



**MOVING FORWARD
WITH YOU**

Invitation Letter to Annual General Meeting of Shareholders No. 29

Wednesday, 12 April 2023
at 14.00 hrs.

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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CIMB Thai Bank Public Company Limited

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Ref. CIMBT. LorBorBor. 022/2023

Invitation Letter of Annual General Meeting of Shareholders No. 29
CIMB Thai Bank Public Company Limited

10 March 2023

Subject: Invitation to the Annual General Meeting of Shareholders No. 29

To: Shareholders

- Enclosures:
1. Annual Registration Statement/Annual Report 2022 (Form 56-1 One Report) and the Registration Form and Sustainability Report 2022
 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 for downloading procedures for the Annual Registration Statement/Annual Report 2022 (Form 56-1 One Report) and Sustainability Report 2022

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. 29 ("AGM") on Wednesday, 12 April 2023, at 14.00 hrs. through electronic media channel only in accordance with the Emergency Decree on Electronic Meetings, B.E. 2563 (2020) 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 2022

Objective and reason: The Bank's 2022 operating results presented to the AGM are as shown in the attached Annual Registration Statement/Annual Report 2022 (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 2022.

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 2022

Objective and reason: To comply with the Public Limited Companies Act, B.E. 2535 (1992), 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 2022, which have been audited and certified by PricewaterhouseCoopers ABAS Ltd., the auditor of the Bank, as detailed in the Annual Registration Statement/ Annual Report 2022 (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	495,785	491,729	THB million
Total liabilities	449,935	449,819	THB million
Total income	13,601	9,933	THB million
Net profit	2,911	2,325	THB million
Earnings per share	0.08	0.07	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 2022, 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 2022 and payment of dividend

Objective and reason: For the year ended 2022, the Bank reported financial statements as at 31 December 2022 audited by a certified public accountant showing a net profit of THB 2,324,795,747.01. The Board considers it proper for the AGM to approve the appropriation of profit for the year 2022 to the statutory reserve

in the amount of THB 116,300,000.00. Pursuant to Section 116 of the Public Limited Companies Act, B.E. 2535 (1992), and Article 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 2,208,495,747.01 as retained earnings.

The Bank's dividend policy sets out the principles that the Bank may consider distributing dividends to its shareholders if its operations are profitable, provided that its business and legal reserve requirements are maintained; and that the remaining profit from paying dividend can be allocated as reserve funds/retained earnings. In addition, 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. Under the Bank of Thailand (BOT) Notification No. SorNorSor. 20/2018, Section 8, the financial institution should not pay dividend out of unrealized gains, and profits from sale of assets not considered a true sale. Accordingly, the Board considers it proper for the AGM to approve the payment of dividend for the operating results of 2022 at the rate of THB 0.0115 per share, totaling THB 400,456,010. 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 2022 and 2021

	Year 2022 (Proposed Year)	Year 2021
Net profit (THB)	2,324,795,747	1,434,007,884
Number of shares	34,822,261,748	34,822,261,748
Dividend rate per share (THB)	0.0115	0.01
Total amount of dividend payment (THB)	400,456,010	348,222,618
Dividend payout ratio (%)	17	24

Board's opinion: It is deemed appropriate for the AGM to approve the appropriation of 2022 profit and dividend payment for the operating results of 2022 at the rate of THB 0.0115 per share which complies with the Bank's dividend payment policy. The Bank will specify the names of the shareholders who have the right to receive the dividend payment on Tuesday, 25 April 2023 (Record Date), and the dividend payment shall be made on Wednesday, 10 May 2023.

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 a director's resignation

Objective and reason: Mr. Hafriz Bin Abdul Rahman had resigned as the Bank's director and a member of the Board Risk and Compliance Committee ("BRCC"), with effect from 1 September 2022. The total number of the directors is thus decreased from 11 to 10.

The Bank's Articles of Association, Article 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 Article 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 Mr. Hafriz Bin Abdul Rahman, whose remaining term of office is 2 years 1 month (as of 28 February 2023). Currently, the NRCC is in process of 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 Mr. Hafriz Bin Abdul Rahman and the reservation of the vacant seat of the director to enable the NRCC to continue and complete the process of recruiting a qualified person to fulfill such vacancy.

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 (1992), and the Articles of Association of the Bank, Article 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, three directors who shall retire by rotation and be eligible for re-election are as follows:

1	Mr. Anon Sirisaengtaksin	Independent Director
2	Dato' Abdul Rahman Ahmad	Executive Director
3	Mr. Paul Wong Chee Kin	Executive Director

The NRCC recommended that the Board propose to the AGM the re-election of the three retiring directors as the Bank's directors for another term.

The three nominated persons have know-how and experience in finance and banking, management, business relation, and cross-border strategy. They 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 2022 - 31 December 2022. 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 three members of the Board of Directors, i.e. Mr. Anon Sirisaengtaksin, Dato' Abdul Rahman Ahmad, and Mr. Paul Wong Chee Kin, who are due to retire by rotation, as the Bank's directors for another term.

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

In this regard, the profiles of the three 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 2023

Objective and reason: The NRCC recommended that the Board consider and propose for the AGM to approve to remain the remuneration rates for the year 2023 unchanged for the members of the Board of Directors, the NRCC, and the Board Risk and Compliance Committee ("BRCC"), and to approve the addition of the Retainer Fees (Monthly) for the members of the Audit Committee ("AC"). This is of the view that the AC members' duties and responsibilities are crucial and of greater scope, including ensuring accuracy and reliability of the financial reports and overseeing internal controls and internal audits of the Bank and its subsidiaries to comply

with the laws and requirements. The duties of the AC have increased continually, especially during the present days where the government and regulators has frequently changed and updated the laws and regulations to suit circumstances. These remuneration rates are commensurate with peers' in the Thai banking industry and CIMB Group's framework.

Moreover, the NRCC suggested that the Board approve to change a calling of type of director's remuneration in English to align with CIMB Group. This change produces no effect to the meaning of the calling in Thai language.

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, Mrs. Vera Handajani, and Mr. Paul Wong Chee Kin shall not be entitled to the directors' remuneration.

In 2022, the total remuneration for directors was amounted to THB 18,530,000, compared to THB 16,155,200 in 2021. 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 and 2022 (Form 56-1 One 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 for the AGM to approve the directors' remuneration for the year 2023 by remaining the remuneration rates for the members of the Board of Directors, the Nomination, Remuneration and Corporate Governance Committee, and the Board Risk and Compliance Committee as those approved in 2022, and to approve the addition of the Retainer Fees (Monthly) for the members of the Audit Committee, as well as to acknowledge the change of calling of type of director's remuneration to align with CIMB Group, as tabulated below:

Directors' remuneration for 2023 in comparison with that for 2022

1. Remuneration for Board members:

THB/person

Position	2023			2022 (Approved by the AGM No. 28)		
	Chairperson's Premium (Monthly)	Retainer Fees (Monthly)	Meeting Allowance	Monthly Allowance (Chairperson's Allowance)	Meeting Allowance (Monthly)	Attendance Allowance
Chairman	140,000	50,000	50,000	140,000	50,000	50,000

Position	2023			2022 (Approved by the AGM No. 28)		
	Chairperson's Premium (Monthly)	Retainer Fees (Monthly)	Meeting Allowance	Monthly Allowance (Chairperson's Allowance)	Meeting Allowance (Monthly)	Attendance Allowance
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	2023			2022 (Approved by the AGM No. 28)		
	Chairperson's Premium (Monthly)	Retainer Fees (Monthly)	Meeting Allowance (Per Time)	Monthly Allowance (Chairperson's Allowance)	Meeting Allowance (Monthly)	Attendance Allowance (Per Time)
1. Audit Committee						
• Chairperson	50,000	12,000	50,000	50,000	Nil	50,000
• Committee Member	Nil	8,000	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. Directors 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 2022 (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 2023

Objective and reason: The Public Limited Companies Act, B.E. 2535 (1992) states that the AGM shall appoint an auditor and determine the auditing fee annually, and that the former auditor may be re-appointed. The 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 2023. 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	6	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 BOT.

- 2) To approve the audit fees for 2023 of a total of THB 15,069,000 as follows:

Audit fees	2023	2022	% Increase /
	(THB)	(THB)	(Decrease)
CIMB Thai	12,321,000	12,039,000	2.3
Subsidiaries	2,748,000	2,325,000	18.2
Total audit fees of CIMB Thai Group	15,069,000	14,364,000	4.9

Subsidiary companies of the Bank include:

1. CIMB Thai Auto Co., Ltd.
2. WorldLease Co., Ltd.

Overall CIMB Thai Group (all using the same audit firm) audit fees for 2023 will total THB 15,069,000, increasing by 4.9% compared with 2022. 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 fiscal year 2022, there was the non-audit service fee of THB 276,924 paid to the auditor in the fiscal year 2022, which was for the transfer pricing advisory service - Preferred cross-border referral to support the transfer pricing review for the proposed profit sharing adopted between the Bank and CIMB Bank Berhad, Singapore Branch.

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

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

Objective and reason: To correspond with the Public Limited Companies Act (No. 4), B.E. 2565 (2022), which was enacted to amend the Public Limited Companies Act, B.E. 2535 (1992) ("PLC Amendment") to reflect technological developments, the Board deems it proper to amend the Bank's Articles of Association ("AOA") to be up-to-date and align with the PLC Amendment. The amendments cover such areas as allowing the use of electronic means in advertising statements related to a public limited company, delivering letters or documents, appointing a proxy to attend a shareholders' meeting, and noticing, reporting or advertising any statement in the newspaper. It also includes additional clauses for the case of the board of directors' meeting called by a joint request from two or more directors to the board chairman. Besides, the Board deems it fit to also amend

the article in relation to directors acting for the Bank to offer more convenience and speediness in the Bank's operational processes as well as increase flexibility in performing businesses and transactions of the Bank.

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

Existing	Proposed Change
<p style="text-align: center;"><u>Chapter IV</u> <u>Board of Directors</u></p> <p>Article 21. 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.</p> <p style="padding-left: 40px;">The resolution of the board of directors under the first paragraph shall be supported by a vote of not less than three-fourths of the number of the remaining directors.</p>	<p style="text-align: center;"><u>Chapter IV</u> <u>Board of Directors</u></p> <p>Article 21. 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.</p> <p style="padding-left: 40px;">The resolution of the board of directors under the first paragraph shall be supported by a vote of not less than three-fourths of the number of remaining directors.</p> <p style="padding-left: 40px;">The replacing director shall hold office only for the remaining term of office of the director whom he has replaced.</p>
<p>Article 24. The board of directors shall hold a meeting at least once every quarter. The meeting may be taken in any places as the board of directors deems appropriate.</p> <p style="padding-left: 40px;">The board of directors' meeting shall consist of one-half of total of directors present at the</p>	<p>Article 24. The board of directors shall hold a meeting at least once every three months. The meeting may be taken in any places as the board of directors deems appropriate.</p> <p style="padding-left: 40px;">The board of directors' meeting shall consist of one-half of total of directors present at the</p>

Existing	Proposed Change
<p>meeting to constitute the quorum. If at any time the chairman is absent or is unable to perform the duty and there is the vice chairman, the vice chairman shall act as chairman of the meeting. If there is no vice chairman or the vice chairman is unable to perform the duty, the meeting shall elect one of the directors presented at the meeting to act as chairman of the meeting.</p> <p>All resolutions of the board of directors' meeting shall be passed by the affirmative vote of a majority of the directors. One director shall have one vote, but any director who has the interest in any matter shall have no right to vote for such matter. In case of tie vote, the chairman has a casting vote.</p>	<p>meeting to constitute the quorum. If at any time the chairman is absent or is unable to perform the duty and there is the vice chairman, the vice chairman shall act as chairman of the meeting. If there is no vice chairman or the vice chairman is unable to perform the duty, the meeting shall elect one of the directors presented at the meeting to act as chairman of the meeting.</p> <p>All resolutions of the board of directors' meeting shall be passed by the affirmative vote of a majority of the directors. One director shall have one vote, but any director who has the interest in any matter shall have no right to vote for such matter. In case of tie vote, the chairman has a casting vote.</p>
<p>Article 25. The chairman of the board of directors shall be the person who calls the meeting of the board of directors. The chairman or person assigned by the chairman shall send a notice summoning the meeting to the directors not less than seven days prior to the date of the meeting. However, in the case that there arises the necessity and urgency to safeguard the rights and interest of the Company, a meeting may be convened by other means and the date of the meeting may be scheduled sooner. However, if such a meeting is held through electronic media, the Company is able to send a notice summoning the meeting through electronic mail.</p> <p>Two directors or more may request for holding of the board of directors' meeting. The chairman shall determine the date of the meeting to be held within fourteen days upon receipt of the request.</p>	<p>Article 25 The chairman of the board of directors shall be the person who calls the meeting of the board of directors. The chairman or person assigned by the chairman shall send a notice summoning the meeting to the directors not less than three days prior to the date of the meeting. However, in the case that there arises the necessity and urgency to safeguard the rights and interest of the Company, a meeting may be notified by electronic means or any other means, and the date of the meeting may be determined earlier than the aforesaid period.</p> <p>With appropriate reason or an intention to safeguard the rights or interest of the Company, two directors or more may jointly request the chairman to hold the board of directors' meeting, with indication of the subject matter to be proposed for consideration as well as supporting rationale. The chairman shall</p>

Existing	Proposed Change
<p>The chairman of the board of directors or person assigned by the chairman may determine that the meeting is held through electronic media in accordance with the forms, methods, guidelines and standards as prescribed by the applicable and/or relevant laws, criteria, rules and/or orders, including any further changes thereof.</p>	<p>summon and determine the meeting to be held within fourteen days upon receipt of the request.</p> <p>In case where the chairman fails to act in accordance with the second paragraph, the aforesaid requesting directors may jointly call and determine the meeting to be held to consider the requested subject matter within fourteen days upon the end of period specified in the second paragraph.</p> <p>In case of an absence of the chairman of the board of directors, the vice chairman shall summon the meeting. In case of an absence of the vice chairman, two directors or more may jointly call the meeting of the board of directors.</p> <p>The chairman of the board of directors or person assigned by the chairman may determine that the meeting is held through electronic media in accordance with the forms, methods, guidelines and standards as prescribed by the applicable and/or relevant laws, criteria, rules and/or orders, including any further changes thereof. In such case, the Company's head office shall be considered a meeting venue.</p>
<p>Article 26. The board of directors has the power and duty to manage the Company to operate business in accordance with the objectives, Articles of Association and resolutions of the shareholders' meeting, including:</p> <p>(1) Monitor and control the business operation of the Company;</p> <p>(2) Appoint and remove officers and employees of the Company;</p>	<p>Article 26. The board of directors has the power and duty to manage the Company to operate business in accordance with the objectives, Articles of Association and resolutions of the shareholders' meeting, including:</p> <p>(1) Monitor and control the business operation of the Company;</p> <p>(2) Appoint and remove officers and employees of the Company;</p>

Existing	Proposed Change
<p>(3) Pay reward and severance pay to staffs or employees of the Company or any person who works, temporarily or permanently, for the Company;</p> <p>(4) Pay interim dividend to the shareholders.</p> <p>The board of directors may entrust one or more directors or other person to conduct the Company's business on behalf of the board of directors.</p> <p>Any acts will bind the Company upon any two directors jointly signing with the Company's seal affixed.</p> <p>The board of directors shall have the power to change and alter name and number of the directors authorized to do any acts on behalf of the Company.</p>	<p>(3) Pay reward and severance pay to staffs or employees of the Company or any person who works, temporarily or permanently, for the Company;</p> <p>(4) Pay interim dividend to the shareholders.</p> <p>The board of directors may entrust one or more directors or other person to conduct the Company's business on behalf of the board of directors.</p> <p>Any acts will be bound to the Company upon any one executive director solely signing with the Company's seal affixed or any two directors jointly signing with the Company's seal affixed, as determined and assigned by the board of directors.</p> <p>The board of directors shall have the power to change and alter name and number of the directors authorized to do any acts on behalf of the Company.</p>
<p style="text-align: center;"><u>Chapter V</u> <u>General Meeting of Shareholders</u></p> <p>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.</p> <p>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.</p> <p>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</p>	<p style="text-align: center;"><u>Chapter V</u> <u>General Meeting of Shareholders</u></p> <p>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.</p> <p>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.</p> <p>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</p>

Existing	Proposed Change
applicable and/or relevant laws, criteria, rules and/or orders, including any further changes thereof.	orders, including any further changes thereof. In such case, the Company's head office shall be considered a meeting venue.
<p>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.</p> <p>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.</p> <p>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</p>	<p>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.</p> <p>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.</p> <p>In case of the meeting called by the shareholders under the second paragraph, the calling shareholders may convene the meeting through electronic media in accordance with the forms, methods, guidelines and standards as prescribed by the applicable and/or relevant laws, criteria, rules</p>

Existing	Proposed Change
<p>reimburse the Company for all the expenses incurred from the arrangement for such meeting.</p>	<p>and/or orders, including any further changes thereof.</p> <p>The calling shareholders may send a notice summoning a meeting to the shareholders via electronic means, provided that an intention has been declared or a consent has been given by the shareholders to the Company or the board of directors for electronic sending of such notice as stated in Article 52. In such case, the Company's head office shall be considered a meeting venue.</p> <p>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.</p>
<p>Article 32. To call for a shareholders' meeting, the board of directors shall prepare a notice containing place, day, time, agendas of the meeting and the subject matters to be proposed to the meeting, together with details as deemed appropriate, clear indication whether such matter is submitted for acknowledgment, approval, or consideration, as the case may be, and the opinion of the board of directors on such matters. Such notice shall be sent to the shareholders and the Registrar not less than seven days prior to the date of such meeting. Furthermore, such notice shall also be published in a newspaper for three consecutive days at least three days prior to the date of the meeting.</p>	<p>Article 32. To call for a shareholders' meeting, the board of directors shall prepare a notice containing place, day, time, agendas of the meeting and the subject matters to be proposed to the meeting, together with details as deemed appropriate, clear indication whether such matter is submitted for acknowledgment, approval, or consideration, as the case may be, and the opinion of the board of directors on such matters. Such notice shall be sent to the shareholders and the Registrar not less than seven days prior to the date of such meeting. Furthermore, such notice shall also be advertised for three consecutive days at least three days prior to the date of the meeting in the newspaper or be advertised by</p>

Existing	Proposed Change
	electronic media in accordance with the guidelines determined by the Registrar.
Article 34. Any shareholder may appoint in writing any person as his proxy-holder to attend and vote on his behalf at such meeting. The proxy-holder shall submit the proxy to the chairman of the board of directors or the person designated by the chairman of the board of directors at the place of the meeting before the proxy-holder attends the meeting. The proxy must be in accordance with the form as determined by the Registrar.	<p>Article 34. Any shareholder may appoint in writing any person as his proxy-holder to attend and vote on his behalf at such meeting. The proxy-holder shall submit the proxy to the chairman of the board of directors or the person designated by the chairman of the board of directors at the place of the meeting before the proxy-holder attends the meeting. The proxy must be in accordance with the form as determined by the Registrar.</p> <p>The proxy appointment under the first paragraph may be proceeded through electronic means under any method that can be trusted of security and that the proxy is performed by the shareholder in accordance with the guidelines stipulated by the Registrar.</p>
<p style="text-align: center;"><u>Chapter VI</u> <u>Accounting, Financing and Auditing</u></p> <p>Article 43. No dividend shall be paid otherwise than out of profits. If the Company has incurred accumulated losses, no dividend shall be paid.</p> <p>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</p>	<p style="text-align: center;"><u>Chapter VI</u> <u>Accounting, Financing and Auditing</u></p> <p>Article 43. No dividend shall be paid otherwise than out of profits. If the Company has incurred accumulated losses, no dividend shall be paid.</p> <p>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</p>

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

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

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

Required votes for resolution: The resolution for this agenda item requires the votes of not less than three-fourths of the total number of votes of the shareholders attending and being entitled to vote at the meeting.

Agenda item 9 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, during 10 - 31 March 2023.

If the shareholder is not available to attend the meeting, he/she 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) Mrs. Oranuch Apisaksirikul, and 2) Mr. Niti Jungnitnirundr.

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 31 March 2023 at 8.30 a.m. until the end of the Meeting on 12 April 2023. The Bank will specify the names of the shareholders who have the right to attend the AGM No. 29 on Monday, 13 March 2023 (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	Mr. Anon Sirisaengtaksin	
Proposed Position	Independent Director	
Age	70 years	
Nationality	Thai	
Appointed on	26 June 2020	
Year in Director Positon	2 years 8 months	
Current Positions	<ul style="list-style-type: none"> - Independent Director - Chairman of Nomination, Remuneration and Corporate Governance Committee - Member of Board Risk and Compliance Committee 	
Education	<ul style="list-style-type: none"> - Honorary Doctor of Public Administration, Bangkok Thonburi University - M.B.A., Thammasat University - B.Sc. (Geology), Chulalongkorn University - Capital Market Academy Leadership Programme, Class 1, Capital Market Academy - Certificate in Project Investment Appraisal and Management and Certificate in Global Leadership, Harvard University, United States of America 	
Director Training Programmes	<ul style="list-style-type: none"> - Director Certification Programme (DCP), Class 73/2006 by Thai Institute of Directors - Director Accreditation Programme (DAP), Class 52/2006 by Thai Institute of Directors - Preparation of Data Processing Agreement (DPA) between Personal Data Controller and Processor and Personal Data Protection Impact Assessment (DPIA) by Office of Securities and Exchange Commission - AIB Dinner Talks Series 2022: Thailand Financial Perspective Beyond 2022 by Association of International Banks (Thailand) 	

	<ul style="list-style-type: none"> - CIMB Expert Talk Series: Net Zero Pathways: Managing Risks & Taking Opportunities by CIMB Group Holdings Bhd - Sustainability Update to Board of Directors by CIMB Thai Bank Plc - Joint Board Meeting on Risk Posture by CIMB Group Holdings Bhd - 5th Directors' Sharing Session by CIMB Group Holdings Bhd - Culture Workshop by CIMB Thai Bank Plc - Managing Cyber Risk by CIMB Thai Bank Plc
Position in Other Listed Companies	<ul style="list-style-type: none"> - Independent Director, Member of Audit Committee, and Member of Nomination and Remuneration Committee of Saha-Union Plc - Director and Member of Corporate Governance and Nomination Committee of Banpu Plc
Positions in Non-listed Companies	<ul style="list-style-type: none"> - Chairman of Thai Eastern Group Holdings Co., Ltd.
Work Experience	<ul style="list-style-type: none"> - Director of Emery Oleochemicals (M) Sdn Bhd - Director of Emery Specialty Chemicals Sdn Bhd - Chairman of Vencorex Holding - Chairman of PTTGC International Pvt Ltd. - Chairman of PTT International (Netherlands) B.V. - Chairman of PTTGC Innovation America Corporation - Chairman of NatureWorks LLC - Chairman of PTTGC International (USA) Inc. - Council Member of King Mongkut's Institute of Technology Ladkrabang - Director and Member of Risk Management Committee of PTT Global Chemical Plc - Director and Chairman of Risk Management Committee of PTT Global Chemical Plc - Independent Director, Chairman of Audit Committee, and Chairman of Nomination and Remuneration Committee of Bangkok Commercial Asset Management Plc - Chairman of Bioeconomy of New S-Curve Committee under the Pracharat PPP Collaboration Project - Member of Science, Technology, Research, Innovation and Intellectual Property Commission, and Member of Energy Commission of National Reform Council

Position in Other Companies Which May Cause Conflict of Interest/ Rival Companies / Other Banking-related Companies	- None
Shareholding in CIMB Thai	- 17,551 shares
Legal Dispute	- None
Meeting Attendance in 2022*	<ul style="list-style-type: none"> - Board of Directors: 12/12 times (100.00%) - Nomination, Remuneration and Corporate Governance Committee: 13/13 times (100.00%) - Board Risk and Compliance Committee: 12/12 times (100.00%) <p>(* Details of attendance as presented in Annual Registration Statement/Annual Report 2022 (Form 56-1 One Report))</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. Anon Sirisaengtaksin is qualified to be an independent director in accordance with the relevant laws in relation to independent director and is qualified to be a director in alignment 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. Anon Sirisaengtaksin 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 2023

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

Name - Surname	Dato' Abdul Rahman Ahmad	
Proposed Position	Director	
Age	53 years	
Nationality	Malaysian	
Appointed on	6 October 2020	
Year in Director Positon	2 years 5 months	
Current Positions	<ul style="list-style-type: none">- Director (Authorised Signatory)	
Education	<ul style="list-style-type: none">- Master in Arts (MA) (Economics), Cambridge University- Member of the Institute of Chartered Accountant England and Wales (ICAEW)	
Director Training Programmes	<ul style="list-style-type: none">- CIMB Expert Talk Series: Net Zero Pathways: Managing Risks & Taking Opportunities by CIMB Group Holdings Bhd- Joint Board Meeting on Risk Posture by CIMB Group Holdings Bhd- 5th Directors' Sharing Session by CIMB Group Holdings Bhd- Culture Workshop by CIMB Thai Bank Plc	
Position in Other Listed Companies	<ul style="list-style-type: none">- Group CEO and Executive Director of CIMB Group Holdings Bhd- Group CEO and Executive Director of CIMB Bank Bhd	
Position in Non-listed Companies	<ul style="list-style-type: none">- Council Member of Malaysia International Islamic Financial Centre (MIFC)- Commissionaire of CIMB Niaga- Panel Member of Malaysia National Trust Fund	
Work Experience	<ul style="list-style-type: none">- Non-independent Director and Non-executive Chairman of Sime Darby Bhd- Non-independent Director and Non-executive Chairman of Velesto Energy Bhd- President and Group CEO of Permodalan Nasional Bhd- CEO of Ekuiti Nasional Bhd	

Position in Other Companies Which May Cause Conflict of Interest/ Rival Companies / Other Banking-related Companies	<ul style="list-style-type: none"> - Group CEO and Executive Director of Media Prima Bhd - None
Shareholding in CIMB Thai	- None
Legal Dispute	- None
Meeting Attendance in 2022*	<ul style="list-style-type: none"> - Board of Directors: 11/12 times (91.66%) <p>(*Details of attendance as presented in Annual Registration Statement/Annual Report 2022 (Form 56-1 One Report))</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' Abdul Rahman Bin Ahmad 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 Dato' Abdul Rahman Bin Ahmad has appropriate qualifications.</p>

Remark: Information as of 28 February 2023

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

Name - Surname	Mr. Paul Wong Chee Kin	
Proposed Position	Director	
Age	53 years	
Nationality	Malaysian	
Appointed on	8 February 2021	
Year in Director Position	2 years 1 month	
Current Positions	<ul style="list-style-type: none"> - Director (Authorised Signatory) - President and Chief Executive Officer - Acting Head of Operations - Acting Head of Technology and Data 	
Education	<ul style="list-style-type: none"> - Bachelor of Business (Major in Banking & Finance), Monash University, Australia 	
Director Training Programmes	<ul style="list-style-type: none"> - Director Certification Programme (DCP) by Thai Institute of Directors - Knowledge Sharing: Payment Outages - What's Next? lectured by Dr. Tanai Khiaonarong and held by CIMB Thai Bank Plc - CIMB Expert Talk Series: Net Zero Pathways: Managing Risks & Taking Opportunities by CIMB Group Holdings Bhd - 5th Directors' Sharing Session by CIMB Group Holdings Bhd - Culture Workshop by CIMB Thai Bank Plc 	
Position in Other Listed Companies	<ul style="list-style-type: none"> - None 	
Positions in Non-listed Companies	<ul style="list-style-type: none"> - Director (Authorised Signatory) of Association of International Banks 	
Work Experience	<ul style="list-style-type: none"> - Group Chief Operations Officer of CIMB Bank Bhd - Regional Head of Consumer Strategic Business Support of CIMB Bank Bhd - Head of Regional Projects of CIMB Bank Bhd - Head of Strategy, ASEAN Business Solutions & Projects of CIMB Bank Bhd - Designate Head of Retail Banking of CIMB Bank Bhd/ Bank of Commerce, Philippines - Senior Vice President, Head of Sales Management - Consumer Sales & Distribution of CIMB Bank Bhd 	

	<ul style="list-style-type: none"> - Vice President, and Regional Sales Manager of Alliance Bank Bhd - Senior Manager, Partnership Distribution, Bancassurance of Prudential Assurance Malaysia Bhd - Head of Mobile Sales of OCBC, Malaysia - Head of Sales Development and Coaching of OCBC, Malaysia - Branch Manager of OCBC, Singapore - Assistant Manager, Credit & Marketing Officer of OCBC, Singapore
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 2022*	<ul style="list-style-type: none"> - Board of Directors: 11/12 times (91.66%) <p>(*Details of attendance as presented in Annual Registration Statement/Annual Report 2022 (Form 56-1 One Report))</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. Paul Wong Chee Kin 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.</p> <p>After deliberation, the Bank's Board has considered Mr. Paul Wong Chee Kin has appropriate qualifications.</p>

Remark: Information as of 28 February 2023

Names and Profiles of Independent Directors Proposed to be a Proxy

Name - Surname	Mrs. Oranuch Apisaksirikul	
Proposed Position	Independent Director	
Age	64 years	
Nationality	Thai	
Appointed on	26 June 2019	
Year in Director Position	3 years 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 Programme (AACP), Class 31/2018 by Thai Institute of Directors - Thai-Chinese Leadership Course, Class 1 by Huachiew Chalermprakiet University in association with Beijing University - TLCA Leadership Development Programme (LDP), Class 5 by Thai Listed Companies Association in association with IMD Switzerland - Intermediate Certificate Course - Good Governance for Medical Executives, Class 5 by King Prajadhipok's Institute and Medical Council of Thailand - Certificate of Thailand Energy Academy, Class TEA 8 by Thailand Energy Academy - Bhumipalung Phandin for Top Executives Programme, Class 2 by Chulalongkorn University 	

- Thammasat Leadership Programme, Class TLP 2 by Thammasat University
- Advanced Security Management Programme, Class ASMP 4 by Thailand National Defense College Association
- Thailand Insurance Leadership Programme, Class 2 by OIC Advanced Insurance Institute
- Top Executive Programme in Commerce and Trade, Class TEPCOT 5 by Commerce Academy, University of Thai Chamber of Commerce
- Anti-corruption Training Programme for Executive, Class 2/2012 by Thai Institute of Directors
- Certificate of Capital Market Academy Leadership Programme, Class 12 by Capital Market Academy
- Director Certification Programme, Class DCP 16/2002 by Thai Institute of Directors
- Knowledge Sharing: Payment Outages – What’s Next? lectured by Dr. Tanai Khiaonarong and held by CIMB Thai Bank Plc
- AIB Dinner Talks Series 2022: Thailand Financial Perspective Beyond 2022 by Association of International Banks (Thailand)
- CIMB Expert Talk Series: Net Zero Pathways: Managing Risks & Taking Opportunities by CIMB Group Holdings Bhd
- Sustainability Update to Board of Directors by CIMB Thai Bank Plc
- Joint Board Meeting on Risk Posture by CIMB Group Holdings Bhd
- 5th Directors’ Sharing Session by CIMB Group Holdings Bhd
- Culture Workshop by CIMB Thai Bank Plc
- Managing Cyber Risk by CIMB Thai Bank Plc
- Independent Director of Major Cineplex Group Plc
- Independent Director, Vice Chairperson of the Board of Directors, Chairperson of Audit Committee, and Member of Nomination and Remuneration Committee of Raimon Land Plc
- Independent Director and Chairperson of Audit Committee of Amata VN Plc

Positons in Other Listed Companies

Positions in Non-listed Companies

- Independent Director and Chairperson of Board of Directors of Nomu Pay (Thailand) Co., Ltd.
- Member of Corporate Governance, Risk and Audit Steering Committee of Charoen Pokphand Group Co., Ltd.
- Independent Director, Chairperson of Board of Directors, and Chairperson of Nomination and Remuneration Committee of aCommerce Group Co., Ltd.
- Independent Director, Chairperson of Board of Directors, and Chairperson of Audit Committee of Amata Township Long Thanh Join Stock Company
- Independent Director, Chairperson of Board of Directors, and Chairperson of Audit Committee of Amata City Long Thanh Join Stock Company
- Director of Collective Action Coalition Against Corruption (CAC)
- Director of Center for Building Competitive Enterprises (CBCE)
- Director of TISCO Foundation for Charity

Work Experience

- Director of Chinese Study Strengthening Committee, Huachiew Chalermprakiet University
- Independent Director and Chairperson of Audit Committee of Amata City Bien Hoa, Vietnam
- Independent Director of PMG Corporation Co., Ltd.
- Independent Director of Ratchakarn Asset Management Co., Ltd.
- Non-executive Director, Chairperson of Audit Sub-Committee, Member of Audit Sub-Committee, Member of Corporate Governance and Thai Social Responsibility Sub-Committee of Stock Exchange of Thailand
- President of Thai Listed Companies Association (TLCA)
- Non-executive Director and Vice Chairperson of Federation of Thai Capital Market Organizations (FETCO)
- Honorable Chairperson of SHIFT Challenge Fund Investment Committee of United Nations Capital Development Fund (UNCDF)
- Executive Director, and Chairperson of Executive Board of TISCO Financial Group Plc


	<ul style="list-style-type: none"> - Executive Director, and Chairperson of Executive Board of TISCO Financial Group Plc - Executive Director, and Group Chief Executive Officer of TISCO Financial Group Plc - Executive Director and President of TISCO Financial Group Plc - Executive Director, and Chairperson of Executive Board of TISCO Bank Plc - Non-executive Director, Chairperson of Board of Directors, and Member of Audit Committee of TISCO Securities Co., Ltd. - Independent Director, Chairperson of Board of Directors, and Member of Audit Committee of TISCO Asset Management Co., Ltd. - Director of TISCO Learning Center Co., Ltd.
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 2022*	<ul style="list-style-type: none"> - Board of Directors: 12/12 times (100.00%) - Audit Committee: 15/15 times (100.00%) <p>(*Details of attendance as presented in Annual Registration Statement/Annual Report 2022 (Form 56-1 One Report))</p>
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 2023

Names and Profiles of Independent Directors Proposed to be a Proxy

Name - Surname	Mr. Niti Jungnitnirundr	
Proposed Position	Independent Director	
Age	65 years	
Nationality	Thai	
Appointed on	18 April 2019	
Year in Director Positon	3 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 by Thai Institute of Directors - Advanced Audit Committee Programme, Class 45/2022 by Thai Institute of Directors - Role of the Chairman Programme, Class 50/2022 by Thai Institute of Directors - Preparation of Data Processing Agreement (DPA) between Personal Data Controller and Processor and Personal Data Protection Impact Assessment (DPIA) by Office of Securities and Exchange Commission - Knowledge Sharing: Payment Outages - What's Next? lectured by Dr. Tanai Khiaonarong and held by CIMB Thai Bank Plc - CIMB Expert Talk Series: Net Zero Pathways: Managing Risks & Taking Opportunities by CIMB Group Holdings Bhd 	

	<ul style="list-style-type: none"> - Sustainability Update to Board of Directors by CIMB Thai Bank Plc - Joint Board Meeting on Risk Posture by CIMB Group Holdings Bhd - 5th Directors' Sharing Session by CIMB Group Holdings Bhd - Culture Workshop by CIMB Thai Bank Plc - Managing Cyber Risk by CIMB Thai Bank Plc
Position in Other Listed Companies	<ul style="list-style-type: none"> - Independent Director of Nova Empire Plc - Independent Director of Stark Corporation Plc
Positions in Non-listed Companies	<ul style="list-style-type: none"> - Independent Director of Phelps Dodge International (Thailand) Ltd. - Member of Sub-Committee of Thailand CPA Examination of Federation of Accounting Professions of Thailand
Work Experience	<ul style="list-style-type: none"> - Member of Board of University Affairs of Navamindradhiraj University of Navamindradhiraj University - 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 for 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 2022*	- Board of Directors: 12/12 times (100.00%) - Audit Committee: 15/15 times (100.00%) (*Details of attendance as presented in Annual Registration Statement/Annual Report 2022 (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 2023

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 as per Enclosure No. 7. The registration system will be available from 31 March 2023 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 2023 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:

1. Mrs. Oranuch Apisaksirikul Age 64 years
Independent Director / Chairperson of Audit Committee
Address: 41 Soi Sukhaphiban Bang Ramat 1, Thawi Watthana, Thawi
Watthana, Bangkok 10170

2. Mr. Niti Jungnitnirundr Age 65 years
Independent Director / Member of Audit Committee
Address: 5/68 Soi Suan Phlu, Sathon Tai, Yan Nawa, Bang Rak, Bangkok,
10120

- 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 2023 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 copy of government-issued document which is still valid and shows the shareholder's photograph, 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 as attached hereto the Invitation Letter of Annual General Meeting of Shareholders, which is completely filled in and signed by the proxy grantor and the proxy, with THB 20 duty stamp affixed;
- A copy of the proxy grantor's government-issued document as stated in 1.1 which is certified true and correct by the proxy grantor; and
- A copy of the proxy's government-issued document as stated in 1.1.

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

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

- A copy of the authorized representative's government-issued document as stated 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 authorised representative as a person having the power and authority to act on the shareholder's behalf. Such copy must be certified true and correct by the authorised representative.

2.2 Attendance by proxy:

- A proxy form as attached hereto the Invitation Letter of Annual General Meeting of Shareholders, which is completely filled in and signed by the proxy grantor and the proxy, with THB 20 duty stamp affixed;
- 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 authorised representative as a person having the power and authority to act on the shareholder's behalf. Such must be certified true and correct by an authorised representative;
- A copy of government-issued document of the authorised representative who signs on the proxy form as stated in 1.1, which is certified true and correct by such authorised representative; and
- A copy of the proxy's government-issued document as stated 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 applied mutatis mutandis to a shareholder or an attendant of the meeting via electronic media channel who is non-Thai or is a juristic person established under the foreign laws, as the case may, 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 authorised representative(s) of the juristic person.

Voting procedure

Articles 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.


Vote counting

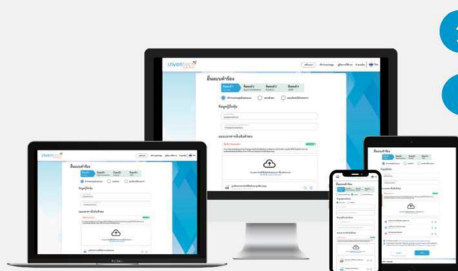
1. One share shall be counted as one vote.
2. The vote counting in each agenda item will be divided into two categories as follows:
 - In the event of the agenda item for which a majority vote of shareholders who attend the meeting and cast their votes is required (according to Section 107(1) of the Public Limited Companies Act, B.E. 2535 (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-thirds of the total number of votes of shareholders who attend the meeting is required (according to Section 90 of the Public Limited Companies Act, B.E. 2535 (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 Step in Submission of Request Form to Attend the Meeting via Electronic Media, as follows:

Step in Submission of Request Form to Attend the Meeting via Electronic Media

1. The shareholder must submit a request to attend the meeting by electronic means via a web browser: <https://inv.inventech.co.th/CIMBT162014R/#/homepage> or by scanning a QR Code  and follow the below steps.



**** To merge user accounts, please use the same email and phone number ****

- 1 Click the URL link or scan the QR Code provided in the Invitation Letter.
- 2 Choose type of request and proceed with the following four steps:
 Step 1: Fill in the information shown on the registration page.
 Step 2: Fill in the information for verification.
 Step 3: Verify via OTP.
 Step 4: Successful transaction. The system will display the information again to verify the exactitude of the information.
- 3 Wait for an email to notify details of the meeting and password.

2. For shareholders wishing to attend the meeting through electronic means by themselves or through a proxy granted to a person who is not the Bank's independent directors, please note that the electronic registration will be available from 31 March 2023 at 8:30 a.m. and shall be closed on 12 April 2023 until the end of the meeting.
3. The electronic conference system will be available on 12 April 2023 at 12:00 p.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 Company's Independent Directors

For shareholders who authorize one of the Company's Independent Directors to attend and vote on their behalf, please submit a request to attend the meeting by electronic means in accordance with the specified procedures or send the proxy form together with the required documents to the Company by postal mail to the following address. The proxy form and required documents shall be delivered to the Company by 11 April 2023 at 2.00 p.m.

CIMB Thai Bank Public Company Limited
 Company Secretary and Administration
 44 Lang Suan Road, Lumpini, Pathum Wan, Bangkok 10330

If you experience any system use difficulty, please contact Inventech Call Center.



+662-931-9132



@inventechconnect



Call Center service is available during 31 March - 12 April 2023 during 08.30 a.m. - 05.30 p.m. **Report Problem**
 (excluding holidays and public holidays)




@inventechconnect

Guideline for Webex Meeting Installation


If using a PC/laptop, it is not required to install an application. For the use via mobile, please install the application through the following steps:

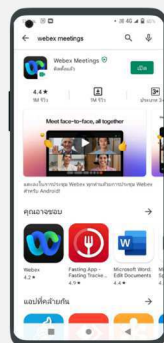
For iOS Operating System

- 1 Go to **App Store** Application. 
- 2 Search for **Webex Meetings**.
- 3 Click **"GET"** to install the application.
- 4 Wait until the download is complete.
- 5 Once the application has been **completely installed**, it will appear on your smart phone.



For Android Operating System

- 1 Go to **Play Store** Application. 
- 2 Search for **Webex Meetings**.
- 3 Click **"INSTALL"** to install the application.
- 4 Wait until the download is complete.
- 5 Once the application has been **completely installed** it will appear on your smart phone.



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

- 1 Click the URL registration link to join meeting, as provided in the email.
- 2 Get Username and Password or request an OTP to log in.
- 3 Click **"Register"** button. (From this step, your votes will be counted as a quorum.)
- 4 Click **"Join Attendance"** button.
- 5 Click **"Watch Meeting"** button.



- 6 Click **"Open Webex"** button.
- 7 In case of using PC/laptop, please fill in the details to register for watching live broadcast via the Webex Meetings Application as follows:
 - 7.1 Fill in Name and E-mail Address (same as those provided in the request form).
 - 7.2 Click **"Next"** button.
- 8 Click **"Join"** button to watch live broadcast meeting.

- 6 In use of using mobile/iPad, please fill in the details to register for watching live broadcast via the Webex Meetings Application as follows:

- 6.1 Fill in Name and Email Address (same as those provided in the request form).
- 6.2 Click **"OK"** button.

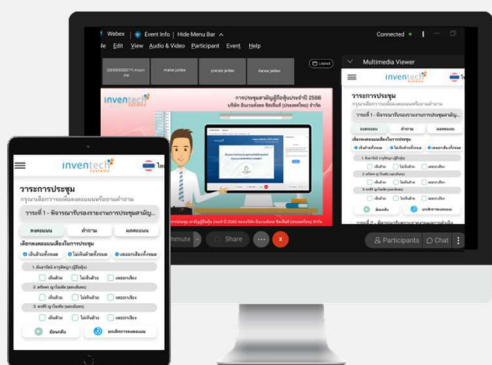
- 7 Click **"Allow"** button to allow the access to microphone.
- 8 Click **"Join"** button to watch live broadcasting meeting.





Step for Vote Casting (e-Voting)

In case of using PC/laptop

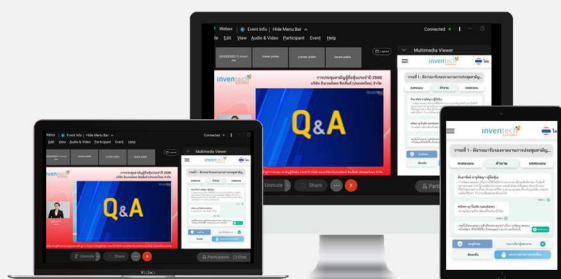
- 1 Click “Continue” button on “Multimedia Viewer” menu.
- 2 Get Username and Password that you receive from your email or request an OTP.
- 3 Click “Login” button.
- 4 Click “Join Attendance” button.
- 5 Select an agenda that you want to vote.
- 6 Click “Vote” button.
- 7 Cast votes as preferred.
- 8 The system will display the status of your latest vote.

In case of using mobile/iPad

- 1 Click “Participants” button or  symbol.
- 2 Click “Chat” menu and choose message from Inventech Connect (for Android), or click “Chat” menu or  symbol (for iOS).
- 3 Click link in the chat message.
- 4 Click “Continue” button.
- 5 Get Username and Password that you receive from your email, or request an OTP.
- 6 Click “Login” button.
- 7 Click “Join Attendance” button.
- 8 Select an agenda that you want to vote.
- 9 Click “Vote” button.
- 10 Cast votes as preferred.
- 11 The system will display status of your latest vote.

To cancel the latest vote, please click the “Cancel latest vote” button (meaning that your most recent vote cast will be considered not voted, or such vote will be included into the votes as determined by the meeting). Shareholders can edit the voting of each agenda until the system closes the voting acceptance.

Step to Ask Questions via Inventech Connect



- Select an agenda.
- Click “Question” button.
- 1 To ask a question:
 - Type a question and then click “Send” button.
- 2 To ask a question via video and audio:
 - Click “Conference” button.
 - Click “OK” to confirm your queue.
 - Wait for the staff to arrange a queue for you and further allow you to open microphone and camera.

Guideline for Webex Meetings Installation and Use of Inventech Connect



User Manual for e-Request



User Manual for e-Vote

* Note: The performance of the electronic conferencing system and Inventech Connect system depends on the shareholder or proxy holder’s Internet, including equipment and/or program applied. Please use the following equipment and/or program in using the systems:

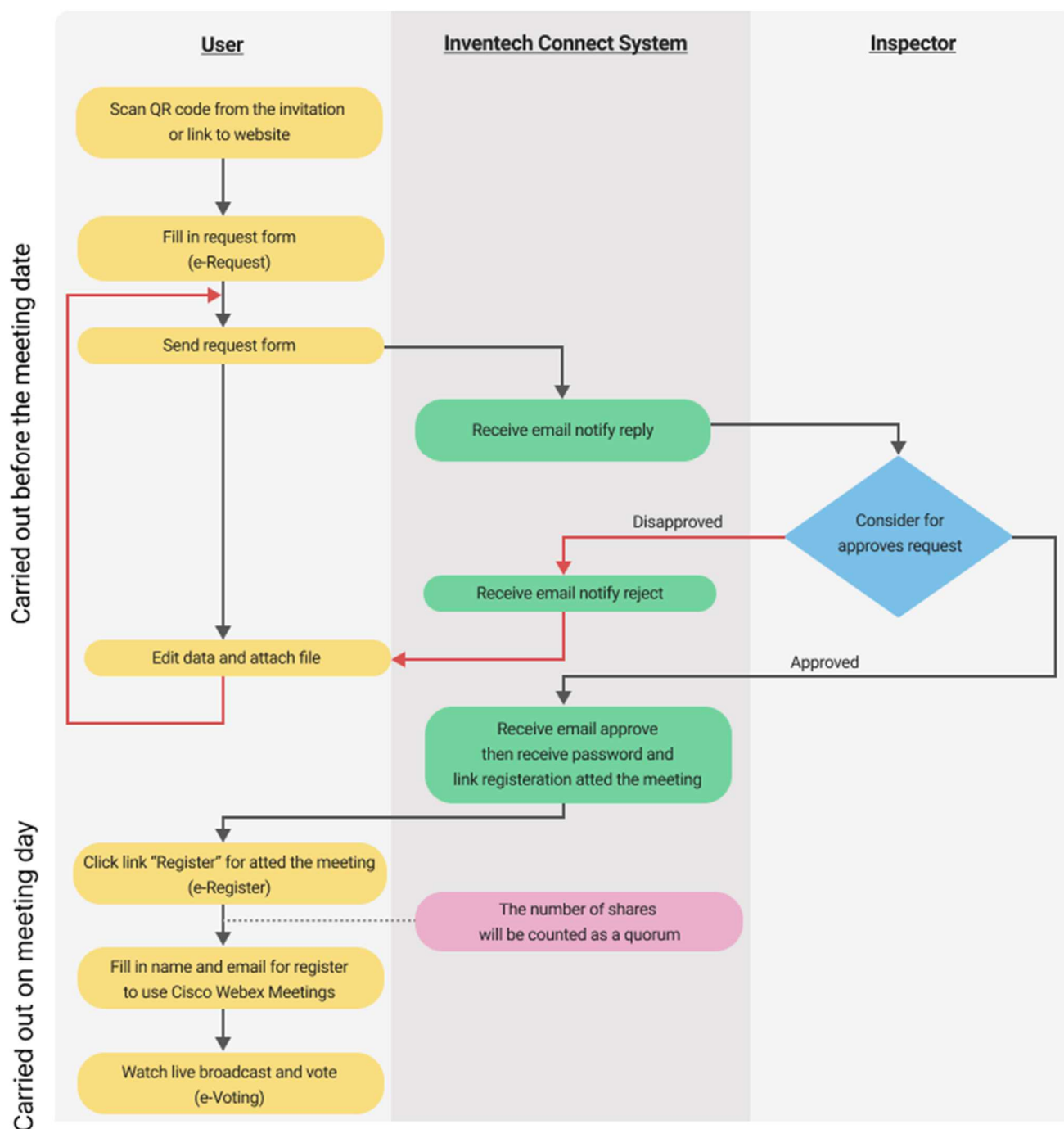
1. Internet speed requirements
 - High Definition Video: Must be at 2.5 Mbps (recommended speed).
 - High Quality Video: Must be at 1.0 Mbps.
 - Standard Quality Video: Must be at 0.5 Mbps.
2. Equipment requirements.
 - Smartphone/Tablet that uses iOS or Android Operating System.
 - PC/Laptop that uses Windows or Mac Operating System.
3. Browser requirement: Chrome (recommended browser) / Safari / Microsoft Edge.

**** The system does not support Internet Explorer.**

You can check the supported device versions at <https://help.webex.com/en-us/article/nki3xrg/Webex-Meetings-Suite-System-Requirements> or by scanning the following QR Code.



Guideline for Attending Electronic Meeting



Condition of use

In case Merge account/change account

In case filing request multiple by using the same email and phone number, the systems will merge account or in case user has more than 1 account, you can click on "Change account" and the previous account will still count the base in the meeting.

In case Exit the meeting

Attendees can click on "Register for exit the quorum", the systems will be number of your shares out from the meeting base.

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.

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.

❖ ACCOUNTING, FINANCE AND AUDITING:

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 2022 Annual Registration
Statement/Annual Report 2022 (Form 56-1 One Report)
and Sustainability Report 2022**

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 2022 Annual Registration Statement/Annual Report 2022 (Form 56-1 One Report) and Sustainability Report 2022 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.

