

FORWARD  **You Business**

Invitation Letter to Annual General Meeting of Shareholders No. 28

Tuesday, 12 April 2022
at 10.00 a.m.

Through electronic media channel only
in accordance with Emergency Decree
on Electronic Meetings, B.E. 2563
and relevant laws and other regulations

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Invitation Letter of Annual General Meeting of Shareholders No. 28
CIMB Thai Bank Public Company Limited

4 March 2022

Subject: Invitation to the Annual General Meeting of Shareholders No. 28

To: Shareholders

Enclosures:

1. Annual Registration Statement/Annual Report 2021 (Form 56-1 One Report) 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 for Meeting Registration, Proxy Appointment, and Vote Casting and Counting Via Electronic Media Channel
7. Guidelines for Attending Electronic Meeting Via Inventech Connect
8. Articles of Association relating to the shareholders' meeting
9. QR code downloading procedures for the Annual Registration Statement/Annual Report 2021 (Form 56-1 One Report)

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. 28 ("AGM") on Tuesday, 12 April 2022, at 10.00 a.m. through electronic media channel only in accordance with the Emergency Decree on Electronic Meetings, B.E. 2563 and relevant laws and other regulations to consider the following agenda items together with the Board's opinions:

Agenda item 1 **To acknowledge the Bank's operating results for the year 2021**

Objective and reason: The Bank's 2021 operating results presented to the AGM are as shown in the attached Annual Registration Statement/Annual Report 2021 (Form 56-1 One Report) (Enclosure No. 1).

Board's opinion: The Board deems it appropriate for the AGM to acknowledge the Bank's operating results for the year 2021.

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 2021

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, the Board deems it proper to propose for the AGM's consideration and approval of the Bank's statements of financial position and the statements of comprehensive income for the fiscal year ended 31 December 2021, which have been audited and certified by PricewaterhouseCoopers ABAS Ltd., the auditor of the Bank, as detailed in the Annual Registration Statement/Annual Report 2021 (Form 56- 1 One Report). The financial information has the salient points as follows:

	Statements of Financial Position and Statements of Comprehensive Income		
	Consolidated	Bank Only	Unit
Total assets	398,514	394,879	THB million
Total liabilities	355,111	354,821	THB million
Total income	14,347	9,979	THB million
Net profit	2,441	1,434	THB million
Earnings per share	0.07	0.04	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 2021, 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 2021 and payment of dividend

Objective and reason: For the year ended 2021, the Bank reported financial statements as at 31 December 2021 audited by a certified public accountant showing a net profit of THB 1,434,007,883.86. The Board considers it proper for the AGM to approve the appropriation of profit for the year 2021 to the statutory reserve in the amount of THB 71,701,000.00. Pursuant to Section 116 of the Public Limited Companies Act, B.E. 2535,

and Clause 44 of the Articles of Association of the Bank, the Bank has arranged 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 has been carried forward in the amount of THB 1,362,306,883.86 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 considers it proper for the AGM to approve the payment of dividend for the operating results of 2021 at the rate of THB 0.01 per share, totaling THB 348,222,618. 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 2021 and 2020

	Year 2021 (Proposed Year)	Year 2020
Net profit (THB)	1,434,007,884	2,214,275,939
No. of shares	34,822,261,748	34,822,261,748
Dividend rate per share (THB)	0.01	0.005
Total amount of dividend payment (THB)	348,222,618	174,111,309

Board's opinion: It is deemed appropriate for the AGM to approve the appropriation of 2021 profit and dividend payment for the operating results of 2021 at the rate of THB 0.01 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 Monday, 25 April 2022 (Record Date), and the dividend payment shall be made on Tuesday, 10 May 2022.

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 acknowledge the director's resignation**

Objective and reason: Encik Omar Siddiq Bin Amin Noer Rashid had resigned as the Bank's director (authorized director) and a member of the Board Risk and Compliance Committee, with effect from 11 January 2022. The total number of the directors is thus decreased from 11 to 10.

The Bank's Articles of Association, Clause 21, specifies that in case any vacancy occurs in the board of directors for reasons other than retirement by rotation, the board of directors shall elect a person who has the qualifications and who does not have any prohibited characteristics under the law as a replacement at the following meeting of the board of directors, unless the remaining duration of the director's term of office is less than two months. The replacing director shall hold office only for the remaining term of office of the director whom he has replaced.

By virtue of the Clause 21 above, the Board considers it proper as recommended by the Nomination, Remuneration and Corporate Governance Committee ("NRCC") to reserve the vacant seat of the director arising from the resignation of Encik Omar Siddiq Bin Amin Noer Rashid, whose remaining term of office is 2 years 1 month (as of 28 February 2022), while the NRCC is recruiting a qualified person without any prohibited characteristics under relevant laws and regulations to replace him.

Board's opinion: The Board deems it appropriate as recommended by the NRCC to propose for the AGM to acknowledge the resignation of Encik Omar Siddiq Bin Amin Noer Rashid and the reservation of the vacant seat of the director to be later fulfilled by a qualified person in replacement of Encik Omar Siddiq Bin Amin Noer Rashid, while the NRCC is recruiting a qualified person to fulfill the position.

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

Agenda item 5 **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	Dr. Rom Hiranpruk	Independent Director
2	Mr. Niti Jungnitnirundr	Independent Director
3	Mr. Natasak Rodjanapiches	Independent Director
4	Mr. Hafriz Bin Abdul Rahman	Non-Executive Director

The Nomination, Remuneration and Corporate Governance Committee (“NRCC”) recommended that the Board propose to the AGM the re-election of the four retiring directors as the Bank’s directors for another term.

The four nominated persons have know-how and experience in information technology and accounting 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 2021 - 31 December 2021. 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. Dr. Rom Hiranpruk, Mr. Niti Jungnitnirundr, Mr. Natasak Rodjanapiches and Mr. Hafriz Bin Abdul Rahman, 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 and 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 6 **To consider and approve the directors’ remuneration for the year 2022**

Objective and reason: Reference is made to the Annual General Meeting of Shareholders No. 27, held on 12 April 2021, which resolved to maintain the remuneration for the Board of Directors and Board Committee members at the rates as approved by the Annual General Meeting of Shareholders No. 26, and to ratify the postponement of the effective date of such remuneration rates, which had been approved by the Board, from 1 January 2021 to 1 July 2021 owing to the prolonged worldwide COVID-19 pandemic which continues to adversely impact the economies.

The Board deems it proper to propose to the shareholders to remain the existing remuneration rates, which were approved by the Annual General Meeting of Shareholders No. 27, for the Board of Directors and Board

Committee members, as recommended by the Nomination, Remuneration and Corporate Governance Committee (“NRCC”). These remuneration rates are commensurate 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, Dato’ Abdul Rahman Ahmad and Mr. Paul Wong Chee Kin shall not be entitled to the directors’ remuneration.

Mr. Hafriz Bin Abdul Rahman, a representative director of the indirect major shareholder of the Bank, also does not receive the directors’ remuneration from January 2022 onwards in accordance with the policy of Khazanah Nasional Berhad, Malaysia, the indirect major shareholder of the Bank.

In 2021, the total remuneration for directors was amounted to THB 16,155,200, compared to THB 11,211,500 in 2020. Details of the remuneration for each individual director are presented under the heading of “Remuneration for Board Members” in “8. Report on Important Operational Results of Corporate Governance” of the Annual Registration Statement/Annual Report 2021 (Form 56-1 One Report), and in the “Management Structure” section of the Annual Report 2020. 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 for the AGM to approve the remuneration rates for the members of the Board and Board Committees for the year 2022, as tabulated below:

Directors’ remuneration for 2022 in comparison with that for 2021

1. Remuneration for Board members:

THB/person

Position	2022			2021 (Approved by the AGM No. 27)		
	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	2022			2021 (Approved by the AGM No. 27)		
	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						
• Chairperson	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; and 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 the 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 Registration Statement/Annual Report 2021 (Form 56-1 One Report) 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 7 To consider and approve the appointment of the auditor and determination of the audit fee for the year 2022

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 ("AC") 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 2022. 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	5	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 the audit fees for 2022 of a total of THB 14,774,000 as follows:

Audit fees	2022	2021	% Increase /
	(THB)	(THB)	(Decrease)
CIMB Thai	12,039,000	12,039,000	0.0
CIMB Thai - Vientiane Branch	330,000	435,000	(24.1)
Subsidiaries	2,405,000	2,425,000	(0.8)
Total audit fees of CIMB Thai Group	14,774,000	14,899,000	(0.8)

Subsidiary companies of the Bank include:

1. CIMB Thai Auto Co., Ltd.
2. CT Coll Co., Ltd. (Under liquidation process)
3. WorldLease Co., Ltd.

The overall CIMB Thai Group audit fees for 2022 will total THB 14,774,000. The 2022 audit fees decrease by 0.8% compared with 2021. 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 the non-audit fee in the fiscal year 2021, there was non-audit service fee of THB 602,900 paid to the auditor.

Board's opinion: The Board considers it proper as recommended by the AC 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 2022, and to determine the audit fees for 2022 of THB 12,039,000 for the Bank, as well as to acknowledge the audit fee of THB 2,735,000 for CIMB Thai - Vientiane Branch and the subsidiaries of the Bank, making up the total audit fees of CIMB Thai Group of THB 14,774,000 for the year 2022.

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

Agenda item 8 Other matters (if any)

To ensure the safety of all attendees amidst the spread of COVID-19, the Board deems it proper to hold the AGM through electronic media only. The Bank would like to invite all shareholders to attend the Meeting via electronic media on the date and time as mentioned above. The Bank will not arrange an additional place/meeting room to support attendance by the shareholders. Should any shareholder have queries in relation to the meeting agenda, 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 and Administration, CIMB Thai Bank Plc. , 21st floor, 44 Langsuan Road, Lumpini Sub-district, Patumwan District, Bangkok 10330, or by fax no. 02-657-3082, during 12 - 31 March 2022. In this regard, please also provide your name, address and phone number for ease of reference and reply.

If shareholder is not available to attend the meeting, the shareholder can appoint an independent director of the Bank to attend the meeting and cast votes on the shareholder's behalf via the electronic media channel. The nominated independent directors are 1) Mr. Chanmanu Sumawong, 2) Dr. Rom Hiranpruk, and 3) Mr. Natasak Rodjanapiches.

Please refer to the Guidelines for Meeting Registration, Proxy Appointment, and Vote Casting and Counting Via Electronic Media Channel in Enclosure 6, and Guidelines for Attending Electronic Meeting Via Inventech Connect in Enclosure 7, given that the meeting registration, vote casting and counting will be entirely proceeded via the electronic media channel. The registration system will be available from 13 March 2022 at 8.30 a.m. until the end of the Meeting on 12 April 2022. The Bank will specify the names of the shareholders who have the right to attend the AGM No. 28 on Wednesday, 9 March 2022 (Record Date).

Sincerely yours,



(Mrs. Patima Jumpasut)

Company Secretary

By Order of the Board of Directors

CIMB Thai Bank Public Company Limited

The Bank values a privacy and strives for protecting your personal data. You may find the details of our collection, usage and disclosure of your personal data in CIMB Thai's Privacy Notice at www.cimbthai.com.

Names and Profiles of the Directors Proposed to be Re-elected as Directors

Name - Surname	Dr. Rom Hiranpruk	
Proposed Position	Independent Director	
Age	67 years	
Nationality	Thai	
Appointed on	13 December 2018	
Year in Director Position	3 years 2 months	
Current Positions	<ul style="list-style-type: none"> - Independent Director - Member of Audit Committee - Chairman of Board Risk and Compliance Committee 	
Education	<ul style="list-style-type: none"> - Ph.D. (Computer Science), University of Kansas, United States of America - M.S. (Computer Science), University of Kansas, United States of America - B.A. (Statistics), Macquarie University, Australia (Colombo Plan Scholarship) 	
Director Training Programmes	<ul style="list-style-type: none"> - IT Governance (ITG), invited as observer for Class 1/2016, Thai Institute of Directors - Corporate Governance for Capital Market Intermediaries (CGI), Class 1/2015, Thai Institute of Directors - Advanced Audit Committee Programme (AACP), Class 14/2014, Thai Institute of Directors - Financial Institutions Governance Programme (FIGP), Class 6/2013, Thai Institute of Directors 	

- Director Certification Programme (DCP), Class 172/2013, (sponsored by Bank of Thailand), Thai Institute of Directors
- Risk Management Committee Programme (RCP), Class 1/2013
- Executive Grid Seminar (invitation only)
- The Four Roles of Leadership Programme, sponsored by National Science and Technology Development Agency (NSTDA)
- Capital Market Course, Class 1 by Capital Market Academy, 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)
- PDPA Awareness Training, arranged by CIMB Thai Bank PCL, and lectured by ACIS Professional Center Co., Ltd.
- JCB Flagship Conference #Finance for Change by Bank Negara Malaysia and Securities Commission Malaysia
- Cyber Armor: Capital Market Board Awareness: Capital Market Threat Landscape by Office of Securities and Exchange Commission
- Cyber Armor: Data-Driven Cybersecurity and Intelligence by Office of Securities and Exchange Commission
- Risk Posture Session by CIMB Group Holdings Bhd
- The Cooler Earth Sustainability Summit 2021 by CIMB Group Holdings Bhd
- Sustainability Board Training 202 by CIMB Group Holdings Bhd
- IT Security Awareness Session by CIMB Thai Bank PCL

Position in Other Listed Companies

- None

Positions in Non-listed Companies

- Director of the Policy Board of National Cyber Security Agency, Ministry of Digital Economy and Society
- Independent Director, and Member of Audit Committee of Chic Republic Co., Ltd.

	<ul style="list-style-type: none"> - Member of the Content Screening Committee of Ministry of Digital Economy and Society
Work Experience	<ul style="list-style-type: none"> - Co-Manager of Wor Tor Tor for Sangkom Co., Ltd. - 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	<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 2021*	<ul style="list-style-type: none"> - Board of Directors: 13/14 times (92.86%) - Audit Committee: 15/15 times (100.00%) - Board Risk and Compliance Committee: 12/12 times (100.00%) <p><i>(*Details of attendance as presented in Annual Registration Statement/Annual Report 2021 (Form 56-1 One Report))</i></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 Dr. Rom Hiranpruk 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 Office of Securities and Exchange Commission and other relevant laws. After deliberation, the Bank's Board has considered **Dr. Rom Hiranpruk** 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 2022

Names and Profiles of the Directors Proposed to be Re-elected as Directors

Name - Surname	Mr. Niti Jungnitnirundr	
Proposed Position	Independent Director	
Age	64 years	
Nationality	Thai	
Appointed on	18 April 2019	
Year in Director Position	2 years 10 months	
Current Positions	<ul style="list-style-type: none"> - Independent Director - Member of Audit Committee 	
Education	<ul style="list-style-type: none"> - Master Degree in Accountancy, Chulalongkorn University - Bachelor Degree in Accountancy, Chulalongkorn University - Post-Graduate Diploma in Auditing, Chulalongkorn University - Certified Public Accountant (Thailand) - Auditor approved by Office of Securities and Exchange Commission - Auditor approved by Office of Insurance Commission, Ministry of Commerce 	
Director Training Programmes	<ul style="list-style-type: none"> - Director Certification Programme (DCP), Class 300/2020, Thai Institute of Directors - PDPA Awareness Training, arranged by CIMB Thai Bank PCL, and lectured by ACIS Professional Center Co., Ltd. - JCB Flagship Conference #Finance for Change by Bank Negara Malaysia and Securities Commission Malaysia - Cyber Armor: Data-Driven Cybersecurity and Intelligence by Office of Securities and Exchange Commission - Risk Posture Session by CIMB Group Holdings Bhd - Cyber Resilience by Bank of Thailand 	

- The Cooler Earth Sustainability Summit 2021 by CIMB Group Holdings Bhd
 - Sustainability Board Training 2021 by CIMB Group Holdings Bhd
 - IT Security Awareness Session by CIMB Thai Bank PCL
- Position in Other Listed Companies**
- Independent Director of Nova Empire PCL
 - Independent Director of Stark Corporation PCL
- Position in Non-listed Companies**
- Independent Director of Phelps Dodge International (Thailand) Ltd.
 - Member of Board of University Affairs of Navamindradhiraj University
 - Member of Sub-Committee of Thailand CPA Examination of Federation of Accounting Professions of Thailand
- Work Experience**
- Member of Dignitary Sub-Committee on Audit Test Performance of Federation of Accounting Professions of Thailand
 - Director of Auditing Office of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.
 - Audit Partner of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.
 - Member of Sub-Committee of Thailand CPA Examination of Board of Supervision of Auditing Practices (BSAP), Federation of Accounting Profession
 - Auditing Standard Advisor of Office of Securities and Exchange Commission
 - Member of Auditing Standard Committee of Federation of Accounting Professions of Thailand
 - Member of Committee of Career Development and Continuous Study of Institute of Certified Accountants and Auditors of Thailand
 - Member of Committee Considering Auditors' Performance of Office of Securities and Exchange Commission
 - Member of Committee of Education of Office of Securities and Exchange Commission

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 2021*	<ul style="list-style-type: none"> - Board of Directors: 14/14 times (100.00%) - Audit Committee: 15/15 times (100.00%) <p style="margin-left: 40px;"><i>(*Details of attendance as presented in Annual Registration Statement/Annual Report 2021 (Form 56-1 One Report))</i></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. Niti Jungnitnirundr 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 Office of Securities and Exchange Commission and other relevant laws. After deliberation, the Bank' s Board has considered Mr. Niti Jungnitnirundr 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 2022

Names and Profiles of the Directors Proposed to be Re-elected as Directors

Name - Surname	Mr. Natasak Rodjanapiches	
Proposed Position	Independent Director	
Age	59 years	
Nationality	Thai	
Appointed on	18 April 2019	
Year in Director Position	2 years 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), Thai Institute of Directors - Risk Management Programme for Corporate Leaders (RCL), Thai Institute of Directors - PDPA Awareness Training, arranged by CIMB Thai Bank PCL, and lectured by ACIS Professional Center Co., Ltd. - JCB Flagship Conference #Finance for Change by Bank Negara Malaysia and Securities Commission Malaysia - Risk Posture Session by CIMB Group Holdings Bhd - The Cooler Earth Sustainability Summit 2021 by CIMB Group Holdings Bhd - Sustainability Board Training 2021 by CIMB Group Holdings Bhd - IT Security Awareness Session by CIMB Thai Bank PCL 	
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 aCommerce Group Co., Ltd. - Director of Urovo South East Asia Co., Ltd. 	

	- Advisor to Board of Directors of Eternity (Thailand) Co., Ltd.
Work Experience	<ul style="list-style-type: none"> - Director of Things On Net Co., Ltd. - Director of Digiwealth Co., Ltd. - Director of KPMG Phoomchai Business Advisory Ltd. - Managing Director of Oracle Corporation (Thailand) Co., Ltd. - Managing Director of Tandem Computers International Incorporated (Thailand) - 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 2021*	<ul style="list-style-type: none"> - Board of Directors: 14/14 times (100.00%) - Board Risk and Compliance Committee: 11/12 times (91.66%) <p style="text-align: center;"><i>(*Details of attendance as presented in Annual Registration Statement/Annual Report 2021 (Form 56-1 One Report))</i></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. Natasak Rodjanapiches 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 Office of Securities and Exchange Commission and other relevant laws. After deliberation, the Bank's Board has considered Mr. Natasak Rodjanapiches 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 2022

Names and Profiles of the Directors Proposed to be Re-elected as Directors

Name - Surname	Mr. Hafriz Bin Abdul Rahman	
Proposed Position	Director	
Age	37 years	
Nationality	Malaysian	
Appointed on	24 September 2020	
Year in Director Position	1 year 5 months	
Current Positions	<ul style="list-style-type: none"> - Director - Member of Board Risk and Compliance Committee 	
Education	<ul style="list-style-type: none"> - Bachelor of Commerce (Hons) in Accountancy, University of Otago - Chartered Accountant, Chartered Accountants Australia and New Zealand 	
Director Training Programmes	<ul style="list-style-type: none"> - PDPA Awareness Training, arranged by CIMB Thai Bank PCL, and lectured by ACIS Professional Center Co., Ltd. - Sustainability Board Training 2021 by CIMB Group Holdings Bhd - Financial Institutions Directors' Education (FIDE) Programme - Banking by Asia School of Business - Corporate Governance Revisited: The Co-existence of Ethics & Law Sets You Free by Malaysian Alliance of Corporate Directors - The Quiet Transformation on Corporate Governance by Institute of Corporate Directors Malaysia 	

	<ul style="list-style-type: none"> - How To Be An Effective Nominee Director In A Disruptive World by Institute of Corporate Directors Malaysia - Stakeholder Voice in the Boardroom by Institute of Corporate Directors Malaysia - Rethinking Governance: The New Norm of Corporate Governance by Institute of Corporate Directors Malaysia - Human Rights Risk Management and Implications for Financial Institutions by Institute of Corporate Directors Malaysia - Advanced Strategy 101: Dealing with Strategy in Changing Times by Institute of Corporate Directors Malaysia - IT Security Awareness Session 2021 by CIMB Thai Bank PCL
Positons in Other Listed Companies	- None
Positions in Non-listed Companies	<ul style="list-style-type: none"> - Director of Renggis Ventures Sdn Bhd - Director of Pantai Melawi Ventures Sdn Bhd - Director of Tanjung Pinang Investments Limited - Director of Bukit Galla Investments Limited - Director of Pulau Kendi Investments Limited - Vice President of Khazanah Nasional Berhad, Malaysia
Work Experience	<ul style="list-style-type: none"> - Director of Mount Terra Investments Limited - Director of Mount Gading Ventures Sdn Bhd - Director of Gunung Nuang Ventures Limited - Director of Pagon Hill Investments Limited - Director of Teluk Dalam Investments Limited - Director of Pulau Kaca Investments Limited - Audit Manager of Ernst & Young, United States of America
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 2021*

- Board of Directors: 13/14 times (92.86%)
 - Board Risk and Compliance Committee: 12/12 times (100.00%)
- (*Details of attendance as presented in Annual Registration Statement/Annual Report 2021 (Form 56-1 One Report))*

Rule of Director Recruitment

After consideration of the proposal of the Nomination, Remuneration and Corporate Governance Committee, the Board of Directors considers that **Mr. Hafriz Bin Abdul Rahman** 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. Hafriz Bin Abdul Rahman** has appropriate qualifications.

Remark: Information as of 28 February 2022

Names and Profiles of Independent Directors Proposed to be a Proxy
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Name - Surname	Mr. Chanmanu Sumawong	
Proposed Position	Independent Director	
Age	65 years	
Nationality	Thai	
Appointed on	20 April 2018	
Year in Director Position	3 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, United States of America - Master of Law, George Washington University, United States of America - 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 - PDPA Awareness Training, arranged by CIMB Thai Bank PCL, and lectured by ACIS Professional Center Co., Ltd. - JCB Flagship Conference #Finance for Change by Bank Negara Malaysia and Securities Commission Malaysia 	

	<ul style="list-style-type: none"> - Cyber Armor: Data-Driven Cybersecurity and Intelligence by Office of Securities and Exchange Commission - Risk Posture Session by CIMB Group Holdings Bhd - The Cooler Earth Sustainability Summit 2021 by CIMB Group Holdings Bhd - Sustainability Board Training 2021 by CIMB Group Holdings Bhd - IT Security Awareness Session by CIMB Thai Bank PCL
Positons in Other Listed Companies	<ul style="list-style-type: none"> - Legal Head of Pruksa Real Estate PCL - Independent Director, Member of Audit Committee, and Member of Nomination, Compensation and Corporate Governance Committee of Finansa PCL
Positions in Non-listed Companies	<ul style="list-style-type: none"> - Independent Director, and 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 Central Labour Court - Judge of Nakhonratchasima Provincial Court - Judge of Nakhonratchasima Juvenile Court - Judge of Surin District Court - Judge Trainee of Court in BMA
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 - None

Meeting Attendance in 2021*
- Board of Directors: 14/14 times (100.00%)
- Audit Committee: 14/15 times (93.33%)
- Nomination, Remuneration and Corporate Governance Committee: 11/12 times (91.67%)
*(*Details of attendance as presented in Annual Registration Statement/Annual Report 2021 (Form 56-1 One Report))*

Special 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 2022

Names and Profiles of Independent Directors Proposed to be a Proxy

Name - Surname	Dr. Rom Hiranpruk	
Proposed Position	Independent Director	
Age	67 years	
Nationality	Thai	
Appointed on	13 December 2018	
Year in Director Position	3 years 2 months	
Current Positions	<ul style="list-style-type: none"> - Independent Director - Member of Audit Committee - Chairman of Board Risk and Compliance Committee 	
Education	<ul style="list-style-type: none"> - Ph.D. (Computer Science), University of Kansas, United States of America - M.S. (Computer Science), University of Kansas, United States of America - B.A. (Statistics), Macquarie University, Australia (Colombo Plan Scholarship) 	
Director Training Programmes	<ul style="list-style-type: none"> - IT Governance (ITG), invited as observer for Class 1/2016, Thai Institute of Directors - Corporate Governance for Capital Market Intermediaries (CGI), Class 1/2015, Thai Institute of Directors - Advanced Audit Committee Programme (AACP), Class 14/2014, Thai Institute of Directors - Financial Institutions Governance Programme (FIGP), Class 6/2013, Thai Institute of Directors - Director Certification Programme (DCP), Class 172/2013, (sponsored by Bank of Thailand), Thai Institute of Directors 	

- Risk Management Committee Programme (RCP), Class 1/2013
- Executive Grid Seminar (invitation only)
- The Four Roles of Leadership Programme, sponsored by National Science and Technology Development Agency (NSTDA)
- Capital Market Course, Class 1 by Capital Market Academy, 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)
- PDPA Awareness Training, arranged by CIMB Thai Bank PCL, and lectured by ACIS Professional Center Co., Ltd.
- JCB Flagship Conference #Finance for Change by Bank Negara Malaysia and Securities Commission Malaysia
- Cyber Armor: Capital Market Board Awareness: Capital Market Threat Landscape by Office of Securities and Exchange Commission
- Cyber Armor: Data-Driven Cybersecurity and Intelligence by Office of Securities and Exchange Commission
- Risk Posture Session by CIMB Group Holdings Bhd
- The Cooler Earth Sustainability Summit 2021 by CIMB Group Holdings Bhd
- Sustainability Board Training 202 by CIMB Group Holdings Bhd
- IT Security Awareness Session by CIMB Thai Bank PCL

Position in Other Listed Companies

- None

Positions in Non-listed Companies

- Director of the Policy Board of National Cyber Security Agency, Ministry of Digital Economy and Society
- Independent Director, and Member of Audit Committee of Chic Republic Co., Ltd.
- Member of the Content Screening Committee of Ministry of Digital Economy and Society

Work Experience	<ul style="list-style-type: none"> - Co-Manager of Wor Tor Tor for Sangkom Co., Ltd. - 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 2021*	<ul style="list-style-type: none"> - Board of Directors: 13/14 times (92.86%) - Audit Committee: 15/15 times (100.00%) - Board Risk and Compliance Committee: 12/12 times (100.00%) <p><i>(*Details of attendance as presented in Annual Registration Statement/Annual Report 2021 (Form 56-1 One Report))</i></p>
Special Conflict of Interest in This Meeting	- Agenda 5

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 2022

Names and Profiles of Independent Directors Proposed to be a Proxy

Name - Surname	Mr. Natasak Rodjanapiches	
Proposed Position	Independent Director	
Age	59 years	
Nationality	Thai	
Appointed on	18 April 2019	
Year in Director Positon	2 years 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), Thai Institute of Directors - Risk Management Programme for Corporate Leaders (RCL), Thai Institute of Directors - PDPA Awareness Training, arranged by CIMB Thai Bank PCL, and lectured by ACIS Professional Center Co., Ltd. - JCB Flagship Conference #Finance for Change by Bank Negara Malaysia and Securities Commission Malaysia - Risk Posture Session by CIMB Group Holdings Bhd - The Cooler Earth Sustainability Summit 2021 by CIMB Group Holdings Bhd - Sustainability Board Training 2021 by CIMB Group Holdings Bhd - IT Security Awareness Session by CIMB Thai Bank PCL 	
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 aCommerce Group Co., Ltd. 	

- Director of Urovo South East Asia Co., Ltd.
- Advisor to Board of Directors of Eternity (Thailand) Co., Ltd.

Work Experience

- Director of Things On Net Co., Ltd.
- Director of Digiwealth Co., Ltd.
- Director of KPMG Phoomchai Business Advisory Ltd.
- Managing Director of Oracle Corporation (Thailand) Co., Ltd.
- Managing Director of Tandem Computers International Incorporated (Thailand)
- 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 2021*

- Board of Directors: 14/14 times (100.00%)
- Board Risk and Compliance Committee: 11/12 times (91.66%)

*(*Details of attendance as presented in Annual Registration Statement/Annual Report 2021 (Form 56-1 One Report))*

Special Conflict of Interest in This Meeting

- Agenda 5

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 2022

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.

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 the SEC and the BOT.

**Guidelines for Meeting Registration, Proxy Appointment,
and Vote Casting and Counting Via Electronic Media Channel**

Meeting registration via electronic media channel

Please follow the Guidelines for Attending Electronic Meeting Via Inventech Connect, per Enclosure 7. The registration system will be available from 31 March 2022 from 8.30 a.m. until the end of the meeting.

Appointment of proxy

The Bank has dispatched Proxy Form B, as specified by 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 via electronic media channel can consider appointing other persons or any of the Bank's directors (as specified by the Bank) as their proxy holders to attend the meeting and cast votes at the meeting via electronic media channel.

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 via the electronic media channel 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.
- Please follow the Guidelines for Attending Electronic Meeting Via Inventech Connect in Enclosure No. 7. The registration for proxy appointment can be made from 31 March 2022 at 8.30 a.m. onwards until the end of the meeting.

2. Appointment of the Bank's independent 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 a proxy:

- | | |
|--|---------------------|
| <p>1. Mr. Chanmanu Sumawong</p> <p>Independent Director / Member of Audit Committee / Member of Nomination, Remuneration and Corporate Governance Committee</p> <p>Address: 634 Soi Sri Yan 1, Nakonchaisri Road, Nakonchaisri Road Sub-district, Dusit District, Bangkok</p> | <p>Age 65 years</p> |
| <p>2. Dr. Rom Hiranpruk</p> <p>Independent Director / Member of Audit Committee / Chairman of Board Risk and Compliance Committee</p> <p>Address: 100/155 Soi Sukhumvit 53, Sukhumvit Road, Khlong Tan Nuea Sub-district, Wattana District, Bangkok</p> | <p>Age 67 years</p> |
| <p>3. Mr. Natasak Rodjanapiches</p> <p>Independent Director / Member and Alternate Chairman of Board Risk and Compliance Committee</p> <p>Address: 333/1 Soi Misuwan 3, Khwaeng Phra Khanong Nuae, Khet Watthana, Bangkok</p> | <p>Age 59 years</p> |

- A proxy grantor shall provide all information requested and place his/her signature on the proxy form correctly and completely.
- Please send the proxy form, together with supporting documents, to the Bank by postal mail. The documents must be delivered to the Bank by 11 April 2022 at 2.00 p.m.

Identification documents for meeting attendance via electronic media channel

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, which is certified true and correct.
- 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-issued document 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 government-issued document as referred to in 1.1; and
- A copy of the Affidavit or Certificate of Incorporation of the shareholder which is issued no later than 1 year before the date of shareholders' meeting and shows the name of such authorized representative as a person having the power and authority to act on a shareholder's behalf. Such must be certified true and correct by an authorized representative.

2.2 Attendance by proxy:

- A proxy form as attached herewith the Invitation Letter of Annual General Meeting of Shareholders, which is completely filled in, signed by the proxy grantor and the proxy, and affixed with a THB 20 duty stamp;
- A copy of the Affidavit or Certificate of Incorporation of the shareholder which is issued no later than 1 year before the date of shareholders' meeting and shows the name of such authorized representative as a person having the power and authority to act on a shareholder's behalf. Such must be certified true and correct by an authorized representative;
- A copy of photo of government-issued document for an authorized representative, as referred to in 1.1, which is certified true and correct by such authorized representative; and
- A copy of the proxy's government-issued document as referred to in 1.1, which is certified true and correct.

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 the attendant of the meeting via electronic media channel, as the case may, to that 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 government 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 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 the address of the head office of the juristic person; 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.

Voting procedure

Clauses 33, 34 and 35 of the Bank's Articles of Association state that:

Clause 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.

Clause 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.

Clause 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.


Vote counting

1. One share shall be counted as one vote.
2. The vote counting in each agenda item will be divided into 2 categories as follows:
 - In the event of the agenda item for which a simple majority vote of shareholders who attend the meeting and cast their votes is required (according to Section 107(1) of the Public Limited Companies Act, B.E. 2535 (A.D. 1992)), only the number of approval and disapproval votes cast by the shareholders who are entitled to vote will be applied as the base number of votes for calculation purpose and the number of abstention votes will not be included.
 - In the event of the agenda item for which a vote of not less than two-third of the total number of votes of shareholders who attend the meeting is required (according to Paragraph 2 of Section 90 of the Public Limited Companies Act, B.E. 2535 (A.D. 1992)), the total number of votes of the shareholders who attend the meeting and cast approval, disapproval, or abstention votes will be applied as the base number of votes for calculation purpose.
 - In case that the shareholder leaves the meeting during the meeting, his/her vote(s) will be deducted from the system.
3. The Chairman of the meeting or any other person assigned by the Chairman of the meeting will announce the voting results of each agenda item after the voting of such agenda item has ended.

Guidelines for Attending Electronic Meeting Via Inventech Connect

Shareholders and proxies wishing to attend the meeting can proceed according to the procedure for submitting the request form to attend the meeting via electronic media as follows:

Step for Requesting Username & Password from Via e-Request System

1. The shareholders must submit a request to attend the meeting by electronic means via web browser at <https://app.inventech.co.th/CIMBT160130R> or scan QR Code  and follow the steps as illustrated below.



**** 1 email account per shareholder ID****

- 1 Click URL link or scan QR code in the Invitation to Annual General Meeting of Shareholders No. 28.
- 2 Shareholders choose to file a request form.
- 3 Fill in the information shown on the registration page.
- 4 Agree to the Requirements for Meeting Attendance via the Inventech Connect.
- 5 Click "Request" button.
- 6 Please wait for an email from the officer informing you of meeting details and username & password.

2. For shareholders who would like to attend the meeting either through electronic means by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available from 31 March 2022 at 8:30 a.m. and shall be closed on 12 April 2022 until the end of the meeting.

3. The electronic conference system will be available on 12 April 2022 at 8:00 a.m. (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided username and password and follow the instruction manual to access the system.

Appointment of Proxy to the Bank's Directors


For shareholders who authorize one of the Bank's Independent Directors to attend and vote on his or her behalf, please submit the proxy form together with required documents to the Bank by postal mail to the following address. Such proxy form and required documents shall be delivered to the Bank by 11 April at 2.00 p.m.

CIMB Thai Bank Public Company Limited

Company Secretary and Administration

21st floor, 44 Langsuan Road, Lumpini Sub-district, Patumwan District, Bangkok 10330

If you have any problems with the software, please contact Inventech Call Center

 02-931-9132

 @inventechconnect

The system available during 31 March - 12 April 2022 from 08.30 a.m. to 05.30 p.m.


(Specifically excluding holidays and public holidays)



Report a problem

Installation Guide for Cisco Webex Meetings


For IOS Operating System

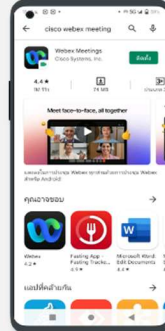
- 1 Go to Application **App Store** 
- 2 Search **Cisco Webex Meetings**



- 3 Click **“GET”** for installing application
- 4 Please **wait** until download is completed
- 5 When the application installation is **finished**, icon will appear on your smart phone screen

For Android Operating System

- 1 Go to Application **Play Store** 
- 2 Search **Cisco Webex Meetings**



- 3 Click **“INSTALL”** for installing application
- 4 Please **wait** until to download is completed
- 5 When the application installation is **finished**, icon will appear on your smart phone screen

For Windows Operating System

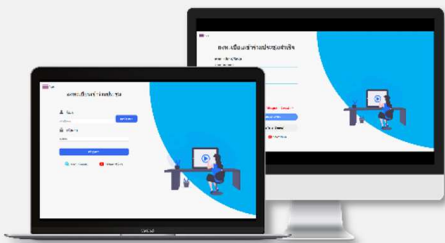
- 1 Go to website <https://www.webex.com/downloads.html>
- 2 Click **“For Windows (64 bit)/For Windows (32 bit)”** (choose the operating system on your computer)



- 3 Click the downloaded file **“webexapp.msi”** for installing Cisco Webex Meetings
- 4 Click **“Next”** button for installing program
- 5 Please **wait** until to download is complete
- 6 Click **“Finish”** button when the system finishes installation
- 7 Click **“Agree”** button to accept the terms in the license
- 8 Enter **“your email”** and click **“Next”** button to get access

Step for Registration for Attending the Meeting (e-Register)

- 1 Click registration URL link from received email
- 2 Get username and password that you received from your email or request OTP to log in
- 3 Click **“REGISTER”** button. Your vote(s) will be included into the quorum
- 4 Click **“Live broadcast”** button



- 5 Use cases PC/laptop: Please fill in the details to register to watch the live broadcast via the Cisco Webex Meetings Application as follows:
 - 5.1 Fill in the email address in the Email Address field, which matches the email address used in submitting your application form
 - 5.2 Click **“Join Now”** button
 - 5.3 Click **“Run a Temporary Application”**
 - 5.4 Click the downloaded file.
 - 5.5 Click **“Join Event”** button to attend the meeting.

5 Use cases **Mobile/iPad**: Please fill in the details to register to watch the live broadcast via the Cisco Webex Meetings Application as follows:

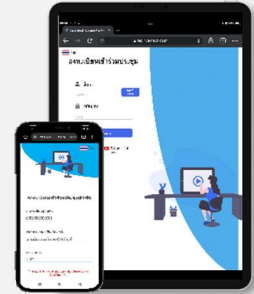
5.1 Click “Join” button

In case of never using Cisco Webex Meetings, you must click "ACCEPT" (Android) or click "I Accept" (iOS)

5.2 Enter your name in the Name box, fill out email in an e-mail address box, which matches with the e-mail address used in submitting the application


5.3 Click “Accept” for accepting access to the application

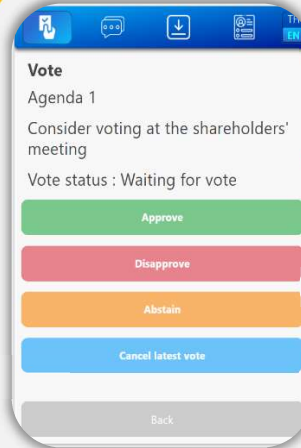
5.4 Click “Join” button to get into meeting






Step for Voting (e-Voting)


Use Cases PC/Laptop

- 1 Click “Continue” button on “Multimedia Viewer” menu
- 2 Get username and password that you received from your email or request OTP to log in
- 3 Click “REGISTER” button
- 4 Click “Voting” menu or  symbol
- 5 Select which agenda you want to vote
- 6 Click the voting button as preferred
- 7 System will display status of your latest vote







Use Cases Mobile/iPad

- 1 Click “Participants” menu or  symbol
- 2 Click “Chat” menu and choose message from Inventech Connect (Android) or click “Chat” or  symbol (iOS)
- 3 Shareholders can click link in the chat message
- 4 Then click “Continue” button
- 5 Get username and password that you received from your email or request OTP to log in
- 6 Click “REGISTER” button
- 7 Click “Voting” menu or symbol 
- 8 Select which agenda that you want to vote
- 9 Click the voting button as preferred
- 10 System will display status of your latest vote.

To cancel the most recent vote, please press the  button. (This means that your most recent vote will be equal to not voting, or your vote will be determined by the agenda result.) Shareholders can conduct a review of the votes on an agenda basis. When the voting results are closed.

Step for Asking Questions Via Inventech Connect



- Click “Ask a question” menu or  symbol
- 1 Ask a question via send the question
 - Select which agenda that you want to ask
 - Type the question then click “Send” 
- 2 Ask the question via video record
 - Select which agenda that you want to ask
 - Click “Get queue ask the question via video” button or  symbol
 - Fill out your name that show in Webex
 - Click ““Get the queue” button or  symbol
 - Please wait for the signal from the officer to ask questions in the Chat channel

Note Operation of the electronic conferencing system and Inventech Connect systems relies on the supporting internet of the shareholder or the proxy, including equipment and/or program. Please use the following equipment and/or program while using the systems.

1. Internet speed requirements

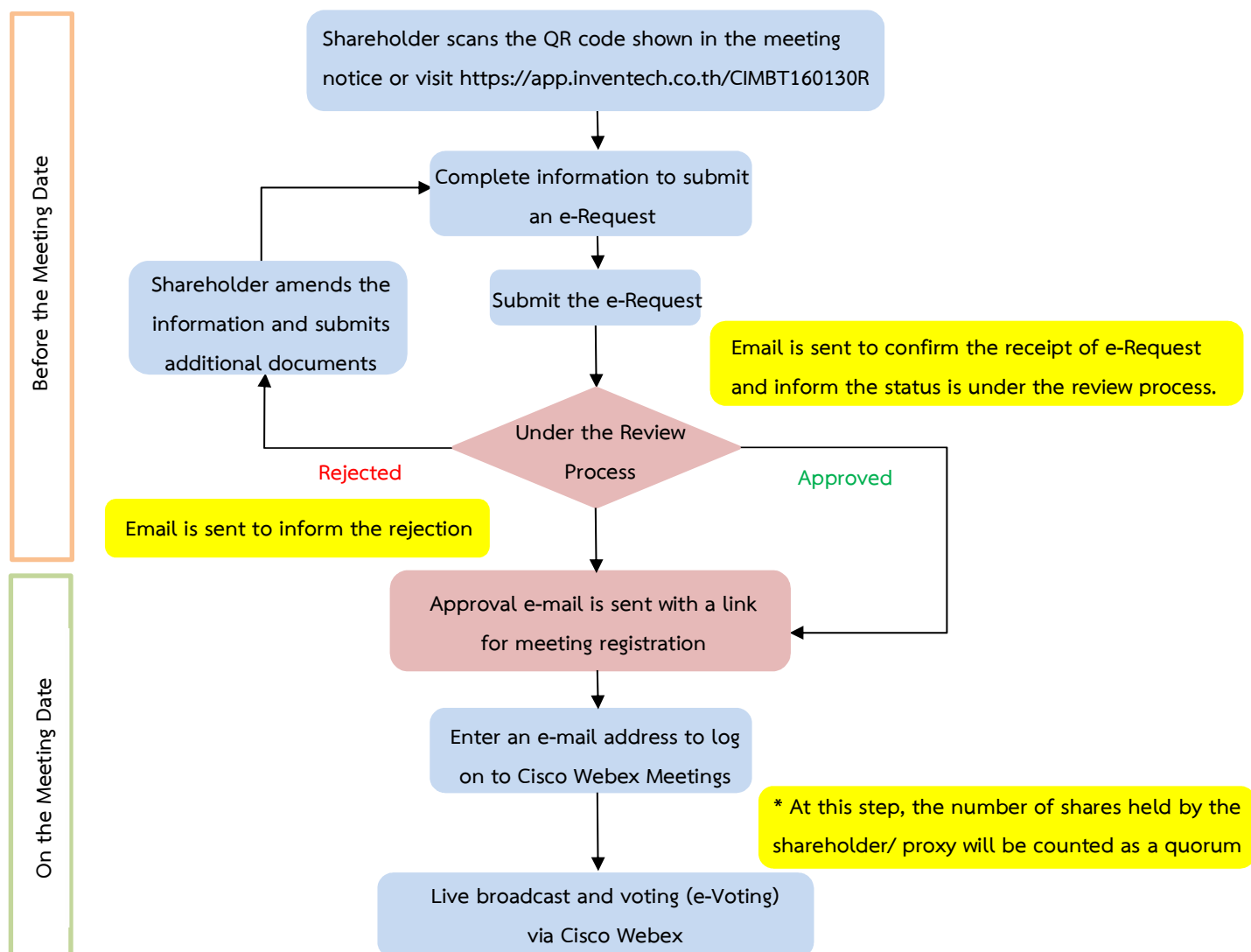
- High-definition Video: Internet speed should be at 2.5 Mbps (recommended Internet speed).
- High-quality Video: Internet speed should be at 1.0 Mbps.
- Standard Quality Video: Internet speed should be at 0.5 Mbps.

2. Equipment requirements

- Smartphone/Tablet that uses IOS or Android OS.
- PC/Laptop that uses Windows or Mac OS.

3. Requirement for browser: Firefox or Chrome (recommend browser) or Safari

Flowchart for the Meeting Attendance via e-Meeting



Note

1. For a proxy appointed by multiple shareholders:

- Such proxy may press the "Switch Account" button to log into other accounts, and the votes and the meeting quorums of previously used accounts will still be included as the base number of votes.

2. Leaving the meeting

- Meeting participants may press the "Leave Meeting" button to leave the meeting. As such, the votes of shareholders/proxies will be annulled for the remaining agenda items that have not yet been voted on.

Articles of Association relating to the Shareholders' Meeting

❖ BOARD OF DIRECTORS:

Clause 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.

Clause 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.

Clause 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.

Clause 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:**

Clause 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.

Clause 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.

Clause 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.

Clause 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.

Clause 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.

Clause 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:**

Clause 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.

Clause 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.

Clause 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

Clause 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.

Clause 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.

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

Clause 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.

Clause 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.

Clause 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 2021 Annual Registration
Statement/Annual Report 2021 (Form 56-1 One Report)**

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 2021 Annual Registration Statement/Annual Report 2021 (Form 56-1 One Report) in the form of e-books accessible through QR Code, thus allowing 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. Point the mobile camera to the QR Code to scan it.
3. The notification will appear on top of the screen. Click the notification to view the information of shareholders' meeting.

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

For Android System

1. Open applications such as QR CODE READER, Facebook or Line.
How to scan the QR Code with Line application:
Open Line application and click on "Add friend" → Choose "QR Code" → Scan the QR Code.
2. Scan the QR Code to view the information of the shareholders' meeting.



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Tel 0 2638 8000, 0 2626 7000 Fax 0 2633 9026