



MOVING FORWARD WITH YOU

Invitation Letter to Annual General Meeting of Shareholders No. 31

Friday, 18 April 2025
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. 022/2025

Invitation Letter to the Annual General Meeting of Shareholders No. 31
CIMB Thai Bank Public Company Limited

17 March 2025

Subject: Invitation to the Annual General Meeting of Shareholders No. 31

To: Shareholders

Enclosures:

1. Annual Registration Statement/Annual Report 2024 (Form 56-1 One Report) / Sustainability Report 2024 in the form of QR Code
2. Names and profiles of the directors proposed to be re-elected as directors
3. Information of independent directors proposed to be a proxy
4. Definition of independent director
5. Proxy Form B.
6. Guidelines for Participating in the Shareholders' Meeting via Electronic Media ("E-AGM") and Proxy Appointment
7. Articles of Association relating to the shareholders' meeting
8. QR code for downloading procedures for the Annual Registration Statement/Annual Report 2024 (Form 56-1 One Report) / Sustainability Report 2024

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. 31 ("AGM") on Friday, 18 April 2025, at 2.00 p.m. through electronic media channel only in accordance with the Emergency Decree on Electronic Meetings, B.E. 2563 (2020) and relevant laws and other regulations. Quidlab Co., Ltd., which is certified by Electronic Transactions Development Agency ("ETDA"), serves as a service provider for the AGM, convened 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 2024

Objective and reason: The Bank's 2024 operating results presented to the AGM are as shown in the attached Annual Registration Statement/Annual Report 2024 (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 2024.

Required 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 2024

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 2024, which have been audited and certified by PricewaterhouseCoopers ABAS Ltd., the auditor of the Bank, as detailed in the Annual Registration Statement/Annual Report 2024 (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	508,456	505,578	THB million
Total liabilities	457,709	457,112	THB million
Total income	15,103	12,012	THB million
Net profit	2,852	3,957	THB million
Earnings per share	0.08	0.11	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 2024, which have been audited and certified by the auditor of the Bank.

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

Agenda item 3 To consider and approve the appropriation of profit for the year 2024 and payment of dividend

Objective and reason: For the year ended 2024, the Bank reported financial statements as at 31 December 2024 audited by a certified public accountant showing a net profit of THB 3,956,818,323.85. The Board considers it proper for the AGM to approve the appropriation of profit for the year 2024 to the statutory reserve in the amount of THB 198,000,000.00. 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 and dividend payment will be counted as the Bank's capital fund.

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. Accordingly, the Board considers it proper for the AGM to approve the payment of dividend for the operating results of 2024 at the rate of THB 0.04 per share, totaling THB 1,392,890,469.92. 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 2024 and 2023

	Year 2024 (Proposed Year)	Year 2023
Net profit (THB)	3,956,818,323.85	2,156,582,659.07
Number of shares	34,822,261,748.00	34,822,261,748.00
Dividend rate per share (THB)	0.04	0
Total amount of dividend payment (THB)	1,392,890,469.92	0
Dividend payout ratio (%)	35.20	0

Board's opinion: It is deemed appropriate for the AGM to approve the appropriation of 2024 profit and dividend payment for the operating results of 2024 at the rate of THB 0.04 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, 29 April 2025 (Record Date), and the dividend payment shall be made on Friday, 16 May 2025.

Required resolution: The resolution for this agenda item requires majority votes from the shareholders attending and casting their votes in accordance with Article 43 and the Bank's Articles of Association.

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

Objective and reason: To comply with the Public Limited Companies Act, B.E. 2535 (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	Tengku Azmil Zahrudin Bin Raja Abdul Aziz	Non-Executive Director
2	Mr. Natasak Rodjanapiches	Independent Director
3	Mr. Worapong Janyangyuen	Independent Director

The NRCC considered and recommended the Board to propose for the AGM's consideration of the individual re-election of the three members of the Board of Directors due to retire by rotation, i.e. (1) Tengku Azmil Zahrudin Bin Raja Abdul Aziz, (2) Mr. Natasak Rodjanapiches, and (3) Mr. Worapong Janyangyuen, as the Bank's directors for another term.

The three nominated persons have know-how and experience in accounting/audit, banking/finance, risk management, and education/learning & development. 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 2024 - 31 December 2024. 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 to propose for the AGM to approve the re-election of the three members of the Board of Directors, i.e. (1) Tengku Azmil Zahrudin Bin Raja Abdul Aziz, (2) Mr. Natasak Rodjanapiches, and (3) Mr. Worapong Janyangyuen, who are due to retire by rotation, as the Bank's directors and members of Board Committees for another term. The re-election shall be done on an individual basis.

The board of directors considers that the three individuals nominated for election as directors are highly qualified, knowledgeable, and ethical in business conduct. They possess skills, abilities, and specific experiences that are beneficial to the Bank's operations and strategies. Additionally, they are willing and able to dedicate their time to the Bank's business activities. They have a transparent work history and can express

their opinions independently. They have been considered through the Bank's established process and meet the qualifications according to the relevant rules and regulations, and the Bank's Articles of Association, making them suitable for the Bank's business operations, and their appointments are now pending for the Bank of Thailand's approval.

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 resolution: The resolution for this agenda item requires the majority votes of the shareholders attending and casting their votes on an individual basis.

Agenda item 5 To consider and approve the directors' remuneration for the year 2025

Objective and reason: Reference is made to the Annual General Meeting of Shareholders No. 30, held on 19 April 2024, which resolved to maintain the remuneration rates for the year 2024 unchanged for the members of the Board of Directors, the Audit Committee ("AC"), the Nomination, Remuneration and Corporate Governance Committee ("NRCC"), and the Board Risk and Compliance Committee ("BRCC").

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

In 2024, the total remuneration for directors was amounted to THB 14,734,554, compared to THB 15,654,142 in 2023. 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 2023 and 2024 (Form 56-1 One Report). For year 2025, 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 2024.

Board's opinion: The Board considers it proper as recommended by the NRCC for the AGM to approve the directors' remuneration for the year 2025 by remaining the remuneration rates for the members of the Board of Directors, AC, NRCC, and BRCC as those approved in 2024, as tabulated below:

Directors' remuneration for 2025 in comparison with that for 2024

1. Remuneration for Board members:

THB/person

Position	2025			2024 (Approved by the AGM No. 30)		
	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	-	50,000	50,000	-	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	2025			2024 (Approved by the AGM No. 30)		
	Chairperson's Premium (Monthly)	Retainer Fees (Monthly)	Meeting Allowance (Per Time)	Monthly Allowance (Chairperson's Allowance)	Meeting Allowance (Monthly)	Attendance Allowance (Per Time)
1. AC						
• Chairperson	50,000	12,000	50,000	50,000	12,000	50,000
• Committee Member	-	8,000	50,000	-	8,000	50,000
2. Other Board Committees (i.e. NRCC and BRCC)						
• Chairperson	50,000	-	50,000	50,000	-	50,000
• Committee Member	-	-	50,000	-	-	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 2024 (Form 56-1 One Report) to support the shareholders' consideration.

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

Agenda item 6 To consider and approve the appointment of the auditor and determination of the audit fee for the year 2025

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 it 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 2025. 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	1	2024
2. Ms. Viphasiri Vimanrat	9141	-	-
3. Mr. Paiboon Tunkoon	4298	-	-

PwC is a reputable and independent auditing firm with knowledge and expertise in banking. They have good management practices that help improve the Bank's financial and other operations. The certified auditors listed above and PwC have no relationships, conflicts of interest, or transactions that could cause a conflict of interest with the Bank, its subsidiaries, executives, major shareholders, or related persons. They have also been approved by the Bank of Thailand.

- 2) To approve the audit fees for 2025 of a total of THB 15,076,920 as follows:

Audit fees	2025	2024	% Increase /
	(THB)	(THB)	(Decrease)
CIMB Thai Public Company Limited	12,541,170	13,280,170	(5.6)
Subsidiaries	2,535,750	2,394,750	5.9
Total audit fees of CIMB Thai Group	15,076,920	15,674,920	(3.8)

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 15,076,920, decreasing by THB 598,000 or 3.8% compared with 2024. It was also proposed to authorize the Bank's Management to consider and approve additional fees as deemed appropriate if CIMB Thai Group requests the auditors to perform additional services.

For the non-audit fee, CIMB Thai Group paid a total of THB 1,921,853.95 to the Bank's auditors for other services in the fiscal year 2024. This amount was for work related to IFRS9 model result replication conducted by PwC Malaysia. For the year 2025, CIMB Thai Group will consider paying the non-audit fee based on actual expenses.

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. Viphasiri Vimanrat (CPA License No. 9141) and/or Mr. Paiboon Tunkoon (CPA License No. 4298), as CIMB Thai Group's auditor for the year 2025, and to determine the audit fees for 2025 of THB 12,541,170 for the Bank, as well as to acknowledge the audit fee of THB 2,535,750 for the subsidiaries of the Bank, making up the total audit fees of CIMB Thai Group of THB 15,076,920 for the year 2025. In this regard, the Board will oversee to ensure that the financial statements would be completely prepared within the specified periods.

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

Agenda item 7 Other matters (if any)

You are cordially invited to attend the AGM on the date, time and at the place specified above. If you have any query regarding the agenda items, please submit your query in advance via the e-mail address of the Bank, i.e. cs@cimbthai.com, or send by registered postal mail to Company Secretary and Administration, CIMB Thai Bank Plc., 21st floor, 44 Langsuan Road, Lumpini, Patumwan, Bangkok 10330, during 17 - 31 March 2025.

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) Mrs. Oranuch Apisaksirikul.

Please refer to Guidelines for Participating in the Shareholders' Meeting via Electronic Media ("E-AGM") and Proxy Appointment in Enclosure 6, 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 1 April 2025

at 8.30 a.m. until the end of the Meeting on 18 April 2025. The Bank will specify the names of the shareholders who have the right to attend the AGM No. 31 on Wednesday, 12 March 2025 (Record Date).

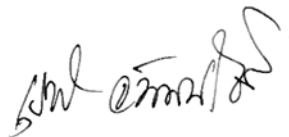
The Bank has used the e-Proxy Voting service provided by Thailand Securities Depository ("TSD") to provide an alternative channel to our shareholders in exercising the right to grant a proxy via electronic means without sending a proxy form and identification evidence to the Bank. This aims to provide 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. Rewadee Jantamaneechote)

Company Secretary

By Order of the Board of Directors

CIMB Thai Bank Public Company Limited

Privacy Notice for Shareholders' Meeting
CIMB Thai Bank Public Company Limited

CIMB Thai Bank Public Company Limited recognizes the importance of personal data protection in accordance with the Personal Data Protection Act, B.E. 2562 (2019) ("the Act"). The Bank hereby informs you, as a shareholder and/or a proxy of a shareholder, that the Bank will collect, gather, use, and disclose information that can identify you ("personal data") within the scope related to the shareholders' meeting. This is to verify identity and serve as evidence for attending the meeting, including exercising voting rights in the meeting through electronic media, and to comply with other relevant regulations. Such personal data will include:

1. Name-surname
2. Telephone number
3. Address
4. Email address (if any)
5. Identification card number and information on the identification card
6. Photos and videos recorded during the meeting¹

The Bank requests the cooperation of shareholders and proxies to submit a certified copy of their identification card with the sensitive information related to blood type and religion (as specified in the Act) crossed out or concealed. If you or your proxy do not cross out or conceal such information, the Bank will do so to ensure the protection of your sensitive information.

The Bank will collect, use, and/or disclose your personal data only as necessary for the following purposes.

Legal obligation	For the purposes of inviting, conducting, and managing the shareholders' meeting, verifying identity, sending related documents, and performing any actions to comply with laws such as the Securities and Exchange Act, the Public Limited Companies Act, and other relevant laws.
Legitimate interest	For preparing the shareholders' meeting report, broadcasting audio and video for the meeting, recording still and moving images during the meeting

¹ All images, photographs, videos, still images, moving images, or other audiovisual materials within the shareholders' meeting, including any copyrights arising from or related to the shareholders' meeting, are the sole rights and intellectual property of the Bank.

	as evidence, publicizing through print and electronic media, ensuring security, and performing other necessary actions.
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The Bank may need to disclose personal data to individuals or entities related to the meeting, such as meeting management consultants, electronic media service providers, etc. The Bank will collect, gather, and use your personal data for the period specified by relevant laws and to complete the shareholders' meeting and achieve the aforementioned purposes.

Please be assured that the Bank will collect, gather, use, and/or disclose your personal data with consideration of your fundamental rights to personal data and within the scope that you can reasonably expect.

Personal data owners have the right under the Act to withdraw consent, access and receive personal data, object to the collection, use, or disclosure of personal data, request the deletion or destruction of personal data, request the suspension of the use of personal data, request the updating and completion of personal data, or request the transfer of personal data. The Bank must comply with the wishes of the personal data owner unless there are exceptions under relevant laws.

If you have any questions regarding the Bank's personal data protection policy or wish to exercise your rights as a personal data owner, you can contact the Data Protection Officer through the following channels.

Telephone Number	+66 2 626 7777	Facsimile Number +66 2 633 9026
Email Address	dpo@cimbthai.com	Website: https://www.cimbthai.com

The Bank values privacy and is committed to protecting the personal data of shareholders and proxies. Shareholders and proxies can learn about the collection, use, and disclosure of their personal data according to the Bank's privacy notice at www.cimbthai.com.

Names and Profiles of the Directors Proposed to be Re-Elected as Directors
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Name - Surname	Tengku Azmil Zahrudin bin Raja Abdul Aziz	
Proposed Position	Non-Executive Director	
Age	54 years	
Nationality	Malaysian	
Appointed on	19 July 2024	
Year in Director Position	7 months	
Current Positions	<ul style="list-style-type: none"> - Chairman of Board of Directors - Member and Alternate Chairman of Nomination, Remuneration and Corporate Governance Committee 	
Education	<ul style="list-style-type: none"> - Chartered Accountant, Malaysian Institute of Accountants - Associate, Association of Corporate Treasurers - Fellow Chartered Accountant, Institute of Chartered Accountants in England and Wales - Bachelor of Arts in Economics, University of Cambridge 	
Director Training Programmes	<ul style="list-style-type: none"> - Joint Board Meeting on Risk Posture by CIMB Group Holdings Berhad - Joint Board for Group Sustainability - Session 2 by CIMB Group Holdings Berhad - IT-Security Training: Major Developments and Trends: AI Opportunities and Security Implications by KPMG Thailand 	
Positions in Other Listed Companies	<ul style="list-style-type: none"> - Non-Independent Director, CIMB Group Holdings Berhad 	
Positions in Non-Listed Companies	<ul style="list-style-type: none"> - Non-Independent Director, CIMB Bank Berhad - Non-Executive Board Member, Sime Darby Berhad - Chair of the Board, CelcomDigi Berhad 	

Work Experience	<ul style="list-style-type: none"> - Chief Investment Officer, Khazanah Nasional Berhad - Deputy Managing Director, Investments, Khazanah Nasional Berhad - Executive Director, Investments, Khazanah Nasional Berhad - Chief Executive Officer / Managing Director, Malaysian Airline System Berhad - Chief Financial Officer / Executive Director, Malaysian Airline System Berhad - Chief Financial Officer / Executive Director, Penerbangan Malaysia Berhad - Senior Manager, Financial Services, PricewaterhouseCoopers - Manager, Audit and Business Advisory, PricewaterhouseCoopers
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 2024*	<ul style="list-style-type: none"> - Board of Directors: 6/6 times (100.00%) - Nomination, Remuneration and Corporate Governance Committee: 5/5 times (100.00%) <p><i>(*Details of attendance as presented in Annual Registration Statement/Annual Report 2024 (Form 56-1 One Report))</i></p>
Rule of Director Recruitment	<p>The Board of directors has considered the proposal of the Nomination, Remuneration and Corporate Governance Committee (excluding directors with conflict of interest) and found that Tengku Azmil Zahrudin bin Raja Abdul Aziz is a person who meets the qualifications of directors under the Public Limited Companies Act. They do not have any prohibited characteristics for appointment as a director of a commercial bank or a securities company according to the criteria of the Securities and Exchange Commission and related laws, and are suitable for the Bank's business operations. Therefore, Tengku Azmil Zahrudin bin Raja Abdul Aziz has passed the</p>

screening process of the Bank's Board of Directors and is deemed to have the appropriate qualifications.

Remark: Information as of 28 February 2025

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

Name - Surname	Mr. Natasak Rodjanapiches	
Proposed Position	Independent Director	
Age	62 years	
Nationality	Thai	
Appointed on	18 April 2019	
Year in Director Position	5 years 10 months	
Current Positions	<ul style="list-style-type: none"> - Chairman of Board Risk and Compliance Committee - Member of Audit 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"> - Hot Issues for Directors: Empowering Board: Enhancing Governance Standard and Financial Insight by Stock Exchange of Thailand - Joint Board Meeting on Risk Posture by CIMB Group Holdings Berhad - IT-Security Training: Major Developments and Trends: AI Opportunities and Security Implications by KPMG Thailand 	
Position in Other Listed Companies	<ul style="list-style-type: none"> - Director, aCommerce Group PCL 	
Position in Non-Listed Companies	<ul style="list-style-type: none"> - Director (Authorised Signatory), EDA (Thailand) Co., Ltd. - Independent Director, ICE Consulting Co., Ltd. - Independent Director, DataOne Asia (Thailand) Co., Ltd. - Director (Authorised Signatory), Urovo Southeast Asia Co., Ltd. - Advisor to Board of Directors, Elernity (Thailand) Co., Ltd. 	
Work Experience	<ul style="list-style-type: none"> - Director, Things On Net Co., Ltd. - Director, Digiwealth Co., Ltd. 	

	<ul style="list-style-type: none"> - Director, KPMG Phoomchai Business Advisory Ltd. - Managing Director, Oracle Corporation (Thailand) Co., Ltd. - Managing Director, Tendem Computer Incorporated (Thailand) Co., Ltd. - Managing Consultant, Price Waterhouse Co., Ltd. - Manager, 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 2024*	<ul style="list-style-type: none"> - Board of Directors: 12/14 times (85.71%) - Audit Committee: 10/15 times (66.67%) - Nomination, Remuneration and Corporate Governance Committee: 8/10 times (80.00%) - Board Risk and Compliance Committee: 12/12 times (100.00%), special meeting 1/1 time (100.00%) <p><i>(*Details of attendance as presented in Annual Registration Statement/Annual Report 2024 (Form 56-1 One Report))</i></p> <ul style="list-style-type: none"> - The Board of Directors' meeting no. 2/2024, held on 23 February 2024, resolved to acknowledge the resignation of Mr. Natasak Rodjanapiches from the position of Member of Nomination, Remuneration and Corporate Governance Committee, effective from 1 March 2024.
Rule of Director Recruitment	<p>The Board of Directors has considered the proposal of the Nomination, Remuneration and Corporate Governance Committee (excluding directors with conflict of interest) and found that Mr. Nattasak Rojanapichet meets the qualifications according to the relevant laws regarding independent directors and directors under the Public Limited Companies Act. They do not have any prohibited characteristics for appointment as a director of a commercial bank or a securities company according to the criteria of the Securities and Exchange Commission and related laws, and are suitable for the Bank's business operations. Therefore, Mr. Nattasak</p>

Rojanapichet has passed the screening process of the Bank's Board of Directors and is deemed to have the appropriate qualifications.

Additional Qualifications for Independent Director:

Type of Relationship with the Bank	Yes	No
Having or not having conflicts of interest in the following manners with the Bank, parent company, subsidiaries, affiliates, or any legal entities that may have conflicts currently or within the past 2 years:		
1. Being a director involved in management, an employee, a staff member, or a consultant receiving a regular salary.	-	/
2. Being a professional service provider, such as an auditor or legal advisor.	-	/
3. Having significant business relationships that may affect the ability to perform duties independently.	-	/

Remark: Information as of 28 February 2025

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

Name - Surname	Mr. Worapong Janyangyuen	
Proposed Position	Independent Director	
Age	50 years	
Nationality	Thai	
Appointed on	14 February 2024	
Year in Director Position	1 year	
Current Positions	<ul style="list-style-type: none">- Member of Audit Committee- Member of Nomination, Remuneration and Corporate Governance Committee	
Education	<ul style="list-style-type: none">- Doctor of Business Administration (Finance), Chulalongkorn University- Master of Business Administration (Finance), University of Denver- Master of Science (Finance), University of Denver- Bachelor of Business Administration (Finance), Assumption University	
Director Training Programmes	<ul style="list-style-type: none">- Hot Issues for Directors: Empowering Board: Enhancing Governance Standard and Financial Insight by Stock Exchange of Thailand- Joint Board Meeting on Risk Posture by CIMB Group Holdings Berhad- Joint Board for Group Sustainability - Session 2 by CIMB Group Holdings Berhad- IT-Security Training: Major Developments and Trends: AI Opportunities and Security Implications by KPMG Thailand	
Position in Other Listed Companies	<ul style="list-style-type: none">- Independent Director / Member of Nomination and Remuneration / Member of the Audit and Corporate Governance Committee, Thai Eastern Group Holdings PCL	

Position in Non-Listed Companies	<ul style="list-style-type: none"> - Advisor to Dean, Thammasat Business School, Thammasat University - Independent Director and Member of Audit Committee, GP Mobility PCL - Independent Director, Chairman of the Audit Committee, Member of Risk Management and Sustainable Corporate Governance Committee, Supa Rich Co., Ltd. - Member of Finance Committee, Thammasat University - Member of Investment Committee, Thammasat University - Member of Committee for Provident Fund, Thammasat University - Member of Investment Committee, Thammasat Business School, Thammasat University - Member of the Board of Thammasat Business School, Thammasat University - Advisor to Dean of CBCE Center for Building Competitive Enterprise Project - Professor, Thammasat Business School, Thammasat University - Managing Director, Northcape Learning Center Co., Ltd. - Professor, College of Management, Mahidol University
Work Experience	<ul style="list-style-type: none"> - Program Director, Thammasat Business School, Thammasat University
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 2024*	<ul style="list-style-type: none"> - Board of Directors: 13/13 times (100.00%) - Audit Committee: 13/15 times (86.67%) - Nomination, Remuneration and Corporate Governance Committee: 11/12 times (91.67%) <p>(*Details of attendance as presented in Annual Registration Statement/Annual Report 2024 (Form 56-1 One Report))</p>

Rule of Director Recruitment

The Board of Directors has considered the proposal of the Nomination, Remuneration and Corporate Governance Committee (excluding directors with conflict of interest) and found that **Mr. Worapong Janyangyuen** meets the qualifications according to the relevant laws regarding independent directors and directors under the Public Limited Companies Act. They do not have any prohibited characteristics for appointment as a director of a commercial bank or a securities company according to the criteria of the Securities and Exchange Commission and related laws, and are suitable for the Bank's business operations. Therefore, **Mr. Worapong Janyangyuen** has passed the screening process of the Bank's Board of Directors and is deemed to have the appropriate qualifications.

Additional Qualifications for Independent Director:

Type of Relationship with the Bank	Yes	No
Having or not having conflicts of interest in the following manners with the Bank, parent company, subsidiaries, affiliates, or any legal entities that may have conflicts currently or within the past 2 years:		
1. Being a director involved in management, an employee, a staff member, or a consultant receiving a regular salary.	-	/
2. Being a professional service provider, such as an auditor or legal advisor.	-	/
3. Having significant business relationships that may affect the ability to perform duties independently.	-	/

Remark: Information as of 28 February 2025

Information of Independent Directors Proposed to be a Proxy

Name - Surname Mr. Anon Sirisaengtaksin

Type of Director Independent Director

Age 72 years

Nationality Thai

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

Shareholding in CIMB Thai 17,551 shares

Special Conflict of Interest in This Meeting None



Name - Surname Mrs. Oranuch Apisaksirikul

Type of Director Independent Director

Age 66 years

Nationality Thai

Address 41 Soi Sukhaphiban Bang Ramat 1, Thawi Watthana, Thawi Watthana,
Bangkok 10170

Shareholding in CIMB Thai None

Special Conflict of Interest in This Meeting None



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 Participating in the Shareholders' Meeting via Electronic Media ("E-AGM") and Proxy Appointment

Notification of intention to attend the meeting

1. Shareholders or proxies who wish to attend the E-AGM, please submit a pre-registration form to attend the meeting in advance to receive a Username and Password for registration. Quidlab Co., Ltd. (the "Company"), the provider of CIMB Thai Public Company Limited's E-AGM system, will open the system for submitting the form and related documents in advance from 4 April 2025, at 8:00 a.m. until 18 April 2025, at 12:00 p.m.

After the Company has reviewed and approved your request form, you will receive an email with the Username and Password information and a link for pre-registering to attend the shareholders' meeting 2 days before the meeting.



Shareholders or proxies can express their intention to attend the E-AGM by visiting <https://cimbt.foqus.vc/registration/> or scanning the QR code to access the pre-registration system of the Company. The registration manual, along with the document attachment process, can be studied at <https://quidlab.com/img/eagm/Document Upload Eng.pdf>

2. Please attach identity verification documents to confirm your right to attend the E-AGM. Details can be found under the section 'Identity Verification Documents for E-AGM Attendance and Proxy Documents' below.
3. Once the Company has received the documents as per items 1 and 2 from the shareholders, the Company will verify the documents to confirm the right to attend the meeting. After the verification is complete, the shareholders or proxies will receive an email with the following details.
 - Username and Password
 - WebLink for accessing the E-AGM system
 - User manual for the system

In case the shareholders or proxies are not approved, you will receive an email stating the reason, and you can submit additional documents or resubmit the corrected documents.

4. Shareholders or proxies are requested to keep their Username and Password confidential and not disclose them to others. In case your Username and Password are lost or not received by 18 April 2025, please contact the company immediately.

Attending the meeting

5. The system will open for shareholders to join the meeting 2 hours before the meeting starts and will begin live streaming at 2:00 p.m. on 18 April 2025.
6. During the E-AGM, shareholders will be able to vote on each agenda item by pressing the 'Agree', 'Disagree', or 'Abstain' button. If you do not vote on any agenda item, the system will automatically count your vote as 'Agree'.
7. In case shareholders encounter technical issues while using the E-AGM meeting system before or during the meeting, please contact Quidlab Co., Ltd. through the following channels:
 - Telephone number: +662 013 4322 or +668 0 008 7616
 - Email address: info@quidlab.com

Proxy

The Bank has sent Proxy Form B as specified by Department of Business Development, Ministry of Commerce, which includes detailed and clear items for proxy appointment to shareholders. This allows shareholders who cannot attend the E-AGM themselves to consider whether to appoint another person or to appoint the Bank's independent director (as listed by the Bank) as their proxy to attend and vote at the E-AGM on their behalf.

In case shareholders wish to appoint a general proxy, they can choose to use Proxy Form A. Alternatively, if the shareholders are foreign investors and have appointed a custodian in Thailand to deposit and manage their shares, they can choose to use Proxy Form C. These proxy forms can be printed from the Bank's website at <http://www.cimbthai.com>.

1. Appointing another person as a proxy.

- The grantor must appoint only one proxy to attend the meeting and vote electronically. It is not possible to divide the shares among multiple proxies for separate voting.
- The grantor must fill in the details in the proxy form and sign both the grantor's and the proxy's names correctly and completely.

2. Appointing the Bank's independent director as a proxy

- The grantor should specify the name and details of only one Bank director from the following list as the proxy.

1. Mr. Anon Sirisaengtaksin

Age 72 years

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

Address: 42 Soi Intamara 1, Suttisarn Winitchai Road, Samsennai, Payathai, Bangkok 10400

2. Mrs. Oranuch Apisaksirikul

Age 66 years

Independent Director / Chairperson of Audit Committee

Address: 41 Soi Sukapiban Bangramad 1, Taweewattana, Taweewattana, Bangkok 10110

- The grantor should fill in the details in the proxy form and sign the grantor's name correctly and completely.

Please send the proxy form along with the supporting documents to the Bank by mail to the address below. The documents must reach the Bank by 17 April 2025, at 2:00 p.m.

CIMB Thai Bank Public Company Limited
Company Secretary and Administration, 21st floor
44 Langsuan Road, Lumpini, Patumwan, Bangkok 10330

Identity Verification Documents for E-AGM Attendance and Proxy Documents

1. Shareholders who are individuals

- 1.1 In case shareholders attend the meeting in person, please use a photocopy of a government-issued document that includes the shareholder's photograph and is still valid, such as an ID card, government official card, or passport, with a certified true copy signature.
- 1.2 In case shareholders appoint a proxy to attend the meeting
 - The proxy form attached to the meeting invitation, which has been correctly and completely filled out and signed by both the grantor and the proxy, with a THB-20 duty stamp affixed.
 - A photocopy of a government-issued document of the shareholder with details as per item 1.1, and the grantor has signed to certify the true copy.
 - A copy of the document issued by the government agency for the proxy with details as per item 1.1.

2. Shareholders who are legal entities

- 2.1 In the case where the representative of the shareholder attends the meeting in person
 - A copy of the photograph of the document issued by the government agency for the representative with details as per item 1.1 above.

- A copy of the photograph of the certificate of incorporation of the shareholder issued no more than 1 year before the shareholders' meeting date, certified as a true copy by the representative of the legal entity, and containing a statement showing that the representative attending the meeting has the authority to act on behalf of the legal entity which is the shareholder.

2.2 In the case where the shareholder grants a proxy to attend the meeting

- A proxy form as attached with the meeting invitation, which has been correctly and completely filled out and signed by both the grantor and the proxy, along with a THB-20 stamp duty affixed.
- A copy of the photograph of the certificate of incorporation of the shareholder issued no more than 1 year before the shareholders' meeting date, certified as a true copy by the representative of the legal entity, and containing a statement showing that the representative of the legal entity who signed the proxy form has the authority to act on behalf of the legal entity which is the shareholder.
- A copy of the photograph of the document issued by the government agency for the representative of the legal entity who signed the proxy form, with details as per item 1.1, and the representative of the legal entity who signed the proxy form has signed to certify the true copy.
- A copy of the document issued by the government agency for the proxy with details as per item 1.1 above, duly signed to certify the true copy.

3. Shareholders who are not Thai nationals or legal entities established under foreign laws

Apply the provisions of items 1 and 2 mutatis mutandis to shareholders or E-AGM attendees who are not Thai nationals or legal entities established under foreign laws, as the case may be, subject to the following conditions:

- The certificate of incorporation of the legal entity may be a document issued by the government agency of the country where the legal entity is located or by an officer of the legal entity. It must include details about the name of the legal entity, the authorized signatories, any conditions or limitations on the signing authority, and the location of the headquarters.
- Documents that are not originally in English must be accompanied by an English translation, and the representative of the legal entity must certify the accuracy of the translation.

Voting

Under the Bank's Articles of Association, Articles 33, 34, and 35 specify as follows:

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 counts as one vote.
2. The vote counting for each agenda item is divided into two types as follows:
 - Agenda items that require approval by a majority vote of the shareholders present and voting (according to Section 107(1) of the Public Limited Companies Act, B.E. 2535 (1992)). The Bank will calculate the voting base by counting only the votes of shareholders who have the right to vote and who vote in favor or against, but not counting the votes of shareholders who abstain.
 - Agenda items that require approval by a vote of not less than two-thirds of the total votes of the shareholders present (according to Section 90 of the Public Limited Companies Act, B.E. 2535 (1992)). The Bank will calculate the voting base by counting all the votes of the shareholders present, including those who vote in favor, against, and abstain.
3. The chairman of the meeting or the person assigned by the chairman will announce the results of the vote for each agenda item to the meeting after the voting for each agenda item has concluded.

Articles of Association Relating to the Shareholders' Meeting

❖ BOARD OF DIRECTORS:

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

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

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

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

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

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

Article 18. At every annual general meeting 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.

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

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

❖ **SHAREHOLDERS' MEETING:**

Article 30. The board of directors shall convene 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.

Article 31. One or more shareholders holding an aggregate number of shares not less than ten (10) percent of the total shares sold of the Company may make a written request to the board of directors to call an extraordinary meeting of shareholders at any time, provided that they shall clearly indicate the subject matter and state their reasons in such written request. In such case, the board of directors shall arrange for the meeting of shareholders to be held within forty-five (45) days from the date of receipt of such request from the shareholders.

In case where the board of directors does not arrange for the meeting to be held within the period specified in the first paragraph, the shareholders signing the request or any other shareholders holding an aggregate number of shares as prescribed may call the meeting by themselves within forty-five (45) days from the end of the period specified in the first paragraph. In such case, the meeting shall be considered as duly called by the board of directors, and the Company shall bear the necessary expenses incurred from the arrangement for such meeting and shall facilitate the said arrangement as appropriate.

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.

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

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

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

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

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

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

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

❖ **ACCOUNTING, FINANCE AND AUDITING:**

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

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

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

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

Article 43. No dividend shall be paid otherwise than out of profits. If the Company has incurred accumulated losses, no dividend shall be paid.

The board of directors may appropriate the net profit remaining after paying dividend as per the resolution of the shareholders or after paying interim dividend (if any), or appropriate the net profit shown in the balance sheets and profit and loss statements, and the financial statements, which have been audited, as any reserve or reserve for capital fund of the Company, as the board of directors may deem appropriate. In addition, the board of directors shall have authority to change reserve for capital fund or any reserve which has been appropriated, as it may deem appropriate, with the exception of reserve fund under Article 44.

The board of directors may consider making interim dividend payment to the shareholders from time to time when it deems that the Company has enough profit to do so, and the payment of such dividend shall be reported to the shareholders in the next meeting.

The dividend payment shall be made within the time prescribed by the law. The notice of such dividend payment shall be sent to the shareholders and published in a newspaper or advertised via electronic media in accordance with the guidelines determined by the Registrar.

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

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

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

Article 48. The auditor has a duty to attend the shareholders' meeting whenever balance sheet, profit and loss accounts and problem relating to the account of the Company are considered in order to make clarification with respect to account examination to the shareholders. The Company shall send reports and documents of the Company which the shareholders should receive at the shareholders' meeting to the auditor.

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

**QR Code Downloading Procedures for the 2024 Annual Registration
Statement/Annual Report 2024 (Form 56-1 One Report)
and Sustainability Report 2024**

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 Annual Registration Statement/Annual Report 2024 (Form 56-1 One Report) and Sustainability Report 2024 in the electronic form 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" and choose "QR Code".

2. Scan the QR Code to view the information of the shareholders’ meeting.

CIMB Thai Bank Public Company Limited

44 Langsuan Road, Lumpini, Pathumwan, Bangkok 10330

Tel +66 2638 8000, +66 2626 7000 / Facsimile +66 2633 9026