

## **Invitation for Shareholders to Propose Agendas and Qualified Candidates for Nomination as Member of the Board of Directors for the 2019 Annual General Meeting of Shareholders**

### **Objective**

The Bank always gives importance to every shareholder. For confidence and fair treatment of shareholders, the Bank has given shareholders an opportunity to propose an issue deemed important and beneficial as an agenda of the general meeting of shareholders and a qualified person for the Bank's director position prior to the 2019 Annual General Meeting of Shareholders in accordance with the Bank-specified criteria.

### **Criteria for granting shareholders the right to propose agendas and qualified candidates for director position**

#### **1. Shareholders who have the right to propose agendas or qualified candidates for director position shall have qualifications as follows:**

- 1.1 Being a shareholder or shareholders holding aggregate shares of not less than 1(one) percent of the total voting rights of the Bank.
- 1.2 Holding shares for a minimum period of 12 (twelve) consecutive months.

#### **2. For the consideration of the agenda proposed by shareholders, shareholders shall provide details together with complete relevant evidence as follows:**

- 2.1 Name, address, and telephone number of the shareholders submitting the proposal.
- 2.2 Amount of shares held and the evidence of shareholding.
- 2.3 Objective, details of the proposal and other details to support the Board's consideration, such as facts, rationale, issue required consideration, etc.
- 2.4 For proposal to nominate candidate for directorship, please submit to the Bank a personal profile, work experience, address and telephone number of candidate, as well as the candidate's written consent to the nomination.
- 2.5 The candidate proposed to be elected as the Bank's director must have appropriate qualifications as required by relevant regulatory regulations, laws and the Bank's requirements as below.
  - 1) Director's qualifications according to the Public Limited Companies Act B.E. 2535 (Section 68)
  - 2) Director's qualifications according to the Financial Institution Businesses Act B.E. 2551 (Section 24)
  - 3) Director's qualifications according to the Securities and Exchange Act B.E. 2535 (Section 103)
  - 4) The Bank of Thailand's notification no. SorNorSor. 10/2561 Re: Corporate Governance of Financial Institutions.
  - 5) The Bank of Thailand's notification no. SorNorSor. 11/2561 Re: Guidelines on Endorsement of Appointing Directors, Management and Persons with Managing Authorities or Advisors to Financial Institutions.

- 6) The Bank of Thailand's notification no. SorNorSor. 6/2558 Re: Granting of Credit, Transactions similar to Credit Granting or Debt Guarantee for Directors, Persons with Managing Power of Financial Institutions or Related Persons of Those Persons.
- 7) Capital Market Supervisory Board's notification no. ThorLorThor. 8/2557 Re: Criteria Governing Personnel in Capital Market Business.
- 8) Capital Market Supervisory Board's notification no. TorJor. 39/2559 Re: Permission Request for Offering of Newly Issued Shares (Only in case of Independent Director and/or Audit Committee Member).
- 9) Capital Market Supervisory Board's notification no. TorThor/Nor/Khor. 7/2553 Re: Regulations, Conditions and Procedures for Being Director or Executive of Other Securities Companies.
- 10) Securities and Exchange Commission's notification no. GorJor. 3/2560 Re: Determination of Untrustworthy Characteristics of Company's Directors and Executives.
- 11) Stock Exchange of Thailand's letter no. BorChor.(Wor) 50/2549 Re: Limit of Directorship in Other Companies.
- 12) The Bank's relevant requirements, including Articles of Association, Board of Directors Charter, and Qualifications of Independent Director.

**3. Proposal that the Board of Directors may refuse to include on the agenda of the meeting:**

- 3.1 The proposal is relevant to ordinary business operations and facts given by shareholders do not indicate reasonable grounds to suspect any irregularities;
- 3.2 The proposal is beyond the Bank's capacity;
- 3.3 The proposal was submitted to the shareholders' meeting for consideration during the previous 12 (twelve) months and received agreeing votes less than 10 (ten) percent of total voting rights of the Bank, unless the facts pertaining to the resubmission are significantly changed from that of the previous proposal;
- 3.4 The proposal is submitted by shareholders who are not fully qualified under item 1, or provide incomplete and insufficient documentary evidence or do not submit the proposal within specified timeframe.
- 3.5 Any proposal that violates the applicable laws, rules, regulations of government agencies or regulators or involved agencies, or is not in compliance with the objectives, Article of Association, Codes of Conduct of the Bank;
- 3.6 The proposal stipulated by laws to be considered at shareholders' meeting which has been pursued regularly by the Bank;
- 3.7 The proposal already undertaken by the Bank;
- 3.8 The proposal previously submitted for consideration by other shareholders;
- 3.9 Any other cases as specified in a notification of the Capital Market Supervisory Board.

**4. Consideration process**

- 4.1 Company Secretary is in charge of screening shareholders' proposals based on relevant criteria and regulatory requirements.

- 4.2 If the shareholder is fully qualified according to the criteria, it will be presented to the Nomination, Remuneration and Corporate Governance Committee to consider the meeting's agenda and qualifications of the nominated person for the Bank's director election before submission to the Board of Directors for approval.
- 4.3 If any proposals are approved by the Board of Directors, the Bank will include them on the agenda in the Invitation Letter to shareholders. If any proposals are not approved by the Board of Directors, the Bank will notify the shareholders and clarify reasons in the shareholders' meeting and/or via other channels of information dissemination.
- 4.4 The Bank will notify the consideration results by January 2019. Any matters approved by the Board of Directors will be included in the agenda as specified in the Notice Convening 2019 Annual General Meeting of Shareholders.

**5. Procedures and channels for proposal of agendas and qualified candidates for director position**

Shareholders are required to make an intent letter and fill in **“Proposed Agenda for 2019 Annual General Meeting of Shareholders Form”** or **“Nomination of Qualified Candidate for Director Election in 2019 Annual General Meeting of Shareholders”** and enclose complete supporting documents as required. The nominated candidate is required to fill out the **“Curriculum Vitae of Qualified Candidate for Director Election In the 2019 Annual General Meeting of Shareholders”**, enclose complete supporting documents as required and submit them to the Bank unofficially through e-mail address [cs@cimbthai.com](mailto:cs@cimbthai.com) or via facsimile number +66 2657 3082 or via registered mail to the following address from now on until 31 December 2018.

|   |
|---|
| Company Secretary<br>Office of the President, 21 <sup>st</sup> floor,<br>CIMB Thai Bank Public Company Limited<br>44 Langsuan Road, Lumpini, Patumwan,<br>Bangkok 10330 |
|---|

Office of the President

Tel+66 2638 8274 and +66 2638 8287

**Proposed Agenda to the 2019 Annual General Meeting of Shareholders Form****1. General Information**

Name - Surname (Mr. / Mrs. / Miss / Company / Other): \_\_\_\_\_

Current Address:

No \_\_\_\_\_ Village / Building \_\_\_\_\_

Moo \_\_\_\_\_ Trok / Soi \_\_\_\_\_

Road \_\_\_\_\_ Sub-district \_\_\_\_\_

District \_\_\_\_\_ Province \_\_\_\_\_

Postal Code \_\_\_\_\_ Country \_\_\_\_\_

Tel \_\_\_\_\_ Fax \_\_\_\_\_

E-mail \_\_\_\_\_

Oversea Address: \_\_\_\_\_ *(only for a non-Thai national, please specify overseas contact address)***2. Number of Shareholding:** \_\_\_\_\_ Shares, as of \_\_\_\_\_**3. Proposed Agenda:** \_\_\_\_\_Objective:                     For Acknowledgement       For Approval       For Consideration

Detail: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_  With attachments                     Without attachments**4. Supplementary Documents to be enclosed with this form**

4.1 The evidence of shareholding, i.e.

- The certificate of shares held issued by securities companies or any other certificates from Thailand Securities Depository Co., Ltd. or the Stock Exchange of Thailand or custodian, Securities Paper and certified true copies by the shareholders.

4.2 The evidence of identification, i.e.

- Natural persons: copy of valid National identification card or passport (in case of non-Thai national) must be enclosed with certifying true copies by the shareholders;
- Juristic persons: copy of the company's affidavit issued by the Department of Business Development, Ministry of Commerce or other related agencies, and copy of valid National identification card or passport (in case of non-Thai national) of authorized directors must be enclosed with certifying true copies by the authorized directors.

**5. Representation and Warranty**

I hereby represent and warrant that all information and supplementary documents are complete, accurate, and true and give my permission to the Bank to disclose the above information and supplementary documents.

\_\_\_\_\_ Shareholder's Signature

(\_\_\_\_\_)

Date \_\_\_\_\_

**Remarks:**

In case where several shareholders would jointly propose the agenda, each shareholder must fill out "The Proposed Agenda to the 2019 Annual General Meeting of Shareholders Form", and sign their names as evidence separately. Then the forms should be gathered into one set.

**Nomination of Qualified Candidate for Director Election in the 2019 Annual General Meeting of Shareholders**
**1. General Information**

Name - Surname (Mr. / Mrs. / Miss / Company / Other): \_\_\_\_\_

Current Address:

No \_\_\_\_\_ Village / Building \_\_\_\_\_

Moo \_\_\_\_\_ Trok / Soi \_\_\_\_\_

Road \_\_\_\_\_ Sub-district \_\_\_\_\_

District \_\_\_\_\_ Province \_\_\_\_\_

Postal Code \_\_\_\_\_ Country \_\_\_\_\_

Tel \_\_\_\_\_ Fax \_\_\_\_\_

E-mail \_\_\_\_\_

 Oversea Address: \_\_\_\_\_ *(only for a non-Thai national, please specify overseas contact address)*
**2. Number of Shareholding:** \_\_\_\_\_ Shares, as of \_\_\_\_\_

**3. Name of a qualified candidate to be appointed as director:**
**4. Supplementary Documents to be enclosed with this form**

4.1 The evidence of shareholding, i.e.

- The certificate of shares held issued by securities companies or any other certificates from Thailand Securities Depository Co., Ltd. or the Stock Exchange of Thailand or custodian, Securities Paper and certified true copies by the shareholders.

4.2 The evidence of identification, i.e.

- Natural persons: copy of valid National identification card or passport (in case of non-Thai national) must be enclosed with certifying true copies by the shareholders;
- Juristic persons: copy of the company's affidavit issued by the Department of Business Development, Ministry of Commerce or other related agencies, and copy of valid National identification card or passport (in case of non-Thai national) of authorized directors must be enclosed with certifying true copies by the authorized directors.

**5. Representation and Warranty**

I would like to nominate the mentioned person for consideration as a qualified candidate to be appointed as director of CIMB Thai Bank Public Company Limited. Such person has made his/her consent and certified that information disclosed in the attached "Curriculum Vitae of Qualified Candidate for Director Election In the 2019 Annual General Meeting of Shareholders" and other supplementary documents are complete, accurate, and true.

\_\_\_\_\_ Shareholder's Signature

( \_\_\_\_\_ )

Date \_\_\_\_\_

**Remarks:**

In case where several shareholders would jointly nominated the qualified candidate, each shareholder must fill out "The Nomination of Qualified Candidate for Director Election in the 2019 Annual General Meeting of Shareholders", and sign their names as evidence separately. Then the forms should be gathered into one set.

**Curriculum Vitae of Qualified Candidate for Director Election in the 2019 Annual  
General Meeting of Shareholders**

Color Photo  
2"

**Part1 General Information**

**1. Personal Information**

1.1 Name - Surname (English) \_\_\_\_\_ (Maiden Name \_\_\_\_\_)  
(Thai) \_\_\_\_\_ (Maiden Name \_\_\_\_\_)

1.2 Type of Card

National Identification Card

Passport (only for non-Thai national)

Number \_\_\_\_\_ Issued by \_\_\_\_\_ Expiry Date \_\_\_\_\_

(Please attach a copy of national identification card or passport)

1.3 Date of Birth \_\_\_\_\_ Age \_\_\_\_\_ Years

1.4 Nationality \_\_\_\_\_

1.5 Marital Status  Single  Married  Divorced

1.6 Spouse's Name \_\_\_\_\_ (Maiden Name \_\_\_\_\_)

1.7 Detail of Children

| <u>Name - Surname</u> | <u>Date of Birth</u> | <u>Age (Year)</u> | <u>Place of Work</u> |
|-----------------------|----------------------|-------------------|----------------------|
| _____                 | _____                | _____             | _____                |
| _____                 | _____                | _____             | _____                |
| _____                 | _____                | _____             | _____                |

**2. Current Address**

2.1 Business Address

Name \_\_\_\_\_

No \_\_\_\_\_ Moo \_\_\_\_\_ Village / Building \_\_\_\_\_

Trok / Soi \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_

District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

Tel \_\_\_\_\_ Fax \_\_\_\_\_ E-mail \_\_\_\_\_

2.2 Home Address

No \_\_\_\_\_ Moo \_\_\_\_\_ Village / Building \_\_\_\_\_

Trok / Soi \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_

District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

Tel \_\_\_\_\_ Mobile \_\_\_\_\_ E-mail \_\_\_\_\_

2.3 Oversea Address \_\_\_\_\_ *(only for a non-Thai national, please specify overseas contact address)*

\_\_\_\_\_

**3. Professional Background**

## 3.1 Education

| <u>Institution</u> | <u>Degree or Major Subject</u> | <u>Year of Graduation</u> |
|--------------------|--------------------------------|---------------------------|
| _____              | _____                          | _____                     |
| _____              | _____                          | _____                     |
| _____              | _____                          | _____                     |
| _____              | _____                          | _____                     |

## 3.2 Training or Seminar Course related to Directorship of Listed Company / Financial Institution

| <u>Course</u> | <u>Organizer</u> | <u>Year of Attendance</u> |
|---------------|------------------|---------------------------|
| _____         | _____            | _____                     |
| _____         | _____            | _____                     |
| _____         | _____            | _____                     |
| _____         | _____            | _____                     |

**4. Working Experience**

| <u>Organization</u> | <u>Type of Business</u> | <u>Position</u> | <u>Period</u><br>(Month / Year to Month / Year) |
|---------------------|-------------------------|-----------------|---|
| _____               | _____                   | _____           | _____   |
| _____               | _____                   | _____           | _____   |
| _____               | _____                   | _____           | _____   |
| _____               | _____                   | _____           | _____   |
| _____               | _____                   | _____           | _____   |
| _____               | _____                   | _____           | _____   |
| _____               | _____                   | _____           | _____   |
| _____               | _____                   | _____           | _____   |
| _____               | _____                   | _____           | _____   |
| _____               | _____                   | _____           | _____   |

**5. Duties and Responsibilities under Present Positions**

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**6. Common shares holding in CIMB Thai Public Company Limited as of \_\_\_\_\_ (the proposal date)**

Common shares \_\_\_\_\_ shares

Spouse's common shares \_\_\_\_\_ shares

Minor Children (1) \_\_\_\_\_ Common shares \_\_\_\_\_ shares

(2) \_\_\_\_\_ Common shares \_\_\_\_\_ shares

(3) \_\_\_\_\_ Common shares \_\_\_\_\_ shares

**7. Related Businesses of Yourself, Spouse, and Minor Children, in case of all companies now serving as director executives or person empowered to manage and all businesses now holding the shares**

**7.1 Related Businesses of Yourself**

| <u>Name of Company</u> | <u>Type of Business</u> | <u>Position in Business</u> | <u>Period (Year)</u> | <u>% of Shares Held</u> |
|------------------------|-------------------------|-----------------------------|----------------------|-------------------------|
| ● Business Group #1    |                         |                             |                      |                         |
| _____                  | _____                   | _____                       | _____                | _____                   |
| _____                  | _____                   | _____                       | _____                | _____                   |
| _____                  | _____                   | _____                       | _____                | _____                   |
| ● Business Group #2    |                         |                             |                      |                         |
| _____                  | _____                   | _____                       | _____                | _____                   |
| _____                  | _____                   | _____                       | _____                | _____                   |
| _____                  | _____                   | _____                       | _____                | _____                   |
| ● Business Group #3    |                         |                             |                      |                         |
| _____                  | _____                   | _____                       | _____                | _____                   |
| _____                  | _____                   | _____                       | _____                | _____                   |
| _____                  | _____                   | _____                       | _____                | _____                   |

**7.2 Related Businesses of Spouse and Minor Children**

| <u>Name of Company</u> | <u>Type of Business</u> | <u>Position in Business</u> | <u>Period (Year)</u> | <u>Relationship</u> | <u>% of Shares Held</u> |
|------------------------|-------------------------|-----------------------------|----------------------|---------------------|-------------------------|
| _____                  | _____                   | _____                       | _____                | _____               | _____                   |
| _____                  | _____                   | _____                       | _____                | _____               | _____                   |
| _____                  | _____                   | _____                       | _____                | _____               | _____                   |

Remarks (1) "Business Group" means

(1.1) Group of company that consist of parent company, subsidiary company, associated company.

(1.2) Group of company under control of the same person.

(2) "Related Businesses of Yourself"

(2.1) Classify in accordance with definition of Business Group under (1), in case the company is not a business group, each company will be considered as a separate business group.

(2.2) In case where a position of such business is chairman, executive director, or director with full signatory authority, please clarify.

**8. Litigation Records (Except Petty Mistakes)**

| <u>Court</u> | <u>Status</u><br>(Plaintiff / Defendant /<br>Interpleader) | <u>Type of Suit</u><br>(Civil / Criminal /<br>Bankruptcy) | <u>Charge or<br/>Accusation</u> | <u>Litigated<br/>Sum</u> | <u>Case<br/>No.</u> | <u>Judgment</u> |
|--------------|--|---|---------------------------------|--------------------------|---------------------|-----------------|
| _____        | _____  | _____   | _____                           | _____                    | _____               | _____           |
| _____        | _____  | _____   | _____                           | _____                    | _____               | _____           |



**9. Required documents certified by nominated candidates (Please specify reasons for unavailable items)**

- Copy of National identification card;
- Copy of house registration;
- Educational records / certificates;
- Evidence of tax payment of the previous year;
- Reference letter from a present or latest company (Company Testifying Form for non-Thai national);
- Immigration documents / Copy of valid passport (in case of non-Thai national);
- Reference letter or other document from financial institution or credit granting company or credit bureau or other related agency to warrant that is not defined as sub-standard borrower, doubtful, doubtful of loss, or loss.

**Part2 Qualifications and Prohibited Characteristics**

I hereby acknowledge that in the Bank's nominating process, the Bank will consider the qualifications and prohibited characteristics of directors under the relevant laws of which I am well-aware and I certify that:

- I have qualification without any prohibited characteristics specified by the laws governing Public Limited Companies Act B.E. 2535, Financial Institutions Businesses Act B.E. 2551, and Securities and Stock Exchange Act B.E. 2535 including relevant notifications;
- I lack certain qualification(s) or have some prohibited characteristics specified by the laws governing Public Limited Companies Act B.E. 2535, Financial Institutions Businesses Act B.E. 2551, and Securities and Stock Exchange Act B.E. 2535 including relevant notifications as follows:

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**Part3 Consent and Confirmation**

I (Mr. / Mrs. / Miss / Other \_\_\_\_\_) \_\_\_\_\_ person who is nominated for the Bank's director certify that above details and supplementary documents are complete, accurate, and true and I hereby give my permission to the Bank to disclose such information and supplementary documents.

\_\_\_\_\_  
Candidate's Signature  
( \_\_\_\_\_ )

Date \_\_\_\_\_