



**MOVING FORWARD
WITH YOU**

**Invitation Letter to Annual General Meeting
of Shareholders No. 30**

Friday, 19 April 2024
at 14.00 hrs

9th Floor, the Auditorium Room,
CIMB Thai Bank Public Company Limited
44 Langsuan Road, Lumpini, Pathumwan,
Bangkok 10330

Gifts distribution is cancelled this year in respect of the regulators' campaign for the reduction and abolishment of gifts given away at annual general meeting of shareholders. The Bank will, however, still provide a set of drink and snack to shareholders or their attending proxies.

Company Secretary and Administration
Contact Number: +66 2638 8287, +66 2638 8289
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Ref. CIMBT. LorBorBor. 025/2024

Invitation Letter of Annual General Meeting of Shareholders No. 30
CIMB Thai Bank Public Company Limited

13 March 2024

Subject: Invitation to the Annual General Meeting of Shareholders No. 30

To: Shareholders

- Enclosures:**
1. Annual Registration Statement/ Annual Report 2023 (Form 56-1 One Report)/ Sustainability Report 2023 in the form of QR Code
 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
 7. Procedure for attending the Annual General Meeting of Shareholders No. 30
 8. Articles of Association relating to the shareholders' meeting
 9. QR code for downloading procedures for the Annual Registration Statement/ Annual Report 2023 (Form 56-1 One Report)/ Sustainability Report 2023
 10. Map of the meeting venue

The Board of Directors of CIMB Thai Bank Public Company Limited (“**CIMB Thai**” or the “**Bank**”) resolved to convene the Annual General Meeting of Shareholders No. 30 (“**AGM**”) on Friday, 19 April 2024, at 2.00 p.m. at the Auditorium Room, 9th Floor, CIMB Thai Bank Public Company Limited Head Office, 44 Langsuan Road, Lumpini, Patumwan, Bangkok 10330, to consider the following agenda items together with the Board of Directors' opinions.

Agenda item 1 **To acknowledge the Bank's operating results for the year 2023**

Objective and reason: The Bank's 2023 operating results presented to the AGM are as shown in the attached Annual Registration Statement/Annual Report 2023 (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 2023.

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 2023**

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 2023, which have been audited and certified by PricewaterhouseCoopers ABAS Ltd., the auditor of the Bank, as detailed in the Annual Registration Statement/ Annual Report 2023 (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	508,976	505,401	THB million
Total liabilities	461,998	461,805	THB million
Total income	13,772	10,421	THB million
Net profit	1,605	2,157	THB million
Earnings per share	0.05	0.06	THB

(Details are shown in Enclosure No. 1)

Board's opinion: The Board deems it appropriate for the AGM to approve the statements of financial position and the statements of comprehensive income for the fiscal year ended 31 December 2023, 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 2023 and no payment of dividend**

Objective and reason: For the year ended 2023, the Bank reported financial statements as at 31 December 2023 audited by a certified public accountant showing a net profit of THB 2,156,582,659.07. The Board considers it proper for the AGM to approve the appropriation of profit for the year 2023 to the statutory reserve in the amount of THB 107,900,000.00. 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 2,048,682,659.07 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.

Nevertheless, to comply with the rules and guidelines of the Bank of Thailand (BOT) regarding the financial institutions' payment of dividend and to ensure the prudent capital management while strengthening capital fund to be sufficient for future business operations which could serve as a buffer for potential economic volatility, the Board deems it proper to propose for the AGM's consideration and approval of no dividend payment for the Bank's operating results of year 2023.

Dividend payment for 2022 and 2023

	Year 2023 (Proposed Year)	Year 2022
Net profit (THB)	2,156,582,659	2,324,795,747
Number of shares	34,822,261,748	34,822,261,748
Dividend rate per share (THB)	0	0.0115
Total amount of dividend payment (THB)	0	400,456,010
Dividend payout ratio (%)	0	17

Board's opinion: It is deemed appropriate for the AGM to approve the appropriation of 2023 profit and no dividend payment for the operating results of 2023.

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

Agenda item 4 **To consider and approve the directors' remuneration for the year 2024**

Objective and reason: Reference is made to the Annual General Meeting of Shareholders No. 29, held on 12 April 2023, which resolved to maintain the remuneration rates for the year 2023 unchanged for the members of the Board of Directors, the Nomination, Remuneration and Corporate Governance Committee ("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").

The NRCC recommended the Board to propose for the shareholders' approval to remain the existing remuneration rates, which were approved by the Annual General Meeting of Shareholders No. 29, for the Board of Directors and Board Committee members. These remuneration rates are commensurate with peers' in the Thai banking industry and CIMB Group's framework.

Owing to the Bank's policy not to pay remuneration to directors being an employee of the Bank or CIMB Group, Dato' Abdul Rahman Ahmad, Mrs. Vera Handajani, and Mr. Paul Wong Chee Kin shall not be entitled to the directors' remuneration.

In 2023, the total remuneration for directors was amounted to THB 15,654,142, compared to THB 18,530,000 in 2022. 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 2022 and 2023 (Form 56-1 One Report). For year 2024, the Bank will not pay any remuneration and/or fringe benefits which are not normal remuneration to its directors apart from the remuneration as reported, as done the same in year 2023.

Board's opinion: The Board considers it proper as recommended by the NRCC for the AGM to approve the directors' remuneration for the year 2024 by remaining the remuneration rates for the members of the Board of Directors, NRCC, AC and BRCC as those approved in 2023, as tabulated below:

Directors' remuneration for 2024 in comparison with that for 2023

1. Remuneration for Board members:

THB/person

Position	2024			2023 (Approved by the AGM No. 29)		
	Chairperson's Premium (Monthly)	Retainer Fees (Monthly)	Meeting Allowance	Monthly Allowance (Chairperson's Allowance)	Meeting Allowance (Monthly)	Attendance Allowance
• Chairperson	140,000	50,000	50,000	140,000	50,000	50,000
• Board member	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	2024			2023 (Approved by the AGM No. 29)		
	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	12,000	50,000
• Committee Member	Nil	8,000	50,000	Nil	8,000	50,000
2. Other Board Committees (i.e. NRCC; and BRCC)						
• Chairperson	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 2023 (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 5 To consider and approve the appointment of the auditor and determination of the audit fee for the year 2024

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 2024. 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. Ms. Sakuna Yamsakul	4906	-	-
2. Ms. Sinsiri Thangsombat	7352	-	-
3. Mr. Paiboon Tunkoon	4298	-	-

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

- 2) To approve the audit fees for 2024 of a total of THB 15,674,920 as follows:

Audit fees	2024	2023	% Increase /
	(THB)	(THB)	(Decrease)
CIMB Thai	13,280,170	12,321,000	7.8
Subsidiaries	2,394,750	2,748,000	(12.9)
Total audit fees of CIMB Thai Group	15,674,920	15,069,000	4.0

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 2024 will total THB 15,674,920, increasing by 4.0% compared with 2023. 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.

The non-audit fee payable to the auditor for year 2023 was THB 6,152,680. For year 2024, CIMB Thai Group will consider paying the non-audit fee on an actual basis.

Board's opinion: The Board considers it proper as recommended by the AC to propose for the AGM to appoint the PwC, represented by Ms. Sakuna Yamsakul (CPA License No. 4906) 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 2024, and to determine the audit fees for 2024 of THB 13,280,170 for the Bank, as well as to acknowledge the audit fee of THB 2,394,750 for the subsidiaries of the Bank, making up the total audit fees of CIMB Thai Group of THB 15,674,920 for the year 2024. 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 6 To acknowledge directors' resignations and an appointment of new director

Objective and reason:

1. The Annual General Meeting No. 29, held on 12 April 2023, acknowledged the resignation of Mr. Hafriz Bin Abdul Rahman and the reservation of such vacant seat for further process of recruiting a qualified person to fulfill.

2. On 13 April 2023, Mr. Chanmanu Sumawong resigned as Independent Director, Member of AC, and Member of NRCC of the Bank, and Dr. Rom Hiranpruk resigned as Independent Director, Member of AC, and Chairman of BRCC of the Bank to align with CIMB Group's resizing of the boards of its subsidiaries.
3. On 12 August 2023, Mr. Niti Jungnitnirundr resigned as Independent Director, Member of AC, and Member of NRCC of the Bank due to personal commitments.
4. On 14 February 2024, Dr. Worapong Janyangyuen was approved by the BOT to serve as Independent Director of the Bank, fulfilling the vacant seat left open by Mr. Hafriz Bin Abdul Rahman whose remaining terms is 1 year 1 month (as of 28 February 2024), after the Board's approval at its meeting no. 12/2023 on 14 December 2023. Later, the Board's meeting no. 2/2024, held on 23 February 2024, approved the appointment of Dr. Worapong Janyangyuen as Member of AC and Member of NRCC, with effect from 1 March 2024.

Board's opinion: The Board deems it appropriate as recommended by the NRCC to propose for the AGM to acknowledge the resignations of Mr. Chanmanu Sumawong, Dr. Rom Hiranpruk and Mr. Niti Jungnitnirundr and the appointment of the Bank's new director, namely Dr. Worapong Janyangyuen.

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

Agenda item 7 **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, four directors who shall retire by rotation and be eligible for re-election are as follows:

1	Mrs. Oranuch Apisaksirikul	Independent Director
2	Mrs. Vera Handajani	Director
3	Dato' Robert Cheim Dau Meng	Director
4	Mr. Chanmanu Sumawong	Independent Director

The NRCC recommended that the Board propose for the AGM's acknowledgement of the intention of Dato' Robert Cheim Dau Meng, the Board Chairman, not to be re-elected as the Bank's director for another term, and the position of Mr. Chanmanu Sumawong which became vacant since 13 April 2023 before being due to retire by rotation, details of which are as presented in agenda item 6. The NRCC also recommended the Board to propose for the AGM's consideration of the re-election of the two members of the Board of Directors due to retire

by rotation, i.e. (1) Mrs. Oranuch Apisaksirikul and (2) Mrs. Vera Handajani, as the Bank's directors for another term.

The two nominated persons have know-how and experience in accounting, finance and banking, management, and risk management. 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 2023 - 31 December 2023. 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), at its meeting no. 11/2023 on 24 November 2023, considers it proper as recommended by the NRCC to propose for the AGM to acknowledge the intention of Dato' Robert Cheim Dau Meng, the Board Chairman, not to be re-elected as the Bank's director for another term, and the position of Mr. Chanmanu Sumawong which became vacant before being due to retire by rotation, and to approve the re-election of the two members of the Board of Directors, i.e. (1) Mrs. Oranuch Apisaksirikul and (2) Mrs. Vera Handajani, who are due to retire by rotation, as the Bank's directors for another term.

The Board views that the two 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 are now pending for the BOT's approval.

In this regard, the profiles of the two 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 8 To consider and approve an amendment of the number of the Bank's directors

Objective and reason: As presented in agenda items no. 6 and 7, the resignations of Mr. Chanmanu Sumawong, Dr. Rom Hiranpruk, and Mr. Niti Jungnithirundr, as well as the appointment of Dr. Worapong Janyangyuen as the Bank's new director, and the intention of Dato' Robert Cheim Dau Meng not to be re-elected as the Bank's director for another term at this AGM lead the Bank's Board of Directors to comprise 7 directors and 4 vacant seats, as detailed below.

	Name	Position
1	Mr. Anon Sirisaengtaksin	Independent Director
2	Mrs. Oranuch Apisaksirikul	Independent Director
3	Mr. Natasak Rodjanapiches	Independent Director
4	Dato' Abdul Rahman Ahmad	Director
5	Mrs. Vera Handajani	Director
6	Dr. Worapong Janyangyuen	Independent Director
7	Mr. Paul Wong Chee Kin	Director
8	Vacant (by Mr. Chanmanu Sumawong)	
9	Vacant (by Dr. Rom Hiranpruk)	
10	Vacant (by Mr. Niti Jungnitnirundr)	
11	Vacant (by Dato' Robert Cheim Dau Meng's intention not to be re-elected)	

The NRCC recommended the Board to propose for the AGM's consideration as follows:

1. To approve the reservation of the vacant seat left open by the resignation of Mr. Niti Jungnitnirundr whose remaining term is 1 year 1 month (as of 28 February 2024), which is under a recruitment process of the qualified person.
2. To approve the discontinuation of the vacant seats left open by the resignation of Mr. Chanmanu Sumawong before being due to retire by rotation at this AGM, the resignation of Dr. Rom Hiranpruk whose remaining term is 1 year 1 month (as of 28 February 2024), and Dato' Robert Cheim Dau Meng's intention not to be re-elected.
3. To approve the amendment of the number of the Bank's directors from 11 directors to 8 (including one vacant seat being under recruiting process), as follows:

	Name	Position
1	Mr. Anon Sirisaengtaksin	Independent Director
2	Mrs. Oranuch Apisaksirikul	Independent Director
3	Mr. Natasak Rodjanapiches	Independent Director
4	Dato' Abdul Rahman Ahmad	Director
5	Mrs. Vera Handajani	Director
6	Dr. Worapong Janyangyuen	Independent Director
7	Mr. Paul Wong Chee Kin	Director
8	Vacant (by Mr. Niti Jungnitnirundr)	

The above number of the Bank's directors aligns with the size and nature of the Bank's business operations and complies with the Public Limited Companies Act, B.E. 2535 (1992) and the Bank's Articles of Association, Article 14, which determines that the number of the Bank's directors must not be less than 5 and not more than 12. The Board composition also comprises not less than one-third of the total number or at least three members being independent directors, which is in line with the regulators' requirement.

Board's opinion: The Board considers it proper as recommended by the NRCC to propose for the AGM to approve the reservation of the vacant seat left open by the resignation of Mr. Niti Jungnitnirundr, which is under a recruitment process of the qualified person, to approve the discontinuation of the vacant seats left open by the resignations of Mr. Chanmanu Sumawong and Dr. Rom Hiranpruk and Dato' Robert Cheim Dau Meng's intention not to be re-elected, and to approve the amendment of the number of the Bank's directors from 11 directors to 8 (including one vacant seat being under recruiting process).

For the Board Chairman position that becomes vacant, the Board will recruit a qualified person to assume the position without delay. During the absence of the Board Chairman, the Board will oversee to ensure that the Bank proceeds in compliance with all relevant laws and regulations in all respects.

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

Agenda item 9 **Other matters (if any)**

You are cordially invited to attend the AGM on the date, time and at the place specified above. If you have any query regarding the agenda items, please submit your query in advance via the e-mail address of the Bank, i.e. cs@cimbthai.com, or send by registered postal mail to Company Secretary and Administration, CIMB Thai Bank Plc., 21st floor, 44 Langsuan Road, Lumpini, Patumwan, Bangkok 10330, during 19 - 31 March 2024.

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. The nominated independent directors are 1) Mr. Anon Sirisaengtaksin, and 2) Mr. Natasak Rodjanapiches.

In order to expedite and facilitate the registration process for the meeting attendance, each shareholder and/or proxy shall present to the registrar on the meeting date or deliver to the Company Secretary prior to the meeting a certificate with the shareholder's name or the proxy form containing barcode as in Enclosure No. 5, as well as an identification evidence for attending the meeting as in Enclosure No. 6. The Bank has specified the names of the shareholders who have the right to attend the AGM no. 30 on Thursday, 14 March 2024 (Record Date).

The Bank has used the e-Proxy Voting service provided by Thailand Securities Depository (“TSD”) to provide an alternative channel to our shareholders in exercising the right to grant a proxy via electronic means without sending a proxy form and identification evidence to the Bank. This aims to provide more convenience and reduce cost to be borne by the shareholders. Below is the step to use the e-Proxy Voting service.

1. A foreign juristic person under a care of a custodian who applies for the e-Proxy Voting service with the TSD can use the service via URL: e-Proxy for Intermediaries.

2. A local juristic person in types of fund and personal fund under a care of a fund management company / a company owning a fund management license who applies for the e-Proxy Voting service with the TSD can use the service via URL: e-Proxy for Intermediaries.

3. A local individual being a member of Investor Portal can use the service via Investor Portal. (For more details, please visit <https://www.set.or.th/th/tsd/services/investors/e-services/e-proxy-voting>.)

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	Mrs. Oranuch Apisaksirikul	
Proposed Position	Independent Director	
Age	65 years	
Nationality	Thai	
Appointed on	26 June 2019	
Year in Director Position	4 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 (AACP) Programme, 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 (“TLP”), Class TLP 2 by Thammasat University
- Advanced Security Management Programme (“ASMP”), 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 (“TEPCOT”), 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 (“DCP”), Class DCP 16/2002 by Thai Institute of Directors
- CIMB-Cambridge Institute for Sustainability Leadership Programme (CISL) - Session 1: Global Pressures and Trends by CIMB Group Holdings Bhd
- CIMB-CISL Programme - Session 2: A New Context for Business by CIMB Group Holdings Bhd
- Joint Board for Group Sustainability - Session 1 by CIMB Group Holdings Bhd
- CIMB-CISL Programme - Session 3: The End of Business-As-Usual and Evolving Board Duties by CIMB Group Holdings Bhd
- CIMB-CISL Programme - Session 4: What Constitutes an “Earth Competent Board” by CIMB Group Holdings Bhd
- Anti-Bribery and Anti-Corruption Training - Promoting Good Governance: Understanding Anti-Corruption Laws in Malaysia and Beyond by CIMB Group Holdings Bhd
- Joint Board for Group Sustainability - Session 2 by CIMB Group Holdings Bhd
- Joint Board on Risk Posture by CIMB Group Holdings Bhd
- Cooler Earth Sustainability Summit 2023 (Thailand) by CIMB Thai Bank Plc
- Regional Directors’ Sharing Session by CIMB Group Holdings Bhd

- Joint Board for Group Sustainability - Session 3 by CIMB Group Holdings Bhd
- IT Security Awareness Training, Topic: Cybercrime Does Not Discriminate: Why Is Everyone a Target? by CIMB Thai Bank Plc

Positions in Other Listed Companies

- 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

Positions in Non-listed Companies

- Director of Thai Listed Companies Association
- 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

- Independent Director and Chairperson of Board of Directors of Nomu Pay (Thailand) Co., Ltd.
- 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
- 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 2023* - Board of Directors: 12/12 times (100.00%)
 - Audit Committee: 14/14 times (100.00%)

(*Details of attendance as presented in Annual Registration Statement/Annual Report 2023 (Form 56-1 One Report))

Rule of Director Recruitment

After consideration of the proposal of the Nomination, Remuneration and Corporate Governance Committee, the Board of Directors considers that **Mrs. Oranuch Apisaksirikul** 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 that **Mrs. Oranuch Apisaksirikul** has appropriate qualifications.

Additional Qualifications for Independent Director:

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

Remark: Information as of 29 February 2024

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

Name - Surname	Mrs. Vera Handajani	
Proposed Position	Director	
Age	52 years	
Nationality	Indonesian	
Appointed on	5 July 2022	
Year in Director Positon	1 year 7 months	
Current Positions	<ul style="list-style-type: none"> - Director (Authorised Signatory) - Member of Board Risk and Compliance Committee 	
Education	<ul style="list-style-type: none"> - Master of Business Administration, Kellogg-HKUST, Chicago, United States of America and Hong Kong - Bachelor of Arts in Economics, Trisakti University, Indonesia 	
Director Training Programmes	<ul style="list-style-type: none"> - CIMB-Cambridge Institute for Sustainability Leadership (“CISL”) Programme - Session 1: Global Pressures and Trends by CIMB Group Holdings Bhd - CIMB-CISL Programme - Session 2: A New Context for Business by CIMB Group Holdings Bhd - Joint Board for Group Sustainability - Session 1 by CIMB Group Holdings Bhd - CIMB-CISL Programme - Session 3: The End of Business-As-Usual and Evolving Board Duties by CIMB Group Holdings Bhd - Joint Board for Group Sustainability - Session 2 by CIMB Group Holdings Bhd - Joint Board on Risk Posture by CIMB Group Holdings Bhd - Regional Directors’ Sharing Session by CIMB Group Holdings Bhd - Joint Board for Group Sustainability - Session 3 by CIMB Group Holdings Bhd 	


Position in Other Listed Companies	<ul style="list-style-type: none"> - Group Chief Risk Officer of CIMB Group Holdings Bhd - Non-independent Board of Commissioner CIMB Niaga
Position in Non-listed Companies	<ul style="list-style-type: none"> - None
Work Experience	<ul style="list-style-type: none"> - Chief Risk Officer and Board of Directors of CIMB Niaga - Head of Operational Risk Management North Asia (ex Japan) and Markets, Asia Pacific of Royal Bank of Scotland (f.k.a. ABN AMRO Bank) - Head of Financial Institutions Credit and Trading Credit Risk Management, North Asia (ex Japan) of Royal Bank of Scotland (f.k.a. ABN AMRO Bank) - Head of FI Credit, South Asia of Royal Bank of Scotland (f.k.a. ABN AMRO Bank) - Vice President, Regional Risk Asia of Royal Bank of Scotland (f.k.a. ABN AMRO Bank) - Assistant Vice President, Financial Restructuring and Recovery of Royal Bank of Scotland (f.k.a. ABN AMRO Bank) - Relationship Manager, Corporate Banking of BNP Lippo Indonesia - Account Officer, Corporate Banking of LTCB Central Asia
Position in Other Companies Which May Cause Conflict of Interest/ Rival Companies / Other Banking-related Companies	<ul style="list-style-type: none"> - None
Shareholding in CIMB Thai	<ul style="list-style-type: none"> - None
Legal Dispute	<ul style="list-style-type: none"> - None
Meeting Attendance in 2023*	<ul style="list-style-type: none"> - Board of Directors: 10/12 times (83.33%) - Board Risk and Compliance Committee 10/12 times (83.33%) <p><i>(*Details of attendance as presented in Annual Registration Statement/Annual Report 2023 (Form 56-1 One Report))</i></p>

Rule of Director Recruitment

After consideration of the proposal of the Nomination, Remuneration and Corporate Governance Committee, the Board of Directors considers that **Mrs. Vera Handajani** 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 that **Mrs. Vera Handajani** has appropriate qualifications.

Remark: Information as of 29 February 2024

Names and Profiles of Independent Directors Proposed to be a Proxy

Name - Surname	Mr. Anon Sirisaengtaksin	
Proposed Position	Independent Director	
Age	71 years	
Nationality	Thai	
Appointed on	26 June 2020	
Year in Director Position	3 years 8 months	
Current Positions	<ul style="list-style-type: none"> - Independent Director - Chairman of Nomination, Remuneration and Corporate Governance Committee - Alternate Chairman of Board Risk and Compliance Committee - Member of Audit 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 	

- CIMB-Cambridge Institute for Sustainability Leadership (“CISL”) Programme - Session 1: Global Pressures and Trends by CIMB Group Holdings Bhd
- CIMB-CISL Programme - Session 2: A New Context for Business by CIMB Group Holdings Bhd
- Joint Board for Group Sustainability - Session 1 by CIMB Group Holdings Bhd
- CIMB-CISL Programme - Session 3: The End of Business-As-Usual and Evolving Board Duties by CIMB Group Holdings Bhd
- CIMB-CISL Programme - Session 4: What Constitutes an “Earth Competent Board” by CIMB Group Holdings Bhd
- Anti-Bribery and Anti-Corruption Training - Promoting Good Governance: Understanding Anti-Corruption Laws in Malaysia and Beyond by CIMB Group Holdings Bhd
- Joint Board for Group Sustainability - Session 2 by CIMB Group Holdings Bhd
- Joint Board on Risk Posture by CIMB Group Holdings Bhd
- Cooler Earth Sustainability Summit 2023 (Thailand) by CIMB Thai Bank Plc
- Regional Directors’ Sharing Session by CIMB Group Holdings Bhd
- Joint Board for Group Sustainability - Session 3 by CIMB Group Holdings Bhd
- IT Security Awareness Training, Topic: Cybercrime Does Not Discriminate: Why Is Everyone a Target? by CIMB Thai Bank Plc

Position in Other Listed Companies

- Director and Member of Corporate Governance and Nomination Committee of Banpu Plc

Positions in Non-listed Companies

- Chairman of Thai Eastern Group Holdings Co., Ltd.

Work Experience

- Independent Director, Member of Audit Committee, and Member of Nomination and Remuneration Committee of Saha-Union Plc

- Director of Emery Oleochemicals (M) Sdn Bhd (Malaysia)
- Director of Emery Specialty Chemicals Sdn Bhd (Malaysia)
- 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*

- Board of Directors: 12/12 times (100.00%)
- Nomination, Remuneration and Corporate Governance
Committee: 14/14 times (100.00%)
- Audit Committee: 6/6 times (100.00%)

- Board Risk and Compliance Committee: 11/12 times
(91.66%)
*(*Details of attendance as presented in Annual Registration
Statement/Annual Report 2023 (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 29 February 2024

Names and Profiles of Independent Directors Proposed to be a Proxy

Name - Surname	Mr. Natasak Rodjanapiches	
Proposed Position	Independent Director	
Age	61 years	
Nationality	Thai	
Appointed on	18 April 2019	
Year in Director Positon	4 years 10 months	
Current Positions	<ul style="list-style-type: none"> - Independent Director - Chairman of Board Risk and Compliance Committee - Member of Audit Committee - Member of Nomination, Remuneration and Corporate Governance Committee 	
Education	<ul style="list-style-type: none"> - Master of Applied Science, University of Waterloo - Bachelor of Science, McGill University 	
Director Training Programmes	<ul style="list-style-type: none"> - Director Certification Programme (“DCP”) by Thai Institute of Directors - Risk Management Programme for Corporate Leaders (“RCL”) by Thai Institute of Directors - CIMB-Cambridge Institute for Sustainability Leadership Programme (“CISL”) - Session 1: Global Pressures and Trends by CIMB Group Holdings Bhd - CIMB-CISL Programme - Session 2: A New Context for Business by CIMB Group Holdings Bhd - Joint Board for Group Sustainability - Session 1 by CIMB Group Holdings Bhd 	

	<ul style="list-style-type: none"> - CIMB-CISL Programme - Session 4: What Constitutes an “Earth Competent Board” by CIMB Group Holdings Bhd - Anti-Bribery and Anti-Corruption Training - Promoting Good Governance: Understanding Anti-Corruption Laws in Malaysia and Beyond by CIMB Group Holdings Bhd - Joint Board for Group Sustainability - Session 2 by CIMB Group Holdings Bhd - Joint Board on Risk Posture by CIMB Group Holdings Bhd - Cooler Earth Sustainability Summit 2023 (Thailand) by CIMB Thai Bank Plc - Regional Directors' Sharing Session by CIMB Group Holdings Bhd - IT Security Awareness Training, Topic: Cybercrime Does Not Discriminate: Why Is Everyone a Target? by CIMB Thai Bank Plc
Position in Other Listed Companies	- None
Positions in Non-listed Companies	<ul style="list-style-type: none"> - Director of aCommerce Group Co., Ltd. - Director of Urovo South East Asia Co., Ltd. - Advisor to Board of Directors of Eternity (Thailand) Co., Ltd.
Work Experience	<ul style="list-style-type: none"> - Director of Things On Net Co., Ltd. - Director of Digiwealth Co., Ltd. - Director of KPMG Phoomchai Business Advisory Ltd. - Managing Director of Oracle Corporation (Thailand) Co., Ltd. - Managing Director of Tandem Computers International Incorporated (Thailand) - Managing Consultant of Price Waterhouse Co., Ltd. - Manager of Bell Canada Enterprises
Position in Other Companies Which May Cause Conflict of Interest/ Rival Companies / Other Banking-related Companies	- None
Shareholding in CIMB Thai	- None

Legal Dispute - None

Meeting Attendance in 2023*
- Board of Directors: 12/12 times (100.00%)
- Audit Committee: 11/11 times (100.00%)
- Nomination, Remuneration and Corporate Governance Committee 5/5 times (100.00%)
- Board Risk and Compliance Committee: 12/12 times (100.00%)
*(*Details of attendance as presented in Annual Registration Statement/Annual Report 2023 (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 29 February 2024

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 for attending the Annual General
Meeting of Shareholders**

Meeting registration

1. Shareholders shall register to attend the meeting from 12.00 p.m. onwards, at the Auditorium Room, 9th Floor, CIMB Thai Bank Public Company Limited Head Office, 44 Langsuan Road, Lumpini, Patumwan, Bangkok 10330.
2. In this connection, a barcode system for the registration is to be applied by the Bank. Therefore, the notice calling for the meeting and other documents delivered to each of the shareholders together with such notice on which the relevant barcode is printed should be brought and presented to the Bank to register for the meeting.

Appointment of proxy

The Bank has dispatched Proxy Form B, as specified by the Department of Business Development, Ministry of Commerce, with clear details to the shareholders so that the shareholders who are unable to attend the meeting themselves can consider appointing other persons or any of the Bank's directors (as specified by the Bank) as their proxy holders.

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

1. Appointment of another person as a proxy

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

2. Appointment of the Bank's 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. **Mr. Anon Sirisaengtaksin** Age 71 years

Independent Director / Chairman of Nomination, Remuneration and Corporate Governance Committee / Alternate Chairman of Board Risk and Compliance Committee / Member of Audit Committee

Address: 42 Soi Intamara 1, Sutthisan Winitchai Road, Sam Sen Nai, Phaya Thai, Bangkok 10400

2. **Mr. Natasak Rodjanapiches** Age 61 years

Independent Director / Chairman of Board Risk and Compliance Committee / Member of Audit Committee / Member of Nomination, Remuneration and Corporate Governance Committee

Address: 333/1 Soi Misuwan 3, Phra Khanong Nuae, Watthana, Bangkok 10110

- 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 18 April 2024 at 2.00 p.m.

Identification documents for meeting attendance

The shareholders are requested to present the following documents for registration prior to meeting attendance (as the case may be).

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 the shareholders' meeting, there must be at least 25 shareholders and/or proxy-holders (if any) or at least one-half of the total shareholders with the accumulated shares not less than one-third of the total shares sold attending the meeting to constitute the quorum, unless otherwise specified by the law.

If no quorum is formed after one hour has lapsed, if it is a meeting called upon the request of shareholders, it shall be dissolved; but if it is a meeting called not due to the request of shareholders, another meeting shall be called. 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 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.

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.

Article 35. In casting votes, each shareholder shall have voting rights equal to the number of shares held, with one share equal to one vote. Any shareholder who has any conflict of interest in any matter to be cast votes shall not be entitled to vote on such matter, except voting for the election of directors.

In casting votes, as prescribed in the above paragraph relating to one vote for each share of which he is holder shall not apply when the Company has issued the preferred shares and has determined that the preferred share has the voting rights less than the ordinary share.

Unless otherwise specified under these Articles of Association or under the law, the decision or resolution of the shareholders' meeting, whether on the show of hand or on a poll, shall be passed by the following affirmative votes:

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

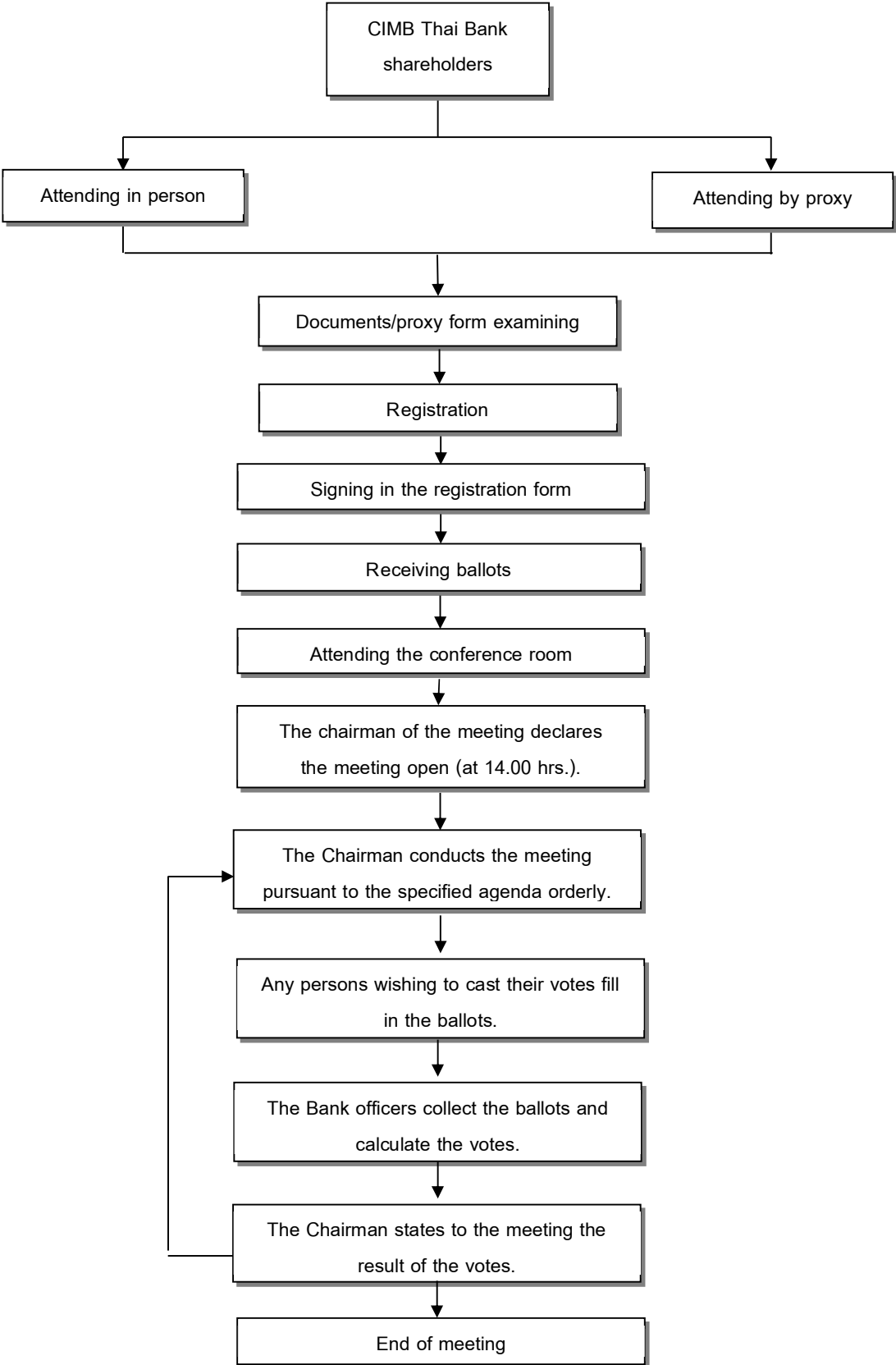
(2) In case that the Company decides to enter into a related party transaction and/or a transaction which causes an acquisition or disposition of the core assets and/or the right to acquire or dispose the core assets of the Company, provided that the entering into such transaction(s) requires the consent of shareholders of the Company pursuant to the relevant requirements, regulations or notifications 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 votes of shareholders present and having the right to vote.

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

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.
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.

Procedures for attending the Annual General Meeting of Shareholders No. 30
CIMB Thai Bank Public Company Limited



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 of shareholders, one-third of the directors shall vacate office. The director who held office the longest shall retire in the following years.

The retiring director is eligible for re-election.

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 an annual general meeting of shareholders within four months from the date of fiscal year ended of the Company.

All other 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 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. In such case, the Company's head office shall be considered a meeting venue.

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.

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 and/or orders, including any further changes thereof. 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 sending such notice by electronic means as stated in Article 52. In such case, the Company's head office shall be considered a meeting venue.

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. 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 through electronic media in accordance with the guidelines determined by the Registrar.

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 or advertised via electronic media in accordance with the guidelines determined by the Registrar.

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 2023 Annual Registration
Statement/Annual Report 2022 (Form 56-1 One Report)
and Sustainability Report 2023**

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 2023 Annual Registration Statement/Annual Report 2023 (Form 56-1 One Report) and Sustainability Report 2023 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

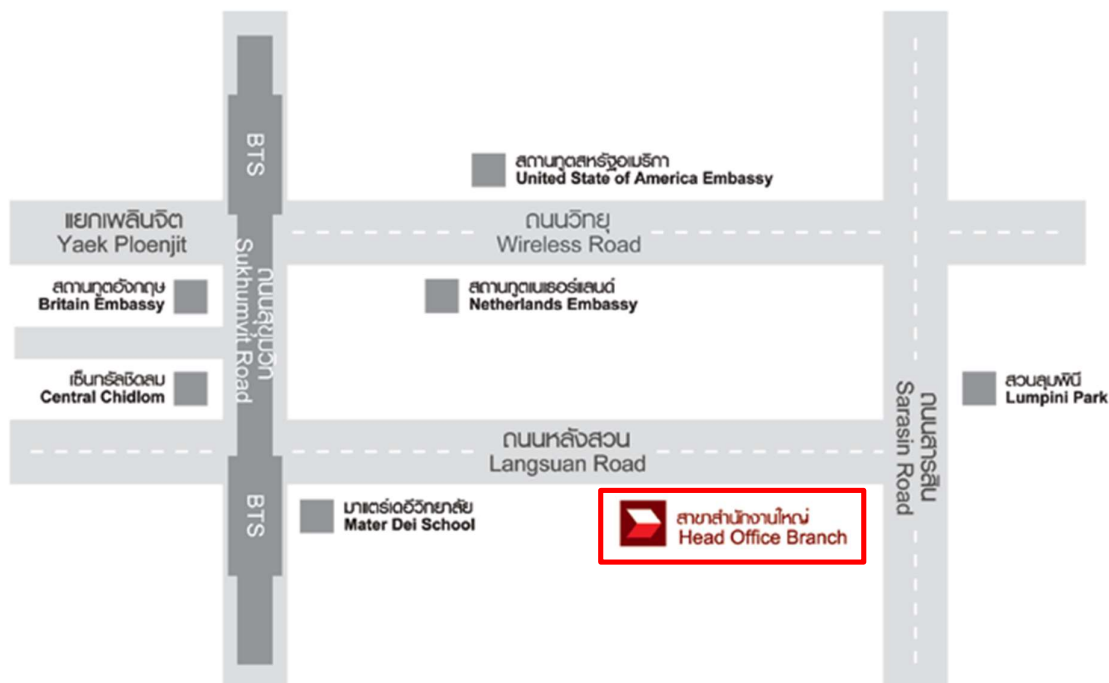
1. Open applications such as QR CODE READER, Facebook or Line.

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.

Map of the meeting venue
CIMB Thai Bank Public Company Limited



Venue The Auditorium Room, 9th Floor, CIMB Thai Bank Public Company Limited
44 Langsuan Road, Lumpini, Pathumwan, Bangkok 10330

Contact Number +66 2638 8287 and +66 2638 8289

Transportation

Private Car

1. From Sukhumvit Road (Ploenjit Junction), turn left at Chidlom Junction to Langsuan Road. The Bank is located on the right.
2. From Chidlom Road, cross Chidlom Junction and enter Langsuan Road. The Bank is located on the right.

Public Transportation

1. BTS, Chidlom Station, Exit No. 4
2. Bus No. 2, 17, 25, 40, 48, 501 and 508

