or CIMB Group, Encik Omar Siddiq Bin Amin Noer Rashid, Dato' Abdul Rahman Bin Ahmad and Mr. Paul Wong Chee Kin shall not be entitled to the directors' remuneration.

In 2020, the total remuneration for directors was amounted to THB 11,211,500, compared to THB 11,267,000 in 2019. Details of the remuneration for each individual director are presented under the heading of the Director and Management Remuneration for 2020 and 2019 in the Management Structure section of the Annual Report. Apart from the remuneration as reported, the Bank did not pay any remuneration and/or fringe benefits which were not normal remuneration to its directors.

Board's opinion: The Board considers it proper as recommended by the NRCC to propose for the AGM's consideration as follows:

1. To ratify the postponement of effective date of the new rates of directors' remuneration approved by the AGM No. 26 from 1 January 2021 to 1 July 2021, which was previously approved by the Board as recommended by the NRCC.
2. To approve maintaining the remuneration rates for the members of the Board and Board Committees for the year 2021 as approved by the AGM No. 26, as tabulated below:

Directors' remuneration for 2021 in comparison with that for 2020

1. Remuneration for Board members:

THB/person

Position	2021			2020 (Approved by the AGM No. 26)		
	Monthly Allowance (Chairperson's Allowance)	Meeting Allowance (Monthly)	Attendance Allowance	Monthly Allowance (Chairperson's Allowance)	Meeting Allowance (Monthly)	Attendance Allowance
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 once regardless of meeting frequency per month.

2. Remuneration for Board Committee members:

THB/person

Position	2021			2020 (Approved by the AGM No. 26)		
	Monthly Allowance (Chairperson's Allowance)	Meeting Allowance (Monthly)	Attendance Allowance (Per Time)	Monthly Allowance (Chairperson's Allowance)	Meeting Allowance (Monthly)	Attendance Allowance (Per Time)
1. Audit Committee						
• Chairman	50,000	Nil	50,000	50,000	Nil	50,000
• Committee Member	Nil	Nil	50,000	Nil	Nil	50,000
2. Other Board Committees (i. e. Nomination, Remuneration and Corporate Governance Committee; Board Risk and Compliance Committee)						
• Chairman	50,000	Nil	50,000	50,000	Nil	50,000
• Committee Member	Nil	Nil	50,000	Nil	Nil	50,000

Remarks:

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

To comply with good corporate governance principles, the Bank has disclosed details of the roles, duties and responsibilities of its Board and Board Committee members in its Annual Report 2020 to support the shareholders' consideration.

Required votes for resolution: The resolution for this agenda item requires the votes of not less than two-thirds of the total number of votes of the shareholders attending the meeting.

Agenda item 6 To consider and approve the appointment of the auditor and determination of the audit fee for the year 2021

Objective and reason: The Public Limited Companies Act, B.E. 2535, states that the AGM shall appoint an auditor and determine the auditing fee annually, and that the former auditor may be re-appointed. The Audit Committee has accordingly selected and presented to the Board of Directors to seek further approval from the AGM for the appointment of the auditor and determination of the audit fee as follows:

- 1) To approve the appointment of PricewaterhouseCoopers ABAS Ltd. ("PwC") as the Bank's auditor for the year 2021. Any of the following three CPA holders shall be empowered to audit, perform and sign off on the Auditor's Report.

	<u>CPA license</u>	<u>Number of years</u>	<u>As the Bank's auditor</u>
	<u>number</u>	<u>as the Bank's auditor</u>	<u>since</u>
1. Mr. Boonlert Kamolchanokkul	5339	4	2017
2. Ms. Sinsiri Thangsombat	7352	-	-
3. Mr. Paiboon Tunkoon	4298	-	-

PwC is a well-known and independent audit firm with competence and expertise in the banking sector, providing good project management support to the Bank's finance function in improving initiatives and managing other projects of the Bank. The above CPA holders and PwC have no relationships or any interests or any transactions which may bring about conflict of interests with the Bank, subsidiaries, executives, major shareholders or other related persons. In this regard, the appointment of PwC has duly been approved by the Bank of Thailand.

2) To approve audit fees for 2021 of a total of THB 14,899,000 as follows:

Audit fees	2021	2020	% Increase /
	(THB)	(THB)	(Decrease)
CIMB Thai	12,039,000	12,039,000	0.0
CIMB Thai - Vientiane Branch	435,000	435,000	0.0
Subsidiaries	2,425,000	2,450,000	-1.0
Total audit fees of CIMB Thai Group	14,899,000	14,924,000	-0.2

Subsidiary companies of the Bank include:

1. CIMB Thai Auto Co., Ltd.
2. CT Coll Co., Ltd.
3. WorldLease Co., Ltd.

Overall CIMB Thai Group audit fees for 2021 will total THB 14,899,000. The 2021 audit fees decrease by 0.2% compared with 2020. It was also proposed to authorize the Bank's Management to consider and approve additional fees as deemed appropriate in the event that CIMB Thai Group requests the auditors to perform additional services.

As for non-audit fee in the previous fiscal year, CIMB Thai Group did not receive other services from the audit firm for which the auditors were working and there were no other services from persons or businesses related to the auditors.

Board's opinion: The Board considers it proper as recommended by the Audit Committee to propose for the AGM to appoint PricewaterhouseCoopers ABAS Ltd., 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 2021, and to determine the audit fees for 2021 of THB 12,039,000 for the Bank, as well as to acknowledge the audit fee of THB 2,860,000 for CIMB Thai - Vientiane Branch and the subsidiaries of the Bank, making up the total audit fees of CIMB Thai Group of THB 14,899,000 for the year 2021.

Required votes for resolution: The resolution for this agenda item requires the majority votes of the shareholders attending and casting their votes.

Agenda item 7 Other matters (if any)

You are cordially invited to attend the AGM on the date, time and at the place specified above. If you have any query regarding the agenda items, please submit your query in advance via the e-mail address of the Bank, i.e. cs@cimbthai.com, or send by registered postal mail to Company Secretary, Office of the President, CIMB Thai Bank Plc., 21st floor, 44 Langsuan Road, Lumpini, Patumwan, Bangkok 10330, or by fax no. 02-657-3082, during 12 - 31 March 2021. In this regard, please also provide your name, address and phone number for ease of reference and reply.

Additionally, the Bank has prepared and sent the Annual Report 2020 (QR code) to the shareholders as in Enclosure No. 1. To request a hard copy of Annual Report 2020, please contact Company Secretary, Office of the President, at the above address.

In order to expedite and facilitate the registration process for the meeting attendance, each shareholder and/or proxy shall present to the Bank's officer on the meeting date or deliver to the Company Secretary prior to the meeting a certificate with the shareholder's name or the proxy form containing barcode as in Enclosure No. 5, as well as an identification evidence for attending the meeting as in Enclosure No. 6. The Bank will specify the names of the shareholders who have the right to attend the AGM No. 27 on Wednesday, 10 March 2021 (Record Date).

Sincerely yours,

A handwritten signature in black ink, appearing to read 'Patima Jumpasut', with a stylized, cursive script.

(Mrs. Patima Jumpasut)


Company Secretary

By Order of the Board of Directors

CIMB Thai Bank Public Company Limited

Remark: Shareholders may find the Invitation Letter to Annual General Meeting of Shareholders and related documents on the Bank's website from 12 March 2021 onwards.

Names and profiles of the directors proposed to be re-elected as directors

Name – Surname	Dato' Robert Cheim Dau Meng	
Proposed Position	Director	
Age	69 years	
Nationality	Malaysian	
Appointed on	5 November 2008	
Years in Director Position	12 years 4 months	
Current Positions	<ul style="list-style-type: none"> - Chairman of the Board of Directors - Member and Alternate Chairman of Nomination, Remuneration, and Corporate Governance Committee 	
Education	<ul style="list-style-type: none"> - Fellow of the Institute of Chartered Accountants in England and Wales - Member of the Malaysian Institute of Accountants 	
Director Training Programme	<ul style="list-style-type: none"> - PowerTalk#11 - Preparing The Board for A Post-Covid World - Corporate Reform and Performance Workshop Towards Development of Economic Recovery Plan - BNM FIDE Forum Annual Dialogue with the Governance of Bank Negara Malaysia - Risk Posture Workshop - The Cooler Earth Summit - Profit with a Purpose - The Cooler Earth Summit - Sustainability Careers/Building a Sustainable World - The Cooler Earth Summit - Regulation and Board Intervention - AML/CFT & TFS Refresher Training for Board of Directors - Sustainability Leadership Training by UNEP FI and WWF for Board of Directors - IT Security Awareness Forum 	

	<ul style="list-style-type: none"> - Cyber Security Awareness 2020 by National Telecom Public Company Limited
Position in Other Listed Companies	<ul style="list-style-type: none"> - None
Position in Non-listed Companies	<ul style="list-style-type: none"> - Chairman of Malaysian Investment Banking Association - Director of Asian Banking School Sdn Bhd - Trustee of Yu Cai Foundation - Chairman of CIMB Investment Bank Bhd
Work Experience	<ul style="list-style-type: none"> - Director of Pure Circle Limited - Chairman of CIMB-Principal Asset Management Bhd - Trustee of CIMB Foundation - Non-executive Director of CIMB Group Holdings Bhd - Advisor of CIMB Investment Bank Bhd - Chairman of Tanjong PCL - Director of CIMB Securities International Pte Ltd. - Executive Director of CIMB Investment Bank Bhd - Chief Executive Officer of CIMB Investment Bank Bhd
Position in Other Companies Which May Cause Conflict of Interest/ Rival Companies / Other Banking-related Companies	<ul style="list-style-type: none"> - None
Shareholding in CIMB Thai	<ul style="list-style-type: none"> - None
Legal Dispute	<ul style="list-style-type: none"> - None
Meeting Attendance in 2020*	<ul style="list-style-type: none"> - Board of Directors: 12/12 times (100.00%) - Nomination, Remuneration, and Corporate Governance Committee: 12/12 times (100.00%) <p>(*Details of attendance as presented in Annual Report 2020.)</p>
Rule of Director Recruitment	<p>After consideration of the proposal of the Nomination, Remuneration and Corporate Governance Committee, the Board of Directors considers that Dato' Robert Cheim Dau Meng is</p>

qualified to be a director in accordance with the Public Limited Companies Act and has no prohibited characteristics for election as a director of a commercial bank or securities company as specified under the criteria of the Office of the Securities and Exchange Commission and other relevant laws. After deliberation, the Board has considered that **Dato' Robert Cheim Dau Meng** has appropriate qualifications.

Remark: Information as of 28 February 2021

Names and profiles of the directors proposed to be re-elected as directors

Name - Surname	Mrs. Oranuch Apisaksirikul	
Proposed Position	Independent Director	
Age	62 years	
Nationality	Thai	
Appointed on	26 June 2019	
Year in Director Positon	1 year 8 months	
Current Positions	<ul style="list-style-type: none">- Independent Director- Chairperson of Audit Committee	
Education	<ul style="list-style-type: none">- Honorary of Doctor of Philosophy (Business Administration), Western University- Master of Business Administration (Finance), Thammasat University- Bachelor of Laws, Thammasat University- Bachelor of Accountancy (Accounting & Commerce), Thammasat University	
Director Training Programmes	<ul style="list-style-type: none">- Advanced Audit Committee Program (AACP), Class 31/2018, Thai Institute of Directors- Thai-Chinese Leadership Course, Class 1, Huachiew Chalermprakiet University in association with Beijing University- TLCA Leadership Development Program (LDP), Class 5, Thai Listed Companies Association in association with IMD Institute, Switzerland- Intermediate Certificate Course - Good Governance for Medical Executives, Class 5, King Prajadhipok's Institute and The Medical Council of Thailand	

- Certificate of Thailand Energy Academy (TEA), Class 8, Thailand Energy Academy
- Bhumipalung Phandin for Top Executives Program, Class 2, Chulalongkorn University
- Thammasat Leadership Program (TLP), Class 2, Thammasat University
- Advanced Security Management Program (ASMP), Class 4, Thailand National Defense College Association
- Thailand Insurance Leadership Program, Class 2, OIC Advanced Insurance Institute
- Top Executive Program in Commerce and Trade (TEPCOT), Class 5, Commerce Academy, University of the Thai Chamber of Commerce
- IOD Anti-Corruption Training Program for Corporate and Executives, Class 2/2012, Thai Institute of Directors
- Certificate of Capital Market Academy Leadership Program, Class 12, Capital Market Academy
- Director Certification Program (DCP), Class 16/2002, Thai Institute of Directors
- Correspondent Banking Seminar, DB (Asia Pacific) Training Centre Pte Ltd.
- The Challenge of Building Cyber Resilience
- The Cooler Earth (TCE) Virtual Summit 2020 by CIMB Group
- Cyber Security Awareness 2020 by National Telecom Public Company Limited

Position in Other Listed Companies

- Independent Director/ Chairperson of the Audit Committee of Amata VN PCL

Position in Non-listed Companies

- Chairman of the Board of Directors of Amata Township Long Thanh Join Stock Company
- Chairman of the Board of Directors of Amata City Long Thanh Join Stock Company
- Independent Director of Amata City Bien Hoa, Vietnam
- Independent Director of Ratchakarn Asset Management Co., Ltd.

- Director of Chinese Study Strengthening Committee,
Huachiew Chalermprakiet University
- President of Thai Listed Companies Association (TLCA)
- Vice Chairperson of Federation of Thai Capital Market
Organisations (FETCO)
- Director of Center for Building Competitive Enterprises
(CBCE)
- Director of Collective Action Coalition against Corruption
(CAC)
- Director of TISCO Foundation for Charity

Work Experience

- Independent Director of PMG Corporation Co., Ltd.
- Non-executive Director/ Chairperson of the Audit Sub-
Committee/ Member of Audit Sub-Committee/ Member of
Corporate Governance and Thai Social Responsibility Sub-
Committee of The Stock Exchange of Thailand
- Honorable Chairperson of SHIFT Fund Facility Investment
Committee of The United Nations Capital Development Fund
(UNCDF)
- Director of Thai Listed Companies Association (TLCA)
- Executive Director/ Chairperson of the Executive Board of
TISCO Financial Group PCL
- Executive Director/ Group Chief Executive of TISCO Financial
Group PCL
- Executive Director/ Member of the Executive Board/ President
and Chief Operating Officer of TISCO Financial Group PCL
- Executive Director/ Chairperson of the Executive Board of
TISCO Bank PCL
- Non-executive Director/ Chairperson of Audit Committee of
TISCO Securities Co., Ltd.
- Independent Director/ Chairperson of the Board of Directors/
Member of the Audit Committee of TISCO Asset Management
Co., Ltd.
- Director of TISCO Learning Centre Co., Ltd.

Position in Other Companies Which May Cause Conflict of Interest/ Rival

- None

Companies / Other Banking-related
Companies

Shareholding in CIMB Thai - None

Legal Dispute - None

Meeting Attendance in 2020*
- Board of Directors: 12/12 times (100.00%)
- Audit Committee: 15/15 times (100.00%)
*(*Details of attendance as presented in Annual Report 2020.)*


Rule of Director Recruitment
After consideration of the proposal of the Nomination, Remuneration and Corporate Governance Committee, the Board of Directors considers that **Mrs. Oranuch Apisaksirikul** is qualified to be a director in accordance with the Public Limited Companies Act and has no prohibited characteristics for election as a director of a commercial bank or securities company as specified under the criteria of the Office of the Securities and Exchange Commission and other relevant laws. After deliberation, the Bank's Board has considered **Mrs. Oranuch Apisaksirikul** has appropriate qualifications.

Additional qualifications for independent director:

Type of relationship with the Bank	Yes	No
1. Being a close relative of management or major shareholders of the Bank or its subsidiary companies.	-	✓
2. Having the following relationship with the Bank, parent company, subsidiary companies, associated companies or any juristic persons who may have a conflict of interest at present or during the past two years:		
2.1 Being a director who takes part in the management or being an employee, staff member, or advisor who receives a regular salary.	-	✓
2.2 Being a professional service provider, e.g. auditor or legal advisor.	-	✓
2.3 Having a business relation that is material and could be a barrier to independent judgment.	-	✓

Remark: Information as of 28 February 2021

Names and profiles of the directors proposed to be re-elected/ elected as directors

Name - Surname	Mr. Chanmanu Sumawong	
Proposed Position	Independent Director	
Age	64 years	
Nationality	Thai	
Appointed on	20 April 2018	
Year in Director Position	2 years 10 months	
Current Positions	<ul style="list-style-type: none">- Independent Director- Member of Audit Committee- Member of Nomination, Remuneration and Corporate Governance Committee	
Education	<ul style="list-style-type: none">- Master of Comparative Law (A.P.), George Washington University, U.S.A.- Master of Law, George Washington University, U.S.A.- Thai Barrister of Law- Bachelor of Law (2nd Class Honours), Thammasat University	
Director Training Programmes	<ul style="list-style-type: none">- Director Accreditation Programme (DAP) , Class 104/2013, Thai Institute of Directors- The Challenge of Building Cyber Resilience- Cyber Security Awareness 2020 by National Telecom Public Company Limited	
Positons in Other Listed Companies	<ul style="list-style-type: none">- Legal Head of Pruksa Real Estate PCL- Independent Director/ Member of Audit Committee/ Member of Nomination and Remuneration Committee of Finansia PCL	
Positions in Non-listed Companies	<ul style="list-style-type: none">- Independent Director/ Member of Audit Committee of Finansia Securities Ltd.	


Work Experience	<ul style="list-style-type: none"> - Chief Legal Officer of Thonburi Healthcare Group PCL - Executive Vice President of Siam Commercial Bank PCL - Director of Subsidiary of Siam Commercial Bank PCL - Counsellor of Hunton & Williams (Thailand) Ltd. - Partner of Hunton & Williams (Thailand) Ltd. - Senior Associate of International Legal Counsellors Thailand Ltd. - Partner of International Legal Counsellors Thailand Ltd. - Secretary of The Central Labour Court - Judge of Nakhonratchasima Provincial Court - Judge of Nakhonratchasima Juvenile Court - Judge of Surin District Court - Judge Trainee of Surin District Court
Position in Other Companies Which May Cause Conflict of Interest/ Rival Companies/ Other Banking-related Companies	- None
Shareholding in CIMB Thai	- None
Legal Dispute	- None
Meeting Attendance in 2020*	<ul style="list-style-type: none"> - Board of Directors: 11/12 times (91.66%) - Audit Committee: 14/15 times (93.33%) - Nomination, Remuneration and Corporate Governance Committee: 13/13 times (100.00%) <p>(*Details of attendance as presented in Annual Report 2020.)</p>
Rule of Director Recruitment	<p>After consideration of the proposal of the Nomination, Remuneration and Corporate Governance Committee, the Board of Directors considers that Mr. Chanmanu Sumawong is qualified to be a director in accordance with the Public Limited Companies Act and has no prohibited characteristics for election as a director of a commercial bank or securities company as specified under the criteria of the Office of the Securities and Exchange Commission and other relevant laws. After deliberation, the Bank's Board has considered Mr. Chanmanu Sumawong has appropriate qualifications.</p>

Additional qualifications for independent director:

Type of relationship with the Bank	Yes	No
1. Being a close relative of management or major shareholders of the Bank or its subsidiary companies.	-	✓
2. Having the following relationship with the Bank, parent company, subsidiary companies, associated companies or any juristic persons who may have a conflict of interest at present or during the past two years:		
2.1 Being a director who takes part in the management or being an employee, staff member, or advisor who receives a regular salary.	-	✓
2.2 Being a professional service provider, e.g. auditor or legal advisor.	-	✓
2.3 Having a business relation that is material and could be a barrier to independent judgment.	-	✓

Remark: Information as of 28 February 2021

Names and profiles of the directors proposed to be re-elected as directors

Name - Surname	Encik Omar Siddiq Bin Amin Noer Rashid	
Proposed Position	Director	
Age	47 years	
Nationality	Malaysian	
Appointed on	30 January 2019	
Year in Director Position	2 years 1 month	
Current Positions	<ul style="list-style-type: none"> - Director (Authorised Signatory) - Member of Board Risk and Compliance Committee 	
Education	<ul style="list-style-type: none"> - Bachelor of Science (Economics), London School of Economics - Fellow member of the Institute of Chartered Accountants in England and Wales 	
Director Training Programmes	<ul style="list-style-type: none"> - CFA charterholder as awarded by the CFA Institute - The Challenge of Building Cyber Resilience - Cyber Security Awareness 2020 by National Telecom Public Company Limited 	
Positons in Other Listed Companies	<ul style="list-style-type: none"> - Head of Group Wholesale Banking, CIMB Group Holding Bhd - Deputy CEO of Malaysia CIMB Bank Malaysia 	
Positions in Non-listed Companies	<ul style="list-style-type: none"> - None 	
Work Experience	<ul style="list-style-type: none"> - Group Chief Operating Officer of CIMB Group Holding Bhd - Head of Group Wholesale Banking of RHB Group - Executive Director/ Chief Financial Officer of Malaysia Airlines - Executive Director of Khazanah Nasional 	

	- Managing Director of CIMB Investment Bank
Position in Other Companies Which May Cause Conflict of Interest/ Rival Companies/ Other Banking-related Companies	- None
Shareholding in CIMB Thai	- None
Legal Dispute	- None
Meeting Attendance in 2020*	<ul style="list-style-type: none"> - Board of Directors: 12/12 times (100.00%) - Board Risk and Compliance Committee: 11/12 times (91.66%) <i>(*Details of attendance as presented in Annual Report 2020.)</i>
Rule of Director Recruitment	<p>After consideration of the proposal of the Nomination, Remuneration and Corporate Governance Committee, the Board of Directors considers that Encik Omar Siddiq Bin Amin Noer Rashid is qualified to be a director in accordance with the Public Limited Companies Act and has no prohibited characteristics for election as a director of a commercial bank or securities company as specified under the criteria of the Office of the Securities and Exchange Commission and other relevant laws. After deliberation, the Bank's Board has considered Encik Omar Siddiq Bin Amin Noer Rashid has appropriate qualifications.</p>

Remark: Information as of 28 February 2021

Names and profiles of independent directors proposed to be a proxy

Name - Surname Mr. Chanmanu Sumawong

Proposed Position Independent Director

Age 64 years

Nationality Thai

Appointed on 20 April 2018

Year in Director Position 2 years 10 months

Current Positions

- Independent Director
- Member of Audit Committee
- Member of Nomination, Remuneration and Corporate Governance Committee

Education

- Master of Comparative Law (A.P.), George Washington University, U.S.A.
- Master of Law, George Washington University, U.S.A.
- Thai Barrister of Law
- Bachelor of Law (2nd Class Honours), Thammasat University

Director Training Programmes

- Director Accreditation Programme (DAP), Class 104/2013, Thai Institute of Directors
- The Challenge of Building Cyber Resilience
- Cyber Security Awareness 2020 by National Telecom Public Company Limited

Positons in Other Listed Companies

- Legal Head of Pruksa Real Estate PCL



	<ul style="list-style-type: none"> - Independent Director/ Member of Audit Committee/ Member of Nomination and Remuneration Committee of Finansa PCL
Positions in Non-listed Companies	<ul style="list-style-type: none"> - Independent Director/ Member of Audit Committee of Finansa Securities Ltd.
Work Experience	<ul style="list-style-type: none"> - Chief Legal Officer of Thonburi Healthcare Group PCL - Executive Vice President of Siam Commercial Bank PCL - Director of Subsidiary of Siam Commercial Bank PCL - Counsellor of Hunton & Williams (Thailand) Ltd. - Partner of Hunton & Williams (Thailand) Ltd. - Senior Associate of International Legal Counsellors Thailand Ltd. - Partner of International Legal Counsellors Thailand Ltd. - Secretary of The Central Labour Court - Judge of Nakhonratchasima Provincial Court - Judge of Nakhonratchasima Juvenile Court - Judge of Surin District Court - Judge Trainee of Surin District Court
Position in Other Companies Which May Cause Conflict of Interest/ Rival Companies/ Other Banking-related Companies	<ul style="list-style-type: none"> - None
Shareholding in CIMB Thai	<ul style="list-style-type: none"> - None
Legal Dispute	<ul style="list-style-type: none"> - None
Meeting Attendance in 2020*	<ul style="list-style-type: none"> - Board of Directors: 11/12 times (91.66%) - Audit Committee: 14/15 times (93.33%) - Nomination, Remuneration and Corporate Governance Committee: 13/13 times (100.00%) <p>(*Details of attendance as presented in Annual Report 2020.)</p>
Conflict of Interest in This Meeting	<ul style="list-style-type: none"> - Agenda 4

Additional qualifications for independent director:

Type of relationship with the Bank	Yes	No
1. Being a close relative of management or major shareholders of the Bank or its subsidiary companies.	-	✓
2. Having the following relationship with the Bank, parent company, subsidiary companies, associated companies or any juristic persons who may have a conflict of interest at present or during the past two years:		
2.1 Being a director who takes part in the management or being an employee, staff member, or advisor who receives a regular salary.	-	✓
2.2 Being a professional service provider, e.g. auditor or legal advisor.	-	✓
2.3 Having a business relation that is material and could be a barrier to independent judgment.	-	✓

Remark: Information as of 28 February 2021

Names and profiles of independent directors proposed to be a proxy

Name - Surname Dr. Rom Hiranpruk

Proposed Position Independent Director

Age 66 years



Nationality Thai

Appointed on 13 December 2018

Year in Director Position 2 years 2 months

Current Positions

- Independent Director
- Member of Audit Committee
- Chairman of Board Risk and Compliance Committee

Education

- Ph.D. (Computer Science), University of Kansas, U.S.A.
- M.S. (Computer Science), University of Kansas, U.S.A.
- B.A. (Statistics), Macquarie University, Australia (Colombo Plan Scholarship)

Director Training Programmes

- IT Governance (ITG), invited as observer for Class 1/2016, Thai Institute of Directors (IOD)
- Corporate Governance for Capital Market Intermediaries (CGI), Class 1/2015, Thai Institute of Directors (IOD)
- Advanced Audit Committee Programme (AACP), Class 14/2014, Thai Institute of Directors (IOD)
- Financial Institutions Governance Programme (FIGP), Class 6/2013, Thai Institute of Directors (IOD)
- Director Certification Programme (DCP), Class 172/2013 (sponsored by Bank of Thailand), Thai Institute of Directors (IOD)
- Risk Management Committee Programme (RCP), Class 1/2013

	<ul style="list-style-type: none"> - Executive Grid Seminar (invited) - The Four Roles of Leadership Programme, sponsored by National Science and Technology Development Agency (NSTDA) - Capital Market Course, Class 1, Capital Market Academy, The Stock Exchange of Thailand - Visiting Scholar to Computing Laboratories of the University of North Carolina, Microelectronics Corporation of North Carolina (MCNC), and North Carolina Supercomputer Center (NCSC) - The Challenge of Building Cyber Resilience - The Cooler Earth (TCE) Virtual Summit 2020 by CIMB Group - Cyber Security Awareness 2020 by National Telecom Public Company Limited
Position in Other Listed Companies	<ul style="list-style-type: none"> - None
Positions in Non-listed Companies	<ul style="list-style-type: none"> - Director of the Policy Board of National Cyber Security Agency, Ministry of Digital Economy and Society - Independent Director/ Member of Audit Committee of Chic Republic Co., Ltd. - Co-Manager of Wor Tor Tor for Sangkom Co., Ltd.
Work Experience	<ul style="list-style-type: none"> - Independent Director of TSFC Securities PCL - Director (Qualified) of The Electronic Transactions Commission - Advisor to Foundation Chairman of Mae Fah Luang Foundation under Royal Patronage - Director (Qualified) of Office of Knowledge Management and Development (Public Organisation) - Director (IT expert) of Payment Systems Committee, Bank of Thailand - Director (Qualified) of Software Industry Promotion Agency (Public Organisation) - Director (Qualified) of Broadcasting and Telecommunications Research and Development Fund for the Public Interest

	- Director (Qualified) of Board of Special Case, Department of Special Investigation, Ministry of Justice
Position in Other Companies Which May Cause Conflict of Interest/ Rival Companies / Other Banking-related Companies	- None
Shareholding in CIMB Thai	- None
Legal Dispute	- None
Meeting Attendance in 2020*	<ul style="list-style-type: none"> - Board of Directors: 12/12 times (100.00%) - Audit Committee: 15/15 times (100.00%) - Board Risk and Compliance Committee: 12/12 times (100.00%) - (<i>*Details of attendance as presented in Annual Report 2020</i>)
Conflict of Interest in This Meeting	None

Additional qualifications for independent director:

Type of relationship with the Bank	Yes	No
1. Being a close relative of management or major shareholders of the Bank or its subsidiary companies.	-	✓
2. Having the following relationship with the Bank, parent company, subsidiary companies, associated companies or any juristic persons who may have a conflict of interest at present or during the past two years:		
2.1 Being a director who takes part in the management or being an employee, staff member, or advisor who receives a regular salary.	-	✓
2.2 Being a professional service provider, e.g. auditor or legal advisor.	-	✓
2.3 Having a business relation that is material and could be a barrier to independent judgment.	-	✓

Remark: Information as of 28 February 2021

Names and profiles of independent directors proposed to be a proxy

Name - Surname	Mr. Natasak Rodjanapiches	
Proposed Position	Independent Director	
Age	58 years	
Nationality	Thai	
Appointed on	18 April 2019	
Year in Director Positon	1 year 10 months	
Current Positions	<ul style="list-style-type: none"> - Independent Director - Member and Alternate Chairman of Board Risk and Compliance Committee 	
Education	<ul style="list-style-type: none"> - Master of Applied Science, University of Waterloo - Bachelor of Science, McGill University 	
Director Training Programmes	<ul style="list-style-type: none"> - Director Certification Programme (DCP) by Thai Institute of Directors (IOD) - The Challenge of Building Cyber Resilience - Cyber Resilience course by Bank of Thailand - Risk Management Program for Corporate Leaders (RCL) by Thai Institute of Directors (IOD) - Cyber Security Awareness 2020 by National Telecom Public Company Limited 	
Positon in Other Listed Companies	<ul style="list-style-type: none"> - None 	
Positions in Non-listed Companies	<ul style="list-style-type: none"> - Director of Things On Net Co., Ltd. - Director of Urovo Southeast Asia Co., Ltd. - Director of Digiwealth Co., Ltd. - Advisor to Board of Directors of Elernity (Thailand) Co., Ltd. 	

Work Experience	<ul style="list-style-type: none"> - Director of KPMG Phoomchai Business Advisory Ltd. - Managing Director of Oracle Corporation (Thailand) Co., Ltd. - Managing Director of Tendem Computers Incorporated (Thailand) Co., Ltd. - Managing Consultant of Price Waterhouse Co., Ltd. - Manager of Bell Canada Enterprises
Position in Other Companies Which May Cause Conflict of Interest/ Rival Companies / Other Banking-related Companies	- None
Shareholding in CIMB Thai	- None
Legal Dispute	- None
Meeting Attendance in 2020*	<ul style="list-style-type: none"> - Board of Directors: 12/12 times (100.00%) - Board Risk and Compliance Committee: 12/12 times (100.00%) <p>(*Details of attendance as presented in Annual Report 20/20)</p>
Conflict of Interest in This Meeting	- None

Additional qualifications for independent director:

Type of relationship with the Bank	Yes	No
1. Being a close relative of management or major shareholders of the Bank or its subsidiary companies.	-	✓
2. Having the following relationship with the Bank, parent company, subsidiary companies, associated companies or any juristic persons who may have a conflict of interest at present or during the past two years:		
2.1 Being a director who takes part in the management or being an employee, staff member, or advisor who receives a regular salary.	-	✓
2.2 Being a professional service provider, e.g. auditor or legal advisor.	-	✓
2.3 Having a business relation that is material and could be a barrier to independent judgment.	-	✓

Remark: Information as of 28 February 2021

Definition of independent director

Each independent director of CIMB Thai Bank Public Company Limited (the “Bank”) must have qualifications as follows:

- (a) Hold shares not exceeding 0.5% of the total number of shares with voting rights of the Bank, its parent company, subsidiary company, associated company, major shareholder or controlling person of the Bank, including shares held by related persons of such independent director;
- (b) Neither be nor have been an executive director, employee, staff, advisor who receives a salary, or controlling person of the Bank, its parent company, subsidiary company, associated company, same-level subsidiary company, major shareholder or controlling person, unless the foregoing status has ended not less than two years prior to the date of filing the application with the Office of the Securities and Exchange Commission (Office of the SEC) . Such prohibited characteristic shall not include the case where the independent director used to be a government official or advisor of a government agency which is a major shareholder or controlling person of the Bank;
- (c) Not be a person related by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of a child, of executive, major shareholder, controlling person, or a person nominated as an executive or controlling person of the Bank or its subsidiary company;
- (d) Neither have nor have had a business relationship with the Bank, its parent company, subsidiary company, associated company, major shareholder or controlling person of the Bank, in the manner which may interfere with his/her independent judgment, and neither be nor have been a significant shareholder or controlling person of any person having a business relationship with the Bank, its parent company, subsidiary company, associated company, major shareholder or controlling person of the Bank, unless the foregoing relationship has ended not less than two years prior to the date of filing the application with the Office of the SEC.

The term ‘business relationship’ shall include any normal business transaction for business operation, rent or lease of immovable property, transaction relating to assets or services, or granting or receipt of financial assistance through receiving or extending loans, guarantees, providing assets as collateral, and any other similar actions, which result in the Bank or the counterparty being subject to indebtedness to the other party in the amount of 3% or more of the net tangible assets of the Bank or THB 20 million or more, whichever is lower. The amount of such indebtedness shall be calculated by the valuation method

applicable to related party transactions pursuant to the Capital Market Supervisory Board Notification regarding criteria on related party transactions mutatis mutandis. The consideration of such indebtedness shall include indebtedness incurred during the period of one year prior to the date on which the business relationship with the related person commences;

- (e) Neither be nor have been an auditor of the Bank, its parent company, subsidiary company, associated company, major shareholder or controlling person of the Bank, and not be a significant shareholder, controlling person, or partner of an audit firm which employs the auditor of the Bank, its parent company, subsidiary company, associated company, major shareholder or controlling person of the Bank, unless the foregoing relationship has ended not less than two years prior to the date of filing the application with the Office of the SEC;
- (f) Neither be nor have been a provider of any professional services including those as legal advisor or financial advisor who receives service fee exceeding THB two million per year from the Bank, its parent company, subsidiary company, associated company, major shareholder or controlling person of the Bank, and not be a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than two years prior to the date of filing the application with the Office of the SEC;
- (g) Not be a director appointed as representative of directors of the Bank, major shareholder or shareholder who is related to the major shareholder;
- (h) Not undertake any business in the same nature as and in material competition with the business of the Bank or its subsidiary company, or not be a significant partner in a partnership, or not be a director involved in management, employee, staff, advisor who receives regular salary or holds shares exceeding 1% of the total number of shares with voting rights of another company which undertakes business in the same nature as and in material competition with the business of the Bank or its subsidiary company;
- (i) Have no other characteristics which disable expression of independent opinions on the Bank's business operations. Upon appointment as independent director with qualifications as stated from (a) to (i) in the first paragraph, the independent director may be assigned by the Board to take part in the business decisions of the Bank, its parent company, subsidiary company, associated company, same-level subsidiary company, major shareholder or controlling person of the Bank, on a collective decision basis;

- (j) Have no business, participation in the business of, or benefit in relation to the Bank, or have any other features that cause inability to independently opine, decide, or vote on matters regarding business operation of the Bank;
- (k) Neither be nor have been a non-independent director, manager, person with management power, advisor or employee of the Bank and any company in its financial business group, unless the foregoing position or status has ended not less than two years prior to the date of filing the application with the Bank of Thailand (BOT);
- (l) Be eligible to hold the independent director position for not more than nine consecutive years, in which case such period shall include the period during which he/she holds the independent director position of the companies in the financial business group of the Bank.

In case any independent director has already been in the independent director position for nine years and wishes to be reappointed as an independent director, his/her status of director, manager, controlling person, advisor or employee of the Bank and companies in its financial business group must have ended not less than two years prior to the date of filing the application with the BOT.

For any independent director who has held the position for less than nine years, if such person's status of an independent director of the Bank and companies in its financial business group has ended less than two years, and during such period the person has not assumed any position of director, manager, controlling person, advisor or employee of the Bank and companies in its financial business group, the person may be reappointed as an independent director, but the period during which he/she serves as an independent director must be all counted.

Note: The definition of the Bank's independent director is deemed stricter than the qualifications prescribed by the Office of Securities and Exchange Commission and the Bank of Thailand.

**Guidelines on registration, voting, proxy appointment and identification documents
required for attending the Annual General Meeting of Shareholders**

Meeting registration

1. Shareholders shall register to attend the meeting from 7.30 a.m. onwards, at The Ballroom, Anantara Siam Bangkok Hotel, 155 Rajdamri Road, Lumpini, Pathumwan, Bangkok 10330.
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 are 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 their proxy holders.

In the event that a shareholder wants to appoint a proxy in general, he/she may use Proxy Form A. Should any 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 completely and 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 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. Chanmanu Sumawong** Age 64 years

Independent Director / Member of Audit Committee / Member of Nomination,
Remuneration and Corporate Governance Committee
634 Soi Sri Yan 1, Nakonchaisri Road, Khwaeng Nakonchaisri Road,
Khet Dusit, Bangkok

2. **Dr. Rom Hiranpruk** Age 66 years

Independent Director / Member of Audit Committee / Member and Alternate
Chairman of Board Risk and Compliance Committee
100/155 Soi Sukhumvit 53, Khwaeng Khlong Tan Nuea, Khet Watthana,
Bangkok

3. **Mr. Natasak Rodjanapiches** Age 58 years

Independent Director / Member and Alternate Chairman of Board Risk and
Compliance Committee
333/1 Soi Mitsuwan 3, Khwaeng Phra Khanong Nuea, Khet Watthana, 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
- A copy of the proxy's government 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; the copy 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
- A copy of the proxy's government official ID card as referred to in 1.1.

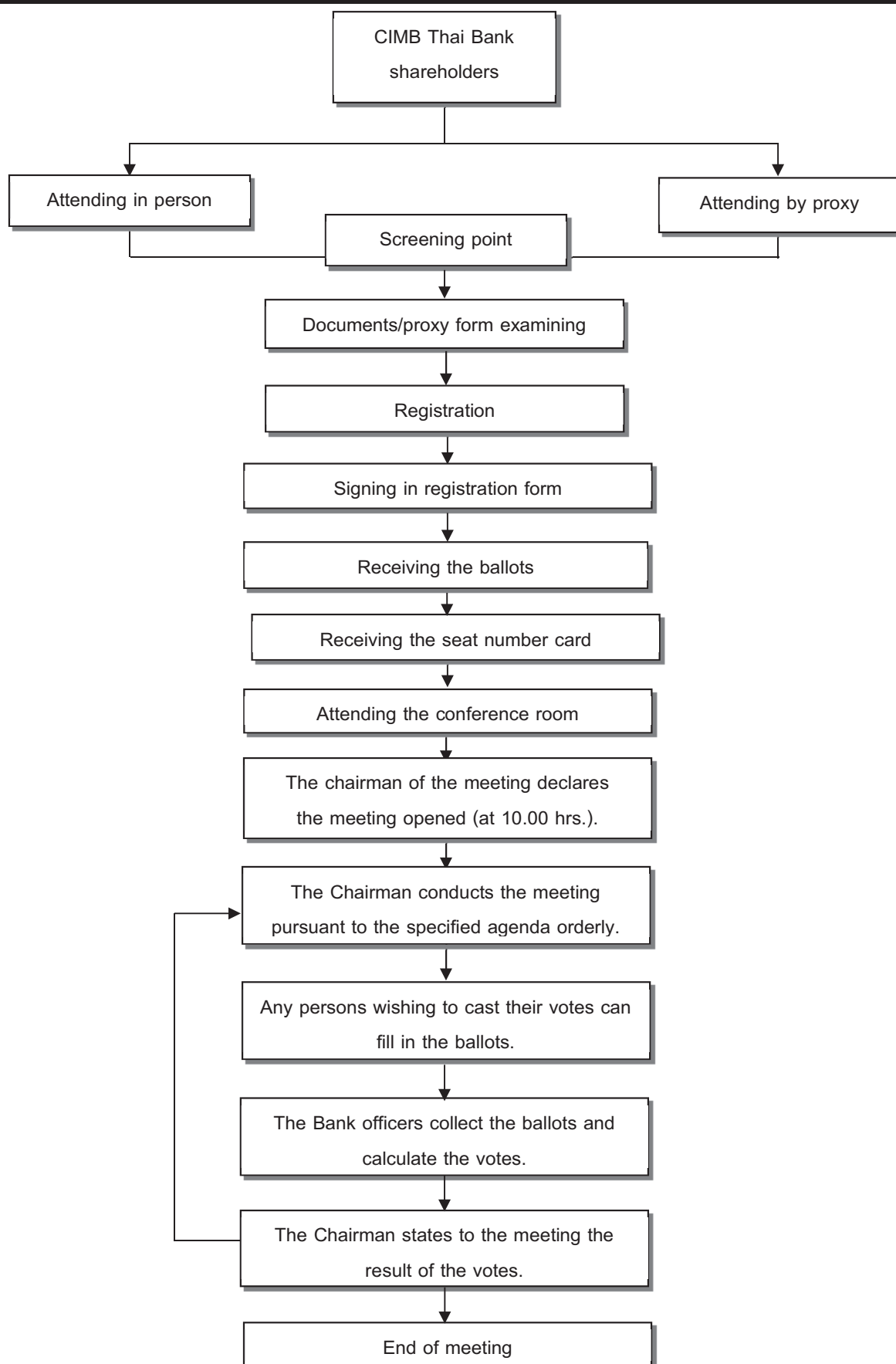
3. In the event that the shareholder is a non-Thai shareholder or is a juristic person incorporated under foreign laws

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 signing 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.

Procedures for attending the Annual General Meeting of Shareholders No. 27

CIMB Thai Bank Public Company Limited



Articles of Association relating to the Shareholders' Meeting

❖ BOARD OF DIRECTORS:

Article 14. The board of directors of the Company shall consist of not less than five members and not exceeding 12 members. Not less than one-half of the directors shall reside in the Kingdom of Thailand.

The board of directors shall appoint one of its members to be the chairman and, if deemed appropriate, shall appoint one or more of its members to be the vice chairman.

Article 16. Election of directors shall be effected in accordance with the following rules and procedures:

(1) Each shareholder shall have a number of votes equal to the number of shares held. One share equals to one vote;

(2) Votes shall be cast for either an individual or several directors in the number of directors required to be elected at the respective meeting and as deemed appropriate by the meeting. In the election of either an individual or several directors, each elected person shall receive votes from the shareholder in the full number of shares held by the shareholder pursuant to (1), and the shareholder shall not allot his votes to any person in any number.

(3) The candidates shall be ranked in the descending order from the highest number of votes received to the lowest until all of the director positions are filled. In case the votes cast for candidates in the descending order are tied, which would cause the number of directors to be exceeded, the remaining appointments shall be made by drawing lots in a manner determined by the chairman.

Article 18. At every annual general meeting, one-third of the directors shall vacate office. The director who held office the longest shall retire in the following years.

The retiring director may be re-elected.

Article 27. The directors shall have the right to receive remuneration from the Company in the form of reward, meeting allowances, gratuity, bonus, or fringe benefit in accordance with the regulations of the Company or as considered at the shareholders' meeting. The shareholders' meeting may determine a specific amount or criteria and may determine from time to time or to be in full force and effect until any change.

The provision of the preceding paragraph shall not prejudice the rights of the staff members and employees of the Company whom are elected as a director to receive remuneration, and benefits as an officer or employee of the Company.

❖ **SHAREHOLDERS' MEETING:**

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.

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

Article 32. In calling for a general meeting of shareholders, the board of directors shall provide a notice containing place, day, time, agendas of the meeting and the subject matters to be proposed to the meeting; with clear statement whether such matter is submitted for acknowledgment, approval, or consideration, as the case may be, and shall also include 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.

Article 36. The agendas of annual general meetings shall be as follows:

- (1) To acknowledge an annual report of the board of directors with respect to the business activities of the Company during the year;
- (2) To approve balance sheet and profit and loss accounts;
- (3) To approve the appropriation of profit;
- (4) To elect new directors to replace directors who retire pursuant to Article 18 or other reasons which results in a vacancy of a director or to elect additional directors in the case of an increase in the number of directors; and
- (5) To appoint auditor and to determine audit fee.

Article 37. The chairman of the board of directors shall act as chairman of the shareholders' meeting. In the case that he is absent or is unable to perform the duty and if there is the vice chairman, the vice chairman shall act as chairman. In the absence of both the chairman of the board of directors and vice chairman or they are unable to perform the duty, the meeting shall elect one of the shareholders present to act as chairman of the meeting.

Article 38. The duty of the chairman is to control the meeting to be in accordance with the Articles of Association of the Company. The meeting shall proceed in an order of agendas as specified in the notice, unless the shareholders' meeting resolves to change the agenda by the affirmative votes of the shareholders holding not less than two-thirds of the shareholders attending the meeting.

After all agendas specified under the first paragraph have been considered, shareholders holding not less than one-third of the total number of sold shares may request the meeting to consider other matters not specified in such notice.

❖ ACCOUNTING, FINANCE AND AUDITING:

Article 39. The fiscal year of the Company shall commence on the 1st day of January and end on the 31st day of December of every year.

Article 41. Balance sheets and profit and loss accounts shall be made twice a year: one for the first six-month period of the year ended June, and another for the second six-month period of the year ended December.

The board of directors shall ensure that the balance sheets and profit and loss accounts are duly certified by the auditor prior or to presenting to the shareholders' meeting.

Article 42. The board of directors shall send the following documents to the shareholders together with the notice of the annual general meeting:

- (1) Certified copies of balance sheets and profit and loss accounts, together with report of the auditor; and
- (2) Annual report of the board of directors

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.

Article 44. The Company shall arrange a part of its net profit as a reserve fund at least five percent of the net annual profits less accumulated loss (if any) until the reserve fund reaches one-tenth of the registered capital.

Article 46. The auditor must not be director, staff, employee or person who assumes any position in the Company.

Article 47. The auditor shall be elected and the audit fee shall be determined every year in the annual general meeting of shareholders. The previous auditor may be re-elected.

Article 48. The auditor has a duty to attend the shareholders' meeting whenever balance sheet, profit and loss accounts and problem relating to the account of the Company are considered in order to make

clarification with respect to account examination to the shareholders. The Company shall send reports and documents of the Company which the shareholders should receive at the shareholders' meeting to the auditor.

Article 49. The auditor shall have power to examine accounting, documents and any other evidence relating to income and expense, including assets or liabilities of the Company during the office hour of the Company, and may enquire any director, officer, employee or person under any position of the Company and the representative of the Company for the purpose of clarifying the facts or sending information in relation to the business operation of the Company.

QR code downloading procedures for the 2020 Annual 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 General Meeting of Shareholders and the 2020 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 could be downloaded from the QR Code (as shown in Enclosure No. 1) 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 view 2020 Annual Report.

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

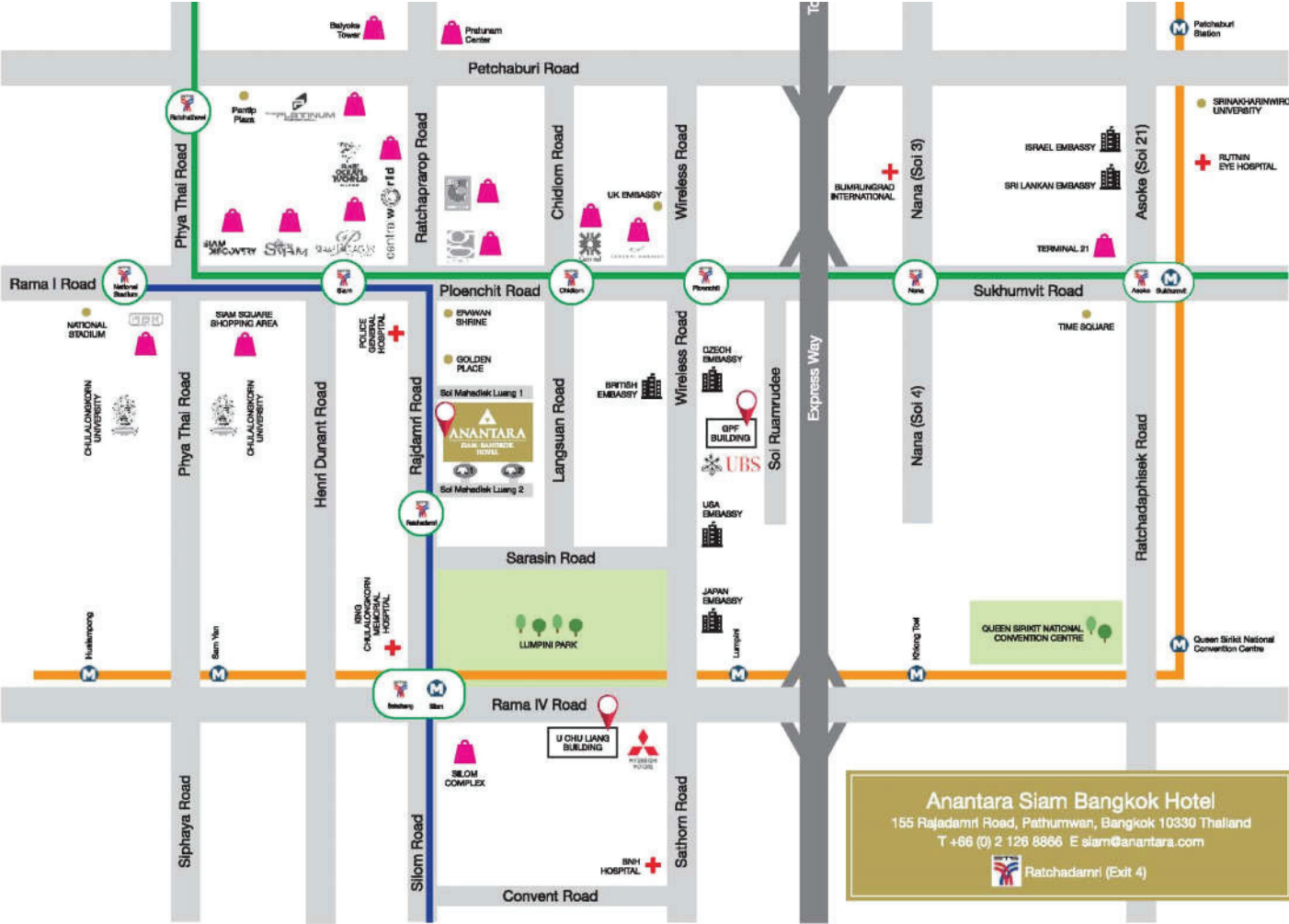
1. Open applications such as QR CODE READER, Facebook or Line.

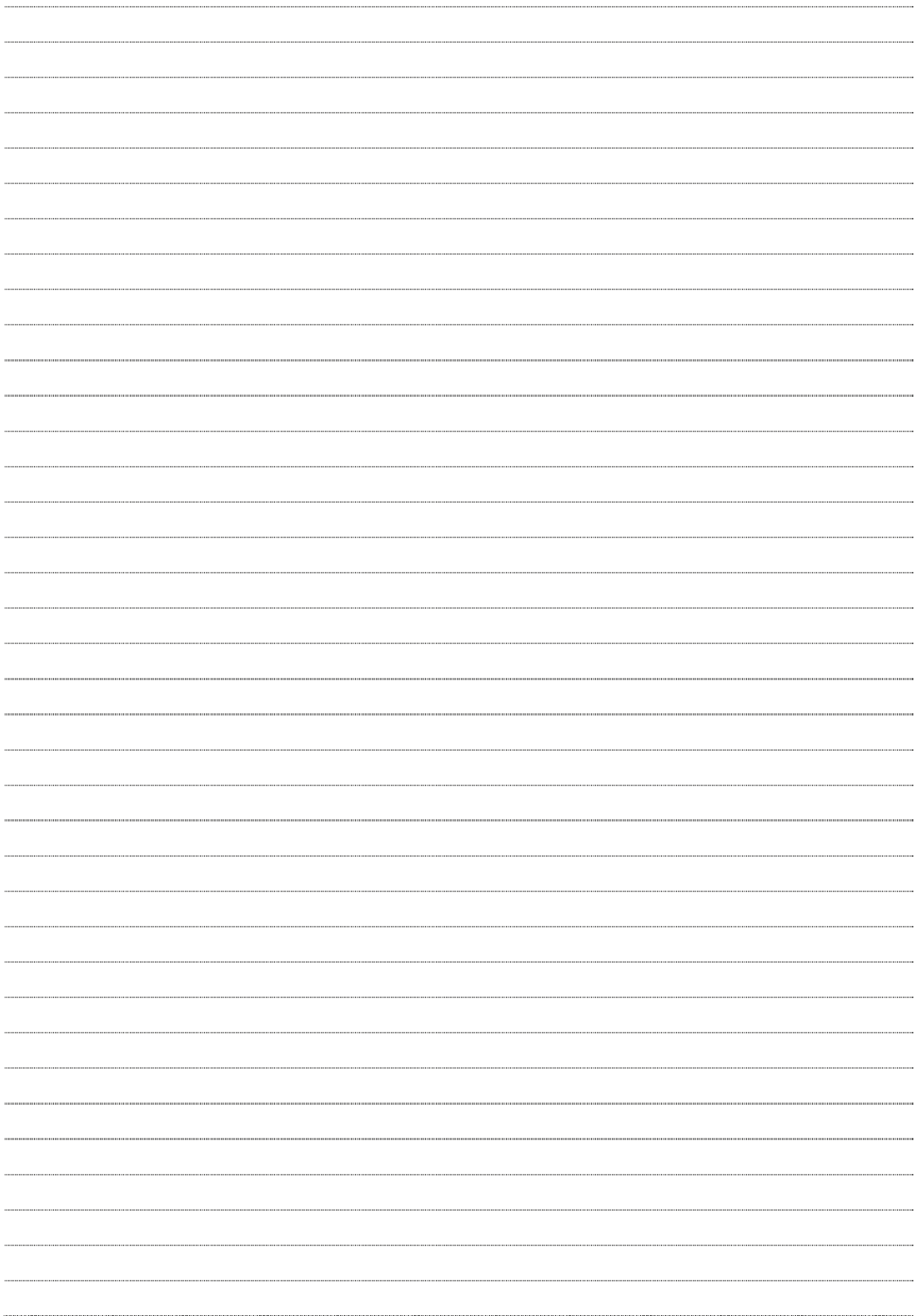
How to scan the QR Code with Line application

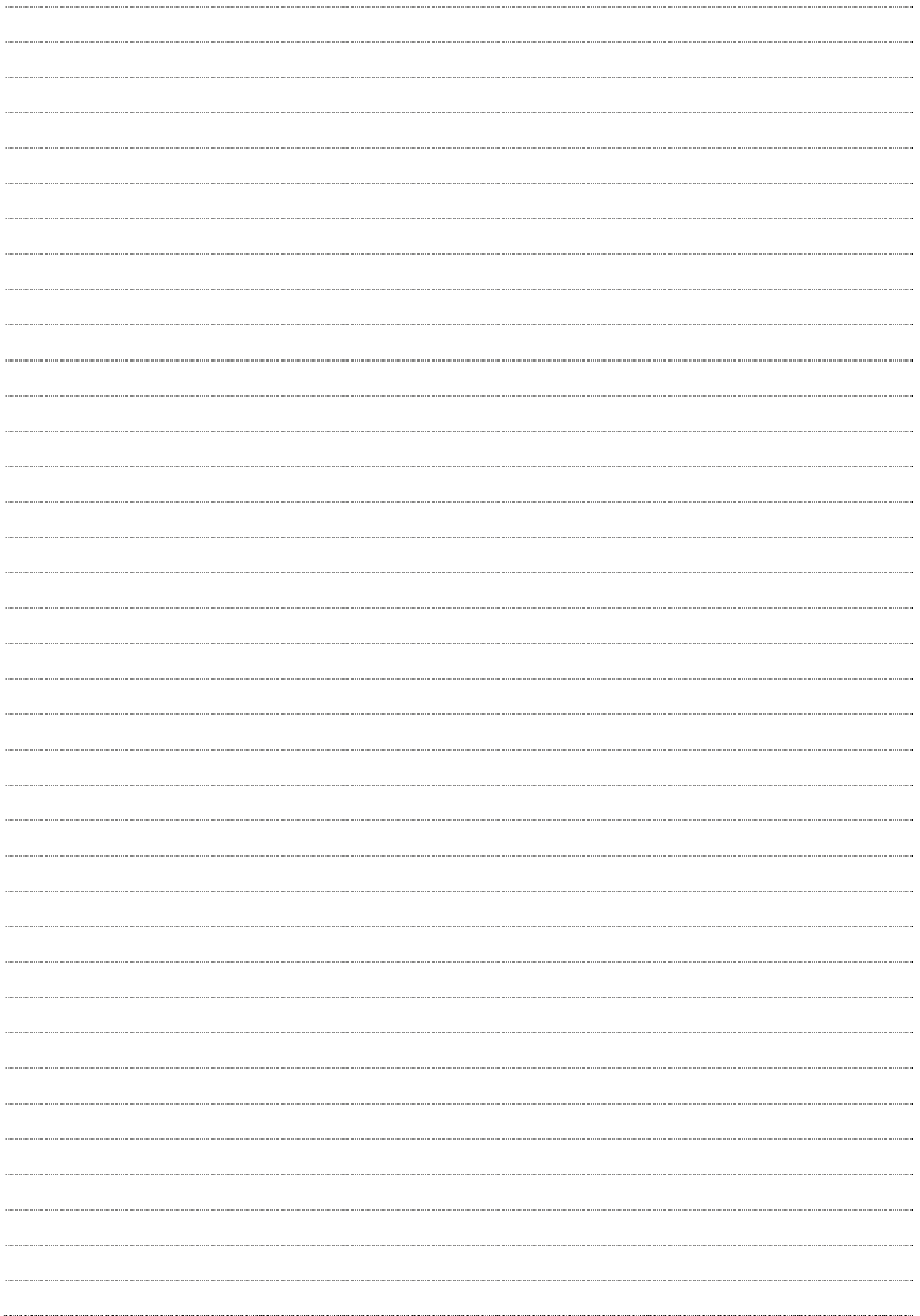
Open Line application and click on "Add friend" → Choose "QR Code" → Scan the QR Code

2. Scan the QR Code to view 2020 Annual Report.

Map of the meeting venue
Anantara Siam Bangkok Hotel









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