

**NOTICE OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS  
No.1/2021  
OF  
MAYBANK KIM ENG SECURITIES (THAILAND) PUBLIC COMPANY LIMITED**

Tuesday, November 16, 2021 at 14.30 hrs

via electronic method (E-EGM)

**Remark:** The Company will hold the Extraordinary General Meeting of Shareholders No.1/2021 via Electronic method channel only to provide conveniences for shareholders without travelling to join the EGM in person which could make shareholders at risk of contracting of the COVID-19 infection. Shareholders can join the EGM via electronic method by given instruction in this invitation letter.

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Ref. MBKETO 199/2021

November 1, 2021

**Subject: Invitation to attend the Extraordinary General Meeting of Shareholders No.1/2021**

**To: Shareholders  
Maybank Kim Eng Securities (Thailand) Public Company Limited**

**Attachments:**

1. Minutes of 2021 Annual General of Shareholders' Meeting held on April 8, 2021
2. The Company's Articles of Association regarding Procedures, Process and Vote Casting for the Shareholders' Meeting
3. Identity verification and process to attend the Extraordinary General Meeting No.1/2021 via electronic method (E-EGM)
4. Profile of the Independent Directors proposed by the Company to act as proxy for shareholders
5. Proxy Form A/ Proxy Form B / Proxy Form C (for Custodian)

Notice is hereby given by virtue of resolution of the Board of Directors of Maybank Kim Eng Securities (Thailand) Public Company Limited, at its meeting No. 11/2021, held on September 27, 2021 to convene the Extraordinary General Meeting No.1/2021 (the "Shareholders" Meeting") on Tuesday, November 16, 2021 at 14.30 hrs. The Shareholders' Meeting will be held via electronic method (E-EGM) pursuant to the Emergency Decree on Electronic Meeting B.E. 2563 (2020) to consider the following agenda:

**Agenda 1 To adopt the Minutes of the 2021 Annual General Meeting of Shareholders, held on April 8, 2021**

Objective and Reason: The Company held the 2021 Annual General Meeting of Shareholders on April 8, 2021 the Minutes of which is shown in the **Attachment 1**.

Board's Opinion: The Board of Directors viewed that the said Minutes was completely and correctly recorded in accordance with the resolutions passed by the shareholders' meeting and the Shareholders' Meeting was proposed to adopt the Minutes of the 2021 Annual General Meeting of Shareholders, held on April 8, 2021 and that the said Minutes should be certified as true and correct records of the Company.

Resolution: The resolution for this agenda must be passed by a majority of shareholders who attend the meeting and cast their votes (Clause 49.2 of the Company's Articles of Association).

**Agenda 2 To consider and approve the change of the Company name, the Amendment to the Memorandum of Association and the Company's Articles of Association to be in line with the change of the Company name**

Objective and Reason: In Conforming with the business plan of the Company, was proposed that the EGM consider and approve the change of the Company name, the Amendment to the Memorandum of Association and the Company's Articles of Association to be in line with the change of the Company name as follows:

Board's Opinion: The Board of Directors deemed it appropriate to propose that the EGM approves the change of the Company name, the Amendment to the Memorandum of Association and the Company's Articles of Association to be in line with the change of the Company name, including the delegation of relevant powers as proposed in all respects.

	ชื่อภาษาไทย	ชื่อภาษาอังกฤษ	ตัวย่อ หลักทรัพย์	โลโก้
ชื่อเดิม	บริษัทหลักทรัพย์ เมย์แบงก์ กิมเอ็ง (ประเทศไทย) จำกัด (มหาชน)	Maybank Kim Eng Securities (Thailand) Public Company Limited	MBKET	
ชื่อใหม่	บริษัทหลักทรัพย์ เมย์แบงก์ (ประเทศไทย) จำกัด (มหาชน)	Maybank Securities (Thailand) Public Company Limited	MST	

In addition, to reflect the change of the Company name was proposed that the EGM consider and approve the amendment to Clause 1. of the Company's Memorandum of Association to reflect the change of Company's name, by cancelling the former wording and adopting the following wordings in replacement thereof:

**Clause 1. Name of the Company**

“บริษัทหลักทรัพย์ เมย์แบงก์ (ประเทศไทย) จำกัด (มหาชน)”

And name English “Maybank Securities (Thailand) Public Company Limited”

In addition, to reflect the change of the Company name was proposed that the EGM consider and approve the Amendment to the Company's Articles of Association in Article 1. and 2. In chapter 1 - General concerning the Company's name, and in Article 66. In Chapter 9 - Additional Provisions concerning the company's seal, by adopting the following wordings in replacement of former ones:

<b>Article of Association</b>	
Former	Proposed
<b>Chapter I : General Provisions</b>	
1. This Articles of Association shall be called the Articles of Association of Maybank Kim Eng Securities (Thailand) Public Limited Company, abbreviated in Thai as “บมจ. หลักทรัพย์ เมย์แบงก์ กิมเอ็ง (ประเทศไทย)”, and named in English as “MAYBANK KIM ENG SECURITIES (THAILAND) PUBLIC COMPANY LIMITED.	1. This Articles of Association shall be called the Articles of Association of Maybank Securities (Thailand) Public Limited Company, abbreviated in Thai as “บมจ. หลักทรัพย์ เมย์แบงก์ (ประเทศไทย)”, and named in English as “MAYBANK SECURITIES (THAILAND) PUBLIC COMPANY LIMITED.
2. “Company” in this Articles of Association means Maybank Kim Eng Securities (Thailand) Public Company Limited.	2. “Company” in this Articles of Association means Maybank Securities (Thailand) Public Company Limited.

**Chapter IX: Additional Provisions**

<p>66. The Company’s Seal as is approved by the Board of Director of MKE Thailand</p>	<p>66. The Company’s Seal as is approved by the Board of Director of MKE Thailand</p>
<p>บริษัทหลักทรัพย์ เมย์แบงก์ กิมเอ็ง (ประเทศไทย) จำกัด (มหาชน) Maybank Kim Eng Securities (Thailand) Public Company Limited</p>	<p>บริษัทหลักทรัพย์ เมย์แบงก์ (ประเทศไทย) จำกัด (มหาชน) Maybank Securities (Thailand) Public Company Limited</p>

In this regard, the Board of Director was proposed the EGM consider and approve delegation of the authority to the Chief Executive Officer and / or persons assigned by the Chief Executive Officer to registration of the change of the Company name, the Amendment to the Memorandum of Association and the Company’s Articles of Association with Department of Business Development, Ministry of Commerce, to sign statements in documents application in order to effectuate and to amend or add wording, contact, provide information and take any necessary actions as instructed by the registrar.

**Resolution:** The resolution for this agenda must be passed by not less than three-fourth (3 out of 4) of the total number of votes of the shareholders who attend the meeting and have their voting rights (Clause 49.3 of the Company’s Articles of Association).

**Agenda 3 Any other business (if any)**

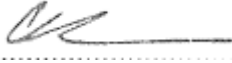
The Company has published the notice of the Extraordinary General Meeting No.1/2021 attached with the attachments on the Company’s website at [www.maybank-ke.co.th](http://www.maybank-ke.co.th) since October 20, 2021. Therefore, the Company hereby invites all shareholders to attend Extraordinary General Meeting of Shareholders No.1/2021 on Tuesday, November 16, 2021 at 14.30 hrs. The shareholders’ meeting will be held via electronic method (E-EGM) pursuant to the Emergency Decree on Electronic Meeting B.E. 2563 (2020). The registration to attend Extraordinary General Meeting of Shareholders No.1/2021 will be starting on November 1, 2021 at 09.00 hours. The Company will conduct the Meeting according to the Company’s Articles of Association regarding Procedures, Process and Vote Casting for the Shareholders’ Meeting as details in **(Attachment 2.)** (The Company’s Articles of Association regarding Procedures, Process and Vote Casting for the Shareholders’ Meeting).

The Company would like to seek the cooperation from the shareholders and/or proxies to study the conditions, the registration process, the preparation of identity documents as well as the voting process and vote counting procedures as set out in **Attachment 3.** (Identity verification and process to attend the Extraordinary General Meeting No.1/2021 via electronic method (E-EGM)). The shareholders or proxies shall deliver signed identity documents and signed proxy forms (in case of appointing the proxy) as set out in **Attachment 3.** (Identity verification and process to attend the Extraordinary General Meeting of Shareholders No.1/2021 via electronic method (E-EGM)) to Corporate Secretary Office, [cosecthailand@maybank-ke.co.th](mailto:cosecthailand@maybank-ke.co.th) within November 15, 2021. Once the Company has verified the list of shareholders according to the latest Record Date, we will then send back Username and Password to the email that sent to the Company for log in the EGM program via electronic method (E-EGM). The Company would seek the cooperation from the shareholders to proxy the Company’s Independent Directors to attend and vote on your behalf instead of attending the meeting themselves.

In this regard, the shareholders may appoint Ms. Sopawadee Lertmanaschai or Mr. Hans Johan Patrik Sandin, the Independent Directors of the Company, as the proxy to attend the meeting and cast the votes on the shareholder’s behalf. The details of the said independent directors are set out in **Attachment 4.** (Profiles of the Independent Directors proposed by the Company to act as proxy for shareholders). In addition, the Company will facilitate in affixing the stamp duty when registering to attend the meeting. The shareholders shall deliver the proxy form with the supporting documents, as detailed in **Attachment 3.** (Identity verification and process to attend the Extraordinary General Meeting of Shareholders No.1/2021 via electronic method (E-EGM)) to **Corporate Secretary Office, cosecthailand@maybank-ke.co.th within November 15, 2021 also.**

Sincerely yours,

Maybank Kim Eng Securities (Thailand) Public Company Limited



Mr. Arapat Sangkharat  
Director and Chief Executive Officer

Corporate Secretary Office  
Tel. +662-658-5000 ext. 6660

Remark:

1. For the attached proxy form, shareholders can also download the form via the Company's website, Investor Relations page>>Shareholder's Meeting>> Invitation to the Meeting at <https://www.maybank-ke.co.th/investor-relations/shareholders-meeting/invitation-letter-to-the-meeting/index.html>
3. Pursuant to the Extraordinary General Meeting of Shareholders No.1/2021 via DAP e-Shareholder Meeting, the Company will keep, use and disclose the personal data of shareholders to comply with the rules and regulations required by law whereby shareholders will be protected under the Personal Data Protection Act (Privacy Policy) or Privacy Notice as appears in the Company's website ([https://www.maybank-ke.co.th/download/PrivacyPolicy\\_TH.pdf](https://www.maybank-ke.co.th/download/PrivacyPolicy_TH.pdf))

## MINUTES OF THE 2021 ANNUAL GENERAL MEETING OF SHAREHOLDERS

## VIA ELECTRONIC METHOD (E-AGM)

## OF

MAYBANK KIM ENG SECURITIES (THAILAND) PUBLIC COMPANY LIMITED

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**Time and Place**

The Annual General Meeting of Shareholders via electronic method (E-AGM) was held on April 8, 2021 at 09.30 hrs. at The Offices at Central World, 20<sup>th</sup> Floor, 999/9 Rama 1 Road, Pathumwan, Bangkok 10330.

**Preliminary Proceeding**

Dr. Areepong Bhoocha-oom presided over the meeting with the following directors. There were 5 of 6 members on the Board of Directors or 83 percent of 5 members as a quorum in accordance with Company's Articles of Association, relevant rules and regulations on e-Meeting and auditor in attendance:

Name	Position
1. Dr. Areepong Bhoocha-oom	Chairman of the Board, Independent Director, Member of the Audit Committee, Member of the Nomination and Remuneration Committee and Chairman of Good Corporate Governance Committee
2. Ms. Sopawadee Lertmanaschai	Independent Director, Chairman of the Audit Committee, Chairman of the Nomination and Remuneration Committee and Member of Good Corporate Governance Committee
3. Mr. Hans Johan Patrik Sandin (attended meeting via electronic method from HongKong)	Independent Director and Member of the Audit Committee
4. Mrs. Hamidah Binti Moris (attended meeting via electronic method from Malaysia)	Director, Authorized Director, Member of the Nomination and Remuneration Committee, Member of Good Corporate Governance Committee
5. Mr. Koh Swee Ong	Director, Authorized Director and Chief Operating Officer

## Company's Auditor:

1. Ms. Ratana Jala	Certified Public Accountant, EY Office Limited.
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The Chairman informed the meeting regarding reasons and necessity as to the absence of the following directors who were unable to attend the meeting due to their prior engagement.

In addition, the Chairman introduced the Management as follows:

1. Mr. Arapat Sangharat	Deputy Chief Executive Officer
2. Mr. Prasert Tantayawit	MD, Investment Banking
3. Mr. Sombat Jiwariyavej	MD, Debt Capital Market
4. Mr. Sittiporn Sorngarn	MD, Retail Equities Business
5. Mr. Panu Nivatwong	Deputy MD, Institutional Sales
6. Ms. Areeya Kanchanabat	EVP, Head of Finance

The Chairman assigned Miss Panut Javalkul, the Corporate Secretary announced that there were 4 shareholders were present in person and 28 shareholders were present by proxy, totaling of 32 shareholders/proxies representing 479,628,893 shares, equivalent to 84.02% of the total shares of the Company. A quorum was, therefore, constituted in accordance with Clause 47 of the Articles of Association of the Company.

The Corporate Secretary declared the meeting duly convened and explained the voting procedures for each agenda as required by the SET's regulation on shareholders' meeting of the listed companies as well as rules and regulations on e-Meeting as follows:

### **Procedures for Vote Counting and Report on Voting Results**

#### **Voting Process**

1. The voting in each agenda would be proceeded openly, when it came the casting the vote time, the Company would notify the shareholders and open the DAP e-Shareholder Meeting for each agenda so that the shareholders could go back to the system to vote; and
2. The Shareholders or proxies could vote for each agenda by choosing one from three choices: "For" or "Against" or "Abstention". The vote casting could not be done in parts (except for the voting which was made by custodian); and
3. Any shareholders who failed to cast their votes in the program or failed to submit their votes into the system would be assumed to have approved (for) the agenda item as proposed by the Chairman.
4. After voting procedure close for each agenda, the shareholders could return to review the voting result by clicking the icon with the graph picture.

#### **Rules for Vote Counting**

1. The voting should be based on the one share one vote basis and the majority of votes should be deemed as criteria to obtain the resolution except as stated otherwise by laws. In the event of an equality of vote, the Chairman should be entitled to a second or casting vote in addition to those votes as a shareholder;
2. For the vote counting in each agenda item, "Against" and/or "Abstention" votes should be deducted from the total number of votes casted by the shareholders presenting at the Meeting. The remaining number of votes should be deemed as the approval (for) votes, provided that this had included those votes of shareholders by proxies casted in their respective proxy forms, which were previously recorded upon the registration; and
3. The voting results would be announced for votes as "For" "Against" or "Abstention". In each agenda item, the quorum would be based on the latest number of shares held by those presenting at the Meeting. For the purpose of transparency, the system would not be able to make any changes retroactively after the closure for vote processing in each agenda. If the vote processing was longer than usual in an agenda, the Company would immediately proceed to the following agenda for expedition, and the result of previous agenda would be immediately informed to the Meeting once available.

#### **Expressing Opinions and Asking**

The shareholders who wished to make inquiries or express their opinions could ask questions and share opinions in two period of time: (i) during each agenda and (ii) after the end of the meeting.

In this regard, if a shareholder wished to make inquiries or express their opinions, it was informed that the shareholders to type in the message box below the page and press "Send" in yellow sign and then press "Confirm" to send questions and opinion. The questions would be sent to a queue whereby the Company would call the names of the shareholders who send in the questions and asked to turn on the microphone or both microphone and camera on Webex system to ask question by themselves. Nevertheless, prior sending in the questions or expressing opinion, it was required that the shareholders informed the meeting their names and whether they were shareholders or proxies so



that it could be minute with accuracy and completion. The Company reserved the right to take any appropriate action to ensure that the Meeting was concise and effective.

The Corporate Secretary also informed the meeting of the Company's compliance with the Corporate Governance Code (CG Code) in the following issues:

- The Company allowed shareholders to propose additional agenda prior to this shareholders' meeting.
- The Company allowed shareholders to nominate qualified candidates to be elected in place of the directors who would be retired by rotation this year.

For the two above-mentioned issues, the shareholders were able to submit them to the Company's Board of Directors for consideration from December 1, 2020 until January 31, 2021. However, none of the shareholders proposed any agenda or nominate any candidate.

The Company made a statement that the system employed in the 2021 Annual General Meeting of Shareholders by electronic method (E-AGM) was operated by Digital Access Platform Company Limited (the subsidiary of Stock Exchange of Thailand), which had undertaken an assessment of conference control system by the service provider in accordance with the Notification of the Ministry of Information and Communication Technology Re: Standards for Electronic Conferencing Security B.E. 2557 (2014).

In order to have an independent person to witness the vote counting, the Chairman assigned the Corporate Secretary to inform the shareholders to send a representative to be such independent person. As such, the meeting of shareholders selected Ms. Montira Nitsuwan, a representative from EY Office Limited, who had no both connected with Company's auditor and appointed as Company's auditor in Agenda 7 of the 2021 Annual General Meeting of Shareholders by electronic method (E-AGM) to be their representative to witness the vote counting.

Before proceeding with the meeting, the Corporate Secretary informed the meeting that the shareholders may ask any question for each agenda but the question should be relevant to such agenda item in order to save time.

Before the meeting started, the Corporate Secretary informed the meeting that the Company had been certified as a member of the Collective Action Coalition Against Corruption ("CAC") on May 21, 2016 and recertified on May 22, 2019.

The Chairman then proceeded with the following agendas:

**Agenda 1 To adopt the minutes of the 2020 Annual General Meeting of Shareholders, held on August 14, 2020.**

The Chairman informed the meeting that the Board agreed to recommend to the shareholders' meeting to consider and approve the Minutes of the 2020 Annual General Meeting of Shareholders, held on August 14, 2020, which had been published to the Company's website and sent to all shareholders along with the invitation letter of the meeting.

After that, the Chairman asked if any shareholder would like to ask or comment.

There was no question or comment from the shareholders and proxies.

**Resolution:** The Meeting considered and unanimously resolved to certify the Minutes of the 2020 Annual General Meeting of Shareholders, held on August 14, 2020 as proposed by the Board of Directors, with majority votes of the shareholders who attending the Meeting and casting their votes as follows:

Voting	Number of Votes	
	1 share : 1 vote	Percent (%)
For	479,628,893	100.0000
Against	0	0.0000
Abstention	0	-
Invalid Ballot	0	-
Total 32 shareholders	479,628,893	100.0000

## Agenda 2 To acknowledge the report on the Company's performance the year 2020

The Chairman invited Mr. Arapat Sangharat, Deputy Chief Executive Officer, to report on the Company's performance for the year 2020 for the meeting to acknowledge the same. Details of the performance were as shown in the 2020 Annual Report which was sent to all shareholders along with the invitation letter of the meeting.

### 2020 Performance

Company's financial position for the year 2020 was strong, maintained consistently on shareholders' equity and business capability on securities business as follows:

- **Revenue:** In 2020, the company had the revenue from brokerage both from securities brokerage and investment banking with the increase of 17% in total revenue from THB 2,403 Million in 2019, to THB 2,818 Million in 2020.
- **Expense:** In 2020, the company had the expense increase by 6% from the investment of expanding business and staff hiring from THB 2,084 Million to THB 2,218 Million. However, the expense in 2020 had been increased, the ratio between the revenue and expense of the company became lower than previous year with 87% in 2019 to 79% in 2020. The reason came from the increase of the productivity of the organization.
- **Net profit:** In 2020, the net profit of the company doubled from 2019 due to the increase of the revenue and the efficiency of expense control. This had made the company's net profit increase from THB 255 Million in 2019 to THB 484 Million in 2020.
- **Assets:** The total asset of the company increase 18% from the increase of the securities business debtor from the trading volume of securities and the investment capital which increased by Single Stock Future Block Trade. The total asset increased from THB 16,138 Million to THB 19,086 Million.
- **Liabilities:** The liabilities. As of 2020, the company had liabilities of about THB 19,086 Million. The total liabilities increased 22% from the increase of loan to accommodate the increase of the transactions. Also, this included the increase of the securities business creditors from the trading volume. The ratio of the owner was still close to same level.

### The success of the company business performance in 2020

Besides the better business performance, the company had still other business units which was the expansion from the existing business as follows:

#### **The Debt Capital Market**

- To initiate the debt capital market unit and be on shelf in the primary market
- To underwrite the debentures and had sale volume of 36 times higher from 2019.

### **Wealth Management**

- To initiate the wealth management unit to provide service amid the change of the customers' behavior by opening its 1<sup>st</sup> "Investment Management" lounge on the 21<sup>st</sup> floor of the company's headquarter.
- To increase the competitiveness of the company as the service provider in the investment advisory service as a one stop investment advisory service provider.

### **Digital Fundamental Creation**

- To provide the online service to increase the convenience for customers.
- To develop the Maybank Trade application to increase the potential in the seamless usage of the app with 2/3 users of the total customers.
- To develop and improve the information technology to cover the customer's utilization with modern technology which had stability and security.

### Company Strategy in 2021

- **The proportion of the investors in the SET**

The proportion of the retail investors increased significantly in 2020 when compared to institutional investors. The value of the trading volume of the retail investors had increased highest in 20 years with THB 29,000 Million per day in 2020. In the mutual fund market, the investors who were "y and z" generations had increased constantly and became the main group of investors with 1/3 of the total mutual fund investors in 2018 and also demanded various types of mutual fund products.

At present, people who could access the capital market investment was 1 in 3 of the total country's taxpayers with the increasing number if the investors in all regions especially Y and Z generations which the ratio of capital market access had accelerated rapidly and would become important basis of the future capital market and these groups of investors used the online channel.

- **Financial Institutions, Securities Brokerages and Fintech had developed online channel**  
The internet trading accounts of the company's customers increased significantly in the past 10 years.
- **Portfolio Allocation**
  - KPI Measurement and Business Analytics to drive business growth
  - Customer Experience and Customer Journey
- **Retail Securities Brokerage Service**
  - Focus on Margin Loan and Single Stock Future Block Trade
  - Elevate the Productivity thru KPI 3 angles which were acquiring new customers, reviving ex-customers to use the service and to offer the products with variety.
  - Increased the efficiency in Digital
    - I. Corporate Branding and Digital Marketing
    - II. E-Account Opening Elevation
    - III. Maybank Trade Application Elevation

### Other Company Strategy in 2021

- Securities Brokerage and Institutional Brokerage Service
  - Increased Share of Wallet for local institutional investors
  - Open the market to foreign institutional investors
  - Develop DMA for global firms
- Wealth Management Service
  - To offer financial planning service and portfolio allocation for each customer
  - To cover the mutual fund products for both local and foreign markets.
- Investment Banking and Debt Capital Markets business

- Focus on IPO in large scale company, good fundamental or mutual funds/trust with stable return of investments.
- Expand the debt capital market to secondary market to meet customer's expectation.
- Derivative Warrant Business
  - To expand the base of service provider for Single Stock Future Block Trade
  - To offer the structure product in the half year period

Mr. Arapat Sangharat reported the shareholders on the honor prizes awarded to the Company, i.e. Best Institutional Broker in Thailand 2018-2020, Best Broker in Southeast Asia from Alpha Southeast Asia as well as credit-rating "AA" (tha) from Fitch Rating Thailand and Excellent level CGR reporting from Institute of Thai Directors (IOD).

#### Corporate Social Responsibility and Anti-Corruption

The Company emphasized the business operation under ESG (Environmental Social Governance) principle with the sustainable business management with care on the society, environment and good governance.

- Research released the analysis of the listed companies with ESG operation.
- Recommended the product i.e. stock, mutual fund with ESG policy.
- Policy of social responsibilities in society, community and environment.
- Policy of social responsibility in educating the customers and investors.
- Organized the seminars to general public and local institutional customers thru online channel.
- Certified as a member of the Collective Action Coalition Against Corruption ("CAC") on May 21, 2016 and recertified on May 20, 2019.

After that, the Chairman asked if any shareholder would like to ask or comment.

There was no question or comment from the shareholders and proxies. The Chairman then asked the meeting to acknowledge the Company performance for 2020.

**Resolution:** That the Meeting acknowledged the Company's performance for 2020 as reported by the Deputy CEO.

#### **Agenda 3 To consider and approve the Financial Statements and Auditor's report for the year ended December 31, 2020**

The Chairman informed the meeting that Clause 54 of the Company's Articles of Association required the Board of Directors to arrange for the Company's financial statement at the end of accounting period in order to present to the shareholders at the annual general meeting. In this regard, the Board had already arranged for the financial statement for an accounting period ending December 31, 2020 which were approved by the Audit Committee and audited by the auditors. The statements were sent along with the invitation letter to the meeting. The Chairman assigned Ms. Areeya Kanchanabat, Head of Finance to summarize the financial statement for the year ended December 31, 2020 for the meeting's acknowledgement.

Ms. Areeya Kanchanabat reported that refer to the previous agenda regarding the performance of the Company for 2020, profit for this year was THB 484.45 million increased from THB 254.75 million in 2019. Total assets were increased from 16,137.70 million in 2019 to THB 19,085.67 in 2020. Total liabilities were increased from THB 11,860.28 million in 2019 to THB 14,484.11 million in 2020. The auditor had audited the accompanying financial statements and discussed with Management, and auditor's opinion on the financial statements was unqualified opinion.

After that, the Chairman asked if any shareholder would like to ask or comment.

There was no question or comment from the shareholders and proxies.

**Resolution:** The Meeting considered and unanimously resolved to consider and approve the Financial Statements and Auditor's report for the year ended December 31, 2020 as proposed by the Board of Directors, with majority votes of the shareholders who attending the Meeting and casting their votes as follows:

Voting	Number of Votes	
	1 share : 1 vote	Percent (%)
For	479,628,893	100.0000
Against	0	0.0000
Abstention	0	-
Invalid Ballot	0	-
Total 32 shareholders	479,628,893	100.0000

#### Agenda 4 To consider and approve dividend payment for the year 2020

The Chairman assigned Ms. Areeya Kanchanabat, Head of Finance to explain the subject matter. As the Company's net profit for the year 2020 was THB 484.45 million, the Board had resolved and proposed the meeting to consider its resolution on dividend payments as follows:

1. The Company should allocate not less than 5% of its annual net profit to be legal reserve until that legal reserve reaches a level equal to not less than 10% of the registered capital. Currently, the Company had legal reserve of THB 286,125,000 which was equal to 10% of the registered capital. Hence, there is no need for the Company to allocate its annual net-profit to be legal reserve.

2. The Company made 1 interim dividend payments from Company's profit to the shareholders in the total amount of THB 57.08 million, equivalent to the rate of THB 0.10 per share (net profit and net retained earnings for the period of January 1 to June 30, 2020). The payment date was made on September 11, 2020 which was approved by the Board Meeting on August 14, 2020.

3. The Company should make dividend payment for the operating result of the year 2020 of THB 0.50 per share to the shareholders in the total amount of THB285.41 Million. The total dividend for 2020 is 0.60 Baht per share or the pay-out ratio was 71% of the net profit which was higher than the Company's dividend payment policy at the rate not less than 40% of each year's net profit

The Board had recommended the Shareholders' Meeting for approval of dividend payment for the operating result of the year 2020 of THB 0.50 per share to the shareholders in the total amount of THB285.41 Million and acknowledgement of interim dividend payment for the Company's performance of the year 2020. The Company's Board of Directors had its resolution on August 14, 2020 for the approval of interim dividend payment of THB 0.10 per share, which was paid on September 11, 2020, totaling approximately THB 57.08 million.

After that, the Chairman asked if any shareholder would like to ask or comment.

There was no question or comment from the shareholders and proxies.

**Resolution:** The Meeting considered and unanimously resolved to consider and approve dividend payment for the operating year 2020 and acknowledgement of interim dividend payment for the Company's performance of the year 2020 as proposed by the Board of Directors, with majority votes of the shareholders who attending the Meeting and casting their votes as follows:

Voting	Number of Votes	
	1 share : 1 vote	Percent (%)
For	479,628,893	100.0000
Against	0	0.0000
Abstention	0	-
Invalid Ballot	0	-
Total 32 shareholders	479,628,893	100.0000

**Agenda 5 To consider and appoint directors in place of those retiring by rotation**

Dr. Areepong Bhoocha-oom, Chairman, assigned Ms. Sopawadee Lertmanaschai, Chairman of Nomination and Remuneration Committee, to explain the matter to be considered as Dr. Areepong Bhoocha-oom and Mr. Koh Swee Ong were stakeholders in this agenda and had to leave the meeting room. Ms. Sopawadee Lertmanaschai announced that Clause 22 of the Company's Articles of Association stipulates that one-third of the Company's directors must retire by rotation at the end of the tenure. The current number of directors now was 6; therefore, 2 directors shall resign. As such, the directors who were due to retire by rotation this year are Ms. Sopawadee Lertmanaschai and Mr. Montree Sornpaisarn.

- |    |                          |   |
|----|--------------------------|---|
| 1. | Dr. Areepong Bhoo-chaoom | Independent Director and Chairman of the Board of Directors |
| 2. | Mr. Koh Swee Ong         | Director and Chief Operating Officer                        |

The Chairman of Nomination and Remuneration Committee stated that the Nomination and Remuneration Committee, excluding the nominated/interested director who abstained from voting, was of the opinion that Dr. Areepong Bhoo-chaoom and Mr. Koh Swee Ong were qualified in accordance with the Public Company Limited Act, the Securities and Exchange Act, are knowledgeable and capable with strong determination in performing their duties as the Company's directors. During the past period, her and his performance had been taken in good faith and in the best interest of the Company and the shareholders. The independent director was capable of giving opinions independently and was qualified in accordance with the relevant regulations, all of which would enhance the Company's growth. Therefore, the Nomination and Remuneration Committee agreed to re-appoint the two retiring directors to be the Company's directors for another term which directors' remuneration may cause conflict of interest for all directors without special stake in such agenda. In this regard, the Board of Directors resolved with the recommendation made by the Nomination and Remuneration Committee to propose this agenda to the shareholders. Details of age, percentage of shareholding, educational background, work experiences, and the meeting attendance of the nominated directors were included in the invitation letter.

Ms. Sopawadee Lertmanaschai, the Chairman of Nomination and Remuneration Committee, declared that in accordance with the good corporate governance, the nominated directors had left the meeting room, in order to allow the shareholders to enquire or give any comment.

The Chairman of Nomination and Remuneration Committee asked if any shareholder had any question.

There was no question or comment from the shareholders or proxies. The Chairman of Nomination and Remuneration Committee, thus, called for voting for each director.

**Resolution:** The Meeting considered and unanimously resolved to re-appoint Dr. Areepong Bhoo-chaoom and Mr. Koh Swee Ong for another term according to the Board of Directors' proposal, with majority votes of the shareholders who attending the Meeting and casting their votes as follows:

Dr. Areepong Bhoo-chaoom

Voting	Number of Votes	
	1 share : 1 vote	Percent (%)
For	479,628,893	100.0000
Against	0	0.0000
Abstention	0	-
Invalid Ballot	0	-
<b>Total 32 shareholders</b>	<b>479,628,893</b>	<b>100.0000</b>

**Resolution:** The Meeting considered and unanimously resolved to re-appoint Dr. Areepong Bhoo-chaoom for another term according to the Board of Directors' proposal, with majority votes of the shareholders who attending the Meeting and casting their votes.

Mr. Koh Swee Ong

Voting	Number of Votes	
	1 share : 1 vote	Percent (%)
For	479,628,893	100.0000
Against	0	0.0000
Abstention	0	-
Invalid Ballot	0	-
Total 32 shareholders	479,628,893	100.0000

**Resolution:** The Meeting considered and unanimously resolved to re-appoint Mr. Koh Swee Ong for another term according to the Board of Directors' proposal, with majority votes of the shareholders who attending the Meeting and casting their votes.

**Agenda 6 To consider and approve the remuneration of the Company's directors and sub-committee members for the year 2021**

The Chairman invited Ms. Sopawadee Lertmanaschai, Chairman of the Nomination and Remuneration Committee, to explain the matter to be considered and informed the meeting that the Board of Directors agreed with the Nomination and Remuneration Committee's recommendation to pay the directors' remuneration for the year 2021 at the amount of no more than THB 11,000,000 (Eleven million baht) with no any other benefits. In this regard, the Company's Board of Directors had carefully considered the compensation for the directors and endorsed the compensation of the directors as proposed.

Then, the Chairman asked if the shareholder had any question.

There was no question from the shareholders, thus the Chairman called the voting in accordance with Clause 42 of the Articles of Association of the Company and Section 90 of the Public Limited Company Act. This resolution for this agenda must be passed by not less than two-third (2/3) of the total number of votes of the shareholders who attend the meeting.

**Resolution:** The Meeting considered and unanimously resolved to consider and approve the remuneration of the Company's directors and sub-committee members for the year 2021 as proposed by the Board of Directors, by no less than two-third (2/3) of the total number of votes of the shareholders who attended the meeting and had the right to cast their votes as follows:

Voting	Number of Votes	
	1 share : 1 vote	Percent (%)
For	479,628,893	100.0000
Against	0	0.0000
Abstention	0	-
Invalid Ballot	0	-
Total 32 shareholders	479,628,893	100.0000

**Agenda 7 To consider and appoint the company's auditors and to fix the audit fee for the year 2021**

The Chairman invited Ms. Sopawadee Lertmanaschai, Chairman of Audit Committee, to inform the meeting that Clause 58 of the Company's Articles of Association required the annual general meeting of shareholders to appoint the Company's auditors. The Audit Committee and the Board of Directors had already considered and agreed to recommend the appointment of the following auditors from EY Office Limited:

Ms. Ratana Jala, C.P.A. Registration No. 3734; or  
 Ms. Somjai Khunapasut, C.P.A. Registration No. 4499; or  
 Ms. Wanwilai Phetsang, C.P.A. Registration No. 5315; or  
 Ms. Sirikorn Plernpissiri, C.P.A. Registration No. 5234

be appointed as the Company's auditors for the accounting period of 2021. The auditors' fee for 2021 would be no more than THB 2,900,000 (Two million nine hundred thousand baht), excluding out of pocket expenses which was same, compared to what was approved last year. (All information for consideration was shown in the invitation letter previously sent to the shareholders.). Then the Chairman requested the meeting to consider this matter.

The proposed auditors have no relationship or stake holding with the Company/subsidiary/management/major shareholders or persons related to such persons.

The Company's current auditor was Ms. Ratana Jala C.P.A. Registration No. 3734; or Ms. Somjai Khunapasut, C.P.A. Registration No. 4499; or Ms. Wanwilai Phetsang, C.P.A. Registration No. 5315; or Ms. Sirikorn Plernpissiri, C.P.A. Registration No. 5234 of EY Office Limited as the Company's auditors for the fifth year. Ms. Ratana Jala C.P.A. Registration No. 3734 had been signed the Company's Financial Statements since 2019 (2021 would be for the third year). So far, the Company's external auditor and conformed to well practice of audit principles.

The Chairman asked if the shareholders had any question.

There was no question from the shareholders or proxies, thus the Chairman requested the shareholders to vote for this matter.

**Resolution:** The Meeting considered and unanimously resolved, with majority votes of the shareholders who attending the Meeting and casting their votes that Ms. Ratana Jala C.P.A. Registration No. 3734; or Ms. Somjai Khunapasut, C.P.A. Registration No. 4499; or Ms. Wanwilai Phetsang, C.P.A. Registration No. 5315; or Ms. Sirikorn Plernpissiri, C.P.A. Registration No. 5234 of EY Office Limited to be appointed as the Company's auditors for the accounting period of 2021. Ms. Ratana Jala C.P.A. Registration No. 3734 had been signed the Company's Financial Statements since 2019 for third year, any one of these being authorized to conduct the audit and to express an opinion on the financial statements of the Company. In the absence of the above-mentioned auditors, EY Office Limited was authorized to identify other Certified Public Accountant of EY Office Limited to carry out the work. The auditors' remuneration for 2021 would not be over THB 2,900,000 (Two million seven hundred thousand baht) excluding out of pocket expenses with no any other benefit as the Chairman of the Audit Committee proposed as follows:

Voting	Number of Votes	
	1 share : 1 vote	Percent (%)
For	479,628,893	100.0000
Against	0	0.0000
Abstention	0	-
Invalid Ballot	0	-
Total 32 shareholders	479,628,893	100.0000



**Agenda 8 To consider and approve the renewal of debenture program in the amount not exceeding THB 10 billion or the equivalent amount in other currencies (revolving)**

The Chairman assigned Ms. Areeya Kanchanabat, Head of Finance, to explain the matter to be considered. Ms. Areeya explained that, in order to be an alternative source of funding which could reduce the Company's interest expense, to support the Company's business expansion, such as issuing derivative warrants (DW), lending margin loan for stock trading, etc., as well as to provide for future investment needs and working capital for the Company. Details of the issuance and offering of debentures (as shown in the invitation letter) are set out below:

**Details of Debentures**

Type :	Specify or not specify the name of debenture holder/ subordinated or unsubordinated/ secured or unsecured debenture with or without Debenture Holder Representative, subject to market condition at each time of issuing and offering the debentures.
Offering Size:	Up to THB 10,000,000,000 or equivalent amount in other currencies (revolving).
Par value:	THB 1,000 per unit
Term:	Not exceeding 3 years from the issue date
Offering Type:	To offer in domestic and/or foreign market to the public and/or specific investors and/or high net worth investors and/or domestic institutional investors and/or foreign institutional investors. The debentures may be offered at once or divided into a series of allotments.
Interest:	Subject to prevailing market conditions at the time of issue and offer for sale
Early redemption:	The debenture holders have or do not have the right to request the Company for early redemption of the debentures and the Company has or does not have the right to redeem the debentures prior to maturity, as agreed and prescribed in the terms of debentures at each issuance.

And to empower the Board of Directors and/or the Management Committee to take the following actions:

a) to determine the details and other conditions in connection with the issuance and offering of debentures such as determination of interest rate, offering method, amount of debentures to be issued and offered on each occasion, type of debentures, security, offering price per unit, maturity, redemption period, early redemption, payment method of principal and interest, allocation method and details on the offering; and

b) to enter into negotiations, agreements and execution of agreements, documents, applications for permission and necessary evidence required in relation to the debentures, as well as to communicate and submit such applications for permission or waiver, documents and evidence to the relevant authorities or agencies concerning the issuance and offering of debentures and the listing of debentures on domestic or overseas secondary market.

c) To perform other duties in order for the above task to be fulfilled.

The Chairman asked if the shareholders had any question.

There was no question from the shareholders or proxies, thus the Chairman requested the shareholders to vote for this matter.

This agenda needed a resolution of no less than three-fourth (3/4) of the total number of shareholders present at the meeting.

**Resolution:** The Meeting considered and unanimously resolved to consider and approve the renewal of debenture program in the amount not exceeding THB 10 billion or the equivalent amount in other currencies (revolving) as proposed by the Board of Directors, by no less than three-fourth (3/4) of the total number of votes of the shareholders who attended the meeting and had the right to cast their votes as follows:

Voting	Number of Votes 1 share : 1 vote	Percent (%)
For	479,628,893	100.0000
Against	0	0.0000
Abstention	0	-
Invalid Ballot	0	-
Total 32 shareholders	479,628,893	100.0000

**Agenda 9 To consider and approve the issuance and offering of Structured Notes with the amount of not exceeding THB 4,200 million**

The Chairman assigned Ms. Areeya Kanchanabat, Head of Finance, to explain the matter to be considered. Ms. Areeya explained that, in order to be new source of capital due to structured notes can be customized to clients' needs, expanding product varieties to wealthy clients and keeping clients' assets within the company's management.

However, with respect to the details and other conditions in connection with the issuance and offering of structured notes such as determination of interest rate, offering method, amount of structured notes to be issued and offered on each occasion, term and type of structured notes, underlying assets, offering price per unit, maturity, redemption period, early redemption, payment method of principal and interest, allocation method and any details on the offering, etc., the meeting of shareholders is requested to authorize the Board of Directors and/or the Management Committee to determine them at the relative time.

**Details of Structured Notes**

- Type : Structured notes, in type of named of certificate or bearer instrument, subordinated or unsubordinated, secured or unsecured and with or without the representative of structured notes.
- Term : Not exceeding 3 years from the issue date of the structured notes
- Total outstanding value of structured notes : Par value not exceeding THB 4,200 million at any time.
- Underlying assets : Securities or index, which may be SET50 Index, SET100 Index, SET Index or securities listed on the SET, which may be individual securities, group of securities or index of other type of securities.

Underlying assets specified by the relevant regulations of the SEC, namely:

- (i) price or return on Thai securities, group of Thai securities, or index of group of Thai securities;
- (ii) price or return on group of foreign securities traded on organized exchanges, or index of such group of foreign securities, in case the offering of structured notes will be made to institutional or high net worth investors;
- (iii) cash inflow/cash outflow;
- (iv) underlying asset price or index of underlying assets;
- (v) gold price or gold price index;
- (vi) exchange rate of foreign currencies;
  - a. interest rate
  - b. credit derivative where type and feature are as specified by the SEC
- (vii) credit ratings or credit events of debt instruments or bonds, or other type of debt instruments having similar characters, or credit ratings or credit events of repayment ability of the issuer of such debt instruments or debtors of the Company; or
- (viii) other underlying specified by the office of the SEC with consent of the SEC.

Repayment of principal/ payment of return : In cash, delivery of underlying assets or securities which are not securities issued by the Company and/or delivery of other assets.

Allocation method : Domestic and/or international offering to the public and/or institutional investors and/or high net worth investors and/or specific investors not exceeding 10 persons during any 4-month period. The structured notes may be offered in the same set or several sets at the same time or several times. The Company may issue additional structured notes with revolving basis with an amount equal to the structured notes which have been redeemed or repurchased by the Company.

And to empower the Board of Directors and/or the Management Committee to take the following actions:

- a) to offer on each occasion, term and type of structured notes, underlying assets, offering price per unit, maturity, redemption period, early redemption, payment method of principal and interest, allocation method and any details on the offering, etc.; and
- b) to enter into negotiations, agreements and execution of agreements, documents, applications for permission and necessary evidence required in relation to the structured notes, as well as to communicate and submit such applications for permission or waiver, documents and evidence to the relevant authorities or agencies concerning the issuance and offering of structured notes and the listing of the structured notes on domestic or overseas secondary stock exchange.
- c) To perform other duties in order for the above task to be fulfilled.

After that, the Chairman asked if any shareholder would like to ask or comment.

There was no question or comment from the shareholders and proxies.

This agenda needed a resolution of no less than three-fourth (3/4) of the total number of shareholders present at the meeting.

**Resolution:** The Meeting considered and unanimously resolved to consider and approve the issuance and offering of Structured Notes with the amount of not exceeding THB 4,200 million as proposed by the Board of Directors, by no less than three-fourth (3/4) of the total number of votes of the shareholders who attended the meeting and had the right to cast their votes as follows:

Voting	Number of Votes 1 share : 1 vote	Percent (%)
For	479,628,893	100.0000
Against	0	0.0000
Abstention	0	-
Invalid Ballot	0	-
Total 32 shareholders	479,628,893	100.0000

#### Agenda 10 To consider and approve the amendment of the Company's Articles of Association

The Chairman assigned Ms. Panut Javalkul, Corporate Secretary to report the matter to be considered. Pursuant to According to the Order of Head of the National Council for Peace and Order No. 21/2560 (A.D.2016) Re: Amendment to the Laws to Accommodate Business Operation, Section 100 of the Public Limited Companies Act B.E. 2535 regarding calling for shareholders' meeting by shareholders had been amended. In order to comply with the Public Limited Company Act, the Board of Directors deemed appropriate to propose the Amendment to Article 44 of the Company's Articles of Association to shareholder's meeting for approval. The details were as follows. To conform to the Public Limited Company Act B.E. 2535, Section 31: "Subject to section 19 paragraph two, the company might alter its memorandum of association or Articles of association upon a resolution being passed to that effect at the meeting of shareholders with the votes of not less than three-fourths of the total votes of shareholders attending the meeting and having the right to vote".

The Board viewed that it was advisable to provide in the Company's Articles of Association to conform with to the amendment of PUBLIC LIMITED COMPANIES ACT, B.E. 2535 (1992) Section 100. The Shareholders Meeting was therefore proposed to approve the amendment of the Company's Articles of Association article 44 as details set out below:

#### Details for amendment

<b><u>Company's Articles of Association</u></b>		
<b>Article</b>	<b>Current</b>	<b>(Draft) Amendment</b>
44.	The board of directors shall organize a shareholders' meeting, which is an annual ordinary general meeting of shareholders within four months after the last day of the fiscal year of the Company. <u>Shareholders meeting other than the one referred shall be called extraordinary general meeting. The board of directors may call an extraordinary meeting of shareholders at any time as the board consider expedient to do so, or the shareholders holding shares amounting to not</u>	The board of directors shall organize a shareholders' meeting, which is an annual ordinary general meeting of shareholders within four months after the last day of the fiscal year of the Company. <u>One or more shareholders holding the aggregate number of shares of not less than ten percent of the total number of shares sold may, by subscribing their names, request the board of directors in writing to call an extraordinary meeting at any time, but the</u>

<p><u>less than one-fifth of the total number of shares sold or shareholders numbering not less than twenty five persons holding shares amounting to not less than one-tenth of the total number of shares sold may submit their request directing the board of directors to call an extraordinary general meeting at any time, but the reasons for calling such meeting shall be clearly stated in the request . The board of directors shall proceed to call a meeting of shareholders within one month after receiving such request from the shareholders.</u></p>	<p><u>reasons for calling such meeting shall be clearly stated in such request. In this regard, the board of directors shall proceed to call a meeting of shareholders to be held within forty-five days as from the date the request in writing from the shareholders is received.</u></p> <p><u>In case the board of directors fails to arrange for the meeting within such period under paragraph one, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five days as from the date of expiration of the period under paragraph one. In such case, the meeting is deemed to be shareholders' meeting called by the board of directors and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.</u></p> <p><u>“In the case where, at the meeting called by the shareholders under paragraph two, the number of the shareholders presented does not constitute quorum as prescribed by section 103, the shareholders under paragraph two shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting</u></p>
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Also, the Shareholders Meeting was proposed to consider and approve to grant authorization to the Board of Directors and /or grant authorization to any other person to act on the Board of Directors’ behalf for the amendment of the Company’s Articles of Association, Clause 44 by instruction of the Registrar of Department of Business Development (DBD), Ministry of Commerce shall be within 14 working days from the AGM’s resolution date.

After that, the Chairman asked if any shareholder would like to ask or comment.

There was no question or comment from the shareholders and proxies.

This agenda needed a resolution of no less than three-fourth (3/4) of the total number of shareholders present at the meeting.

**Resolution:** The Meeting considered and unanimously resolved to consider and approve the amendment of the Company's Articles of Association clause 44 proposed by the Board of Directors, by no less than three-fourth (3/4) of the total number of votes of the shareholders who attended the meeting and had the right to cast their votes as follows:

Voting	Number of Votes	Percent (%)
	1 share : 1 vote	
For	479,628,893	100.0000
Against	0	0.0000
Abstention	0	-
Invalid Ballot	0	-
Total 32 shareholders	479,628,893	100.0000

**Agenda 12 Other Business (if any)**

The Chairman informed that no shareholders propose any topic for the meeting to consider.

Then, the Chairman gave an opportunity for the shareholders to ask any question but there was no further question.

The Chairman thanked the meeting and adjourned the meeting at 10.45 hrs.



(Dr. Areepong Bhoocha-oom)

Chairman



Recorded by: (Ms. Panut Javalkul)

Corporate Secretary

The Company's Articles of Association regarding Procedures,  
Process and Vote Casting in the Shareholders' Meeting

**Chapter VI: Shareholder Meetings**

44. The board of directors shall organize a shareholders' meeting, which is an annual ordinary general meeting of shareholders within four months after the last day of the fiscal year of the Company. One or more shareholders holding the aggregate number of shares of not less than ten percent of the total number of shares sold may, by subscribing their names, request the board of directors in writing to call an extraordinary meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request. In this regard, the board of directors shall proceed to call a meeting of shareholders to be held within forty-five days as from the date the request in writing from the shareholders is received.

In case the board of directors fails to arrange for the meeting within such period under paragraph one, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five days as from the date of expiration of the period under paragraph one. In such case, the meeting is deemed to be shareholders' meeting called by the board of directors and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.

"In the case where, at the meeting called by the shareholders under paragraph two, the number of the shareholders presented does not constitute quorum as prescribed by section 103, the shareholders under paragraph two shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting.

45 In calling a shareholders' meeting, the board of director shall prepare a written notice calling the meeting that states the place, date, time, agenda of the meeting and the matters to be proposed to the meeting with reasonable details by indicating clearly whether it is the matter proposed for information, for approval or for consideration, as the case may be, including the opinions of the board of directors in the mentioned matters. The notice shall be delivered to the shareholders and the registrar for their information at least seven days prior to the date of the meeting. The notice calling for the meeting shall also be published in the newspaper for three consecutive days at least three days prior to the date of the meeting.

46 At the shareholders' meeting, shareholders may appoint proxies to attend the meeting and vote on their behalf. The power of attorney must be in writing and signed by authorizer and in a form required by registrar of the public company. The authorizer must give this proxy to Chairman of the meeting or person authorized by the Chairman at the meeting location prior to attending the meeting. The proxy must at least include the following:

- (a) The number of shares held by the authorizer.
- (b) Name of Authorizer.
- (c) No. of the meeting the person is authorized by the shareholder to attend and vote on his or her behalf.

47 In order to constitute a quorum at the shareholder meeting, there shall be shareholders and proxies (if any) attending at a shareholder meeting amounting to not less than twenty five persons or not less than one half of the total number of shareholders and shareholders shall hold shares amounting to not less than one-third of the total number of shares sold of the Company.

At any shareholder meeting, if one hour has passed since the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum as stated and the shareholder, such meeting cancelled, requested such a meeting. But if the meeting was not called as a result of a request by the shareholders, the meeting shall be called once again and the notice calling for the meeting shall be delivered to shareholders not less than seven days prior to the date of the meeting. In this subsequent meeting a quorum is not required.

48 Chairman of the Board is Chairman of the shareholders' meeting. In a case when the Chairman is not in the meeting or cannot perform his or her duty and if there is a vice-chairman, the vice-chairman will act

as Chairman. If there is no vice-chairman or he or she cannot perform the duty, the attending shareholders shall select one shareholder to be the Chairman of the meeting.

49 The resolution of the shareholder meeting shall comprise the following votes:

- 49.1 A final decision or resolution at the shareholder meeting shall be made by voting. Regardless of how the vote is cast, there shall be always one share for one vote.
- 49.2 In an ordinary event, the majority vote shall be considered from the shareholders attending the meeting and cast their votes. In case of a tie vote, the chairman of the meeting shall have a decisive vote.
- 49.3 In the following events, a vote of not less than three quarters of the total number of votes of shareholders who attend the meeting and who have the right to vote is required:
- (a) The sale or transfer of the whole or important parts of the business of the company to other persons;
  - (b) The purchase or acceptance of transfer of business of other companies or private companies by the Company;
  - (c) The making, amending or terminating of the contracts regarding the granting of a lease in whole or in important parts of the business of the Company, the assignment of the management of the company's business to any other persons or the amalgamation of business with other for the purpose of profit and loss sharing.
  - (d) Amending, adding the company's Memorandum of Association and Articles of Association.
  - (e) Merger or terminating the company.
  - (f) Issuance of debenture.

In a case if the shareholder has any special benefit in any issue, such shareholder will not have a right to vote on such issue except when casting vote to elect the directors.

50. The matters to be considered or executed at the ordinary general meeting are at least the followings:
- (a) Acknowledge reports of the board of directors concerning the operation of the company's business for the past year.
  - (b) Approve the balance sheet and the statement of profit and loss;
  - (c) Approve the allocation of profit
  - (d) Elect directors in replacement of the retirement of the directors' term of office;
  - (e) Appoint auditors for the company and fix the auditing fee.
  - (f) Other issues (if any).
51. The Company shall submit the existing list of shareholders at the date of the annual ordinary general meeting by stating name, nationality, address, number of the holding shares and number of share certificates to the registrar within one (1) month after the date of the meeting.



Required Identity verification and process to attend the Shareholders Meeting via electronic method (E-EGM)

The Company will hold the Extraordinary General Meeting of Shareholders No.1/2021 on Tuesday, November 16, 2021 at 14.30 hrs. via electronic method (E-EGM) pursuant to the Emergency Decree on Electronic Meeting B.E. 2563 (2020) at The Offices at Central World, 20<sup>th</sup> Floor ,999/9 Rama 1 Road, Pathumwan, Bangkok 10330.

Link for Pre-Registration

<https://portal.eservice.set.or.th/Account/?refer=F4yXOCvgXLwYWym9lBo4tLspsy%2fRjtNXVIIIKKRmqZczkiYFwsAUxg%3d%3d>

or Scan QR Code for Pre-Registration



1. Download manual for process to attend the Shareholders Meeting via electronic method (E-EGM) by the link and QR Code below.

ผู้ถือหุ้นสามารถศึกษาขั้นตอนและวิธีการได้ที่

<https://www.set.or.th/e-shareholder-meeting>

หรือสแกน QR Code ตามด้านล่างนี้



## 2. Proxy

### 2.1 Natural Person

- (1) Notice of Meeting, which is signed by the proxy
- (2) The Proxy Form as attached in the Notice (Proxy Form B), completely filled in and signed by the shareholder and the proxy
- (3) A copy of official documents, which is issued by government authorities i.e. the identification card,

government officer identification card, driving license or passport certified true copy by the shareholders, including the evidence of name or last name's change (if any).

- (4) Certified true copy of official documents issued by government authorities of the proxy as specified in item 2.1 (3)

## **2.2 Juristic Person**

- (1) Notice of Meeting, which is signed by the proxy
- (2) The Proxy Form as attached in the Notice (Proxy Form B), completely filled in and signed by the authorized person of the juristic person shareholder and the proxy
- (3) A copy of the shareholder's Affidavit (issued not later than one year) certified true by the authorized person of the juristic person shareholder and a Power of Attorney (if any) showing that the person who sign the Proxy Form has the authority to act on behalf of the juristic person shareholder
- (4) A copy of an official document issued by government authorities of the authorized person as specified in item 2.1 (3) which is certified true by said authorized person
- (5) Certified true copy of official documents issued by government authorities of the proxy as specified in item 2.1 (2)

## **2.3 Granting Proxy to the Company's Independent Director as listed in Attachment 5.**

- (1) Notice of Meeting
- (2) The Proxy Form as attached in Notice (Proxy Form B) which is marked in front of only one of the name of the Independent Directors specified in the Proxy Form to be your proxy, completely filled in and signed by the shareholder
- (3) In case the shareholder is a natural person, documents as specified in item 2.1 (2) and 2.1 (3)
- (4) In case the shareholder is a juristic person, documents as specified in items 2.2 (2), 2.2 (3) and 2.3 (4)

## **3. For Foreign Investor appointing the Custodian in Thailand**

- (1) Notice of Meeting, which is signed by the proxy
- (2) The Proxy Form (Form C) as attached in Notice, completely filled in and signed by the shareholder and the proxy
- (3) Documents as specified in item 1.2 or 2.2
- (4) Power of Attorney by Foreign Investor authorizing Custodian to sign the Proxy Form on his or her behalf
- (5) Letter certifying that the person signing the Proxy Form is authorized to operate custodian business

The foreign institutional investors who are nominated by their commercial banks as custodian shall provide Know Your Customer (KYC) and Customer Due Diligence (CDD) to be complied with rules and regulations from Bank of Thailand as well as Ministerial Regulation prescribing rules and procedures for Customer Due Diligence B.E. 2556 (2013) by the Anti-Money Laundering Act B.E. 2542 (1999) to identify, prove and scrutinize nature of such investors and to reduce risk whether such investors are not the natural persons. However, the Company considers such investors as proxy of shareholders to cast voting rights.

### **Remarks**

1. The proxies shall deliver signed identity documents and signed proxy forms (in case of appointing the proxy) to Corporate Secretary Office, [cosecthailand@maybank-ke.co.th](mailto:cosecthailand@maybank-ke.co.th) and original copy to the Company's address given below within November 15, 2021. Once the Company has verified the list of shareholders according to the latest Record Date, the Company will then send back Username, Password and OTP Code to the email that sent to the Company for log in the EGM program via electronic method (E-EGM). The Company would seek the cooperation from the shareholders to proxy the Company's Independent Director to attend and vote on your behalf instead of attending the meeting themselves.

2. Allocation of shares to several proxies to vote in the Meeting is not allowed. Shareholder shall authorize the proxy to cast the votes equal to the total number of shares held by shareholder. Authorizing less than the

total number of shares is not allowed except for the Custodian appointed by Foreign Investor in accordance with Proxy Form C.

3. Please affix the 20 Baht stamp duty and specify the date of Proxy Form across such stamp duty.

In addition, the Company will facilitate in affixing the stamp duty when the shareholder require for registering to attend the meeting.

4. In case of juristic person shareholders, if the person who signed in the POA or Proxy Form is not an authorized director as specified in the Affidavit, the attendee shall prepare the POA showing that the attendee has the authority to attend the meeting and cast the vote on behalf of the juristic person shareholder. All complete POAs must be made uninterruptedly.



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### Sending questions in advance

The shareholders are able to send relevant questions with each agenda in advance within November 10, 2021 only to

E-mail: [cosecthailand@maybank-ke.co.th](mailto:cosecthailand@maybank-ke.co.th)

The Company will collect relevant questions in each agenda and record in the minutes after the meeting is completed. Shareholders or proxies who attend the meeting can also inquire about the meeting agenda.

### Facilitating another Media channel

1. The Company will record video and audio throughout the meeting agenda and will post on the Company's website at <https://www.maybank-ke.co.th> after 7 days of the meeting finished.

### **Contact**

1. **Post:**

Company Secretary Office, Maybank Kim Eng Securities (Thailand) Public Company Limited  
999/9 The Offices at Central World, 20<sup>th</sup> Floor  
Rama 1 Road, Pathumwan, Bangkok 10330

2. **Email:** [cosecthailand@maybank-ke.co.th](mailto:cosecthailand@maybank-ke.co.th)

3. **Tel:**

+662-658-5000 ext. 6660 (Corporate Secretary Office)  
+662-658-5000 ext. 5166, 6640 (Corporate Legal Office)

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**Maybank**  
Kim Eng



Name - Surname	Ms. Sopawadee Lertmanaschai	Mr. Hans Johan Patrik Sandin
Age	67	54
Nationality	Thai	Swedish
Highest Education	<p>Master of Science (Accounting), Thammasat University</p> <p>Bachelor of Law, Thammasat University</p> <p>Bachelor of Science (Accounting), Thammasat University</p>	<ul style="list-style-type: none"> <li>• Master Degree in Philosophy (Economics), University of Cambridge, England</li> <li>• Bachelor Degree in Commerce (Economic), University of Cape Town, South Africa</li> <li>• Bachelor Degree in Business Science (Finance), University of Cape Town, South Africa</li> </ul>
Participation in the DAP Program	DCP2/2000 , ACP27/2009,SFE6/2010	<ul style="list-style-type: none"> <li>• CGI 21/2019</li> </ul>
Current Position (The Company)	Chairman of Audit Committee and Independent Director	Independent Director and member of the Audit Committee
Appointment Date	5 October 2015	14 May 2018
Duration of Directorship	6 years 3 months	2 years 5 months
Shareholding (as of Dec.31, 2020)	None	None
Work Experiences (last 5 years)	<p>Current:</p> <ul style="list-style-type: none"> <li>• Independent Director and the Chairman of Audit Committee, Maybank Kim Eng Securities (Thailand) Plc.</li> <li>• Independent Director and Audit Committee, Intouch Holdings Plc</li> <li>• Independent Director and Member of the Audit Committee , Central Plaza Hotel Plc</li> <li>• Director, General Hospital Product Public Co., Ltd.</li> <li>• Director Orthopeasia Co., Ltd.</li> <li>• Chairman and Independent Director KTBST REIT Management Co., Ltd</li> </ul>	<p>Current:</p> <ul style="list-style-type: none"> <li>• A member of Audit Committee and Independent Director, Maybank Kim Eng Securities (Thailand) Plc.</li> <li>• Independent Director, Maybank Investment Bank Berhad</li> <li>• Independent Director and Audit Committee, Kim Eng Securities (Hong Kong) Ltd.</li> <li>• Independent Director and Chairman, Maybank Kim Eng Holdings Ltd., Singapore</li> </ul>

Stamp Duty  
20 Baht

**PROXY FORM A**

Made at \_\_\_\_\_

Date \_\_\_\_\_

(1) \_\_\_\_\_, I,

\_\_\_\_\_ Nationality \_\_\_\_\_ Age \_\_\_\_\_

Residing at \_\_\_\_\_

(2) Holding \_\_\_\_\_ Share(s) of **MAYBANK KIM ENG SECURITIES (THAILAND) PUBLIC COMPANY LIMITED**. Share Certificate No.(s) \_\_\_\_\_

(3) \_\_\_\_\_ hereby \_\_\_\_\_ appoints

\_\_\_\_\_ Nationality \_\_\_\_\_ Age \_\_\_\_\_ Reside at \_\_\_\_\_

\_\_\_\_\_ or;

To act as my/our proxy (“**proxy**”) to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No.1/2021 via electronic method (E-EGM) on November 16, 2021 at 14.30 hrs. or at any adjournment thereof, on the here below agendas.

In the case where the Independent Director is appointed as the proxy is unable to attend the meeting, the other members of the Board of Directors shall be appointed as the proxy instead of the Independent Director who is unable to attend the meeting.

(4) The total voting which I/we authorize the proxy on my/our behalf is \_\_\_\_\_ votes.

(5) I/We authorize the proxy to vote on my/our behalf at the Meeting as follows:



**Agenda 1.** To adopt the minutes of the 2021 Annual General Meeting of Shareholders held on April 8, 2021

For \_\_\_\_\_  Against \_\_\_\_\_  Abstention \_\_\_\_\_

**Agenda 2.** To consider and approve the change of the Company name, the Amendment to the Memorandum of Association and the Company's Articles of Association to be in line with the change of the Company name

For \_\_\_\_\_  Against \_\_\_\_\_  Abstention \_\_\_\_\_

**Agenda 3.** Any other business. (if any)

For \_\_\_\_\_  Against \_\_\_\_\_  Abstention \_\_\_\_\_

(6) If the proxy does not vote in accordance with my/our voting instructions specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the shareholders.

(7) In the event that I/we have not specified or have not clearly specified my/our voting instruction in any agenda, or in the event that the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

(8) For any act taken by my / our proxy, within the aforesaid terms and conditions, during this said meeting shall be deemed to be taken by myself / ourselves in all respects.

Appointer \_\_\_\_\_

Proxy \_\_\_\_\_

(Maybank Kim Eng Holdings Limited)

(Ms. Sopawadee Lertmanaschai)

**Remark:**

1. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.
2. The shareholder may grant the power to the proxy for all of the shares specified in Clause (2) or grant only a portion of the shares less than those specified in Clause (2) to the proxy
3. For the election of directors, the vote may elect some or all of the nominees.
4. If there is any rule or regulation requiring the proxy to make any statement or provide any evidence, such as the case that the proxy has interest in any matter which he/she attends and votes at the meeting. He/she may mark the statement as identified in (8).



Stamp Duty  
20 Baht

PROXY FORM B

Made at \_\_\_\_\_

Date \_\_\_\_\_

(1) \_\_\_\_\_, I,  
\_\_\_\_\_ Nationality \_\_\_\_\_ Age \_\_\_\_\_  
Residing at \_\_\_\_\_

(2) Holding \_\_\_\_\_ Share(s) of **MAYBANK KIM ENG SECURITIES (THAILAND) PUBLIC COMPANY LIMITED**. Share Certificate No.(s) \_\_\_\_\_

(3) \_\_\_\_\_ hereby \_\_\_\_\_ appoints  
\_\_\_\_\_ at  
Nationality \_\_\_\_\_ Age \_\_\_\_\_ Reside \_\_\_\_\_  
\_\_\_\_\_ or;

Ms. Sopawadee Lertmanaschai (Independent Director) , Age 67 years  
Maybank Kim Eng Securities Plc. 999/9 The Offices at Central World, 20<sup>th</sup> - 21<sup>st</sup> Floor,  
Rama 1 Road,Pathumwan, Bangkok 10330

Mr. Hans Johan Patrik Sandin (Independent Director), Age 54 years  
Maybank Kim Eng Securities Plc. 999/9 The Offices at Central World, 20<sup>th</sup> - 21<sup>st</sup> Floor,  
Rama 1 Road,Pathumwan, Bangkok 10330

**The independent directors have no special stake in all the agenda.**

To act as my/our proxy (“**proxy**”) to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No.1/2021 via electronic method (E-EGM) on November 16, 2021 at 14.30 hrs. or at any adjournment thereof, on the here below agendas.

In the case where the Independent Director is appointed as the proxy is unable to attend the meeting, the other members of the Board of Directors shall be appointed as the proxy instead of the Independent Director who is unable to attend the meeting.

(4) The total voting which I/we authorize the proxy on my/our behalf is \_\_\_\_\_ votes.

(5) I/We authorize the proxy to vote on my/our behalf at the Meeting as follows:





**Agenda 1.** To adopt the minutes of the 2021 Annual General Meeting of Shareholders held on April 8, 2021

For \_\_\_\_\_  Against \_\_\_\_\_  Abstention \_\_\_\_\_

**Agenda 2.** To consider and approve the change of the Company name, the Amendment to the Memorandum of Association and the Company's Articles of Association to be in line with the change of the Company name

For \_\_\_\_\_  Against \_\_\_\_\_  Abstention \_\_\_\_\_

**Agenda 3.** Any other business. (if any)

For \_\_\_\_\_  Against \_\_\_\_\_  Abstention \_\_\_\_\_

(6) If the proxy does not vote in accordance with my/our voting instructions specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the shareholders.

(7) In the event that I/we have not specified or have not clearly specified my/our voting instruction in any agenda, or in the event that the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

(8) For any act taken by my / our proxy, within the aforesaid terms and conditions, during this said meeting shall be deemed to be taken by myself / ourselves in all respects.

Appointer \_\_\_\_\_

Proxy \_\_\_\_\_

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

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

**Remark:**

- 5. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.
- 6. The shareholder may grant the power to the proxy for all of the shares specified in Clause (2) or grant only a portion of the shares less than those specified in Clause (2) to the proxy
- 7. For the election of directors, the vote may elect some or all of the nominees.
- 8. If there is any rule or regulation requiring the proxy to make any statement or provide any evidence, such as the case that the proxy has interest in any matter which he/she attends and votes at the meeting. He/she may mark the statement as identified in (8).



Stamp Duty  
20 Baht

**PROXY FORM C**

Made at \_\_\_\_\_

Date \_\_\_\_\_

(1) \_\_\_\_\_, I,

\_\_\_\_\_ Nationality \_\_\_\_\_ Age \_\_\_\_\_

Residing at \_\_\_\_\_

(2) Holding \_\_\_\_\_ Share(s) of **MAYBANK KIM ENG SECURITIES (THAILAND) PUBLIC COMPANY LIMITED**. Share Certificate No.(s) \_\_\_\_\_

(3) \_\_\_\_\_ hereby \_\_\_\_\_ appoints

Nationality \_\_\_\_\_ Age \_\_\_\_\_ Reside \_\_\_\_\_ at

\_\_\_\_\_ or;

Ms. Sopawadee Lertmanaschai (Independent Director) , Age 67 years

Maybank Kim Eng Securities Plc. 999/9 The Offices at Central World, 20<sup>th</sup> - 21<sup>st</sup> Floor,  
Rama 1 Road, Pathumwan, Bangkok 10330

Mr. Hans Johan Patrik Sandin (Independent Director), Age 54 years

Maybank Kim Eng Securities Plc. 999/9 The Offices at Central World, 20<sup>th</sup> - 21<sup>st</sup> Floor,  
Rama 1 Road, Pathumwan, Bangkok 10330

**The independent directors have no special stake in all the agenda.**

To act as my/our proxy ("proxy") to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No.1/2021 via electronic method (E-EGM) on November 16, 2021 at 14.30 hrs. or at any adjournment thereof, on the here below agendas.

In the case where the Independent Director is appointed as the proxy is unable to attend the meeting, the other members of the Board of Directors shall be appointed as the proxy instead of the Independent Director who is unable to attend the meeting.

(4) The total voting which I/we authorize the proxy on my/our behalf is \_\_\_\_\_ votes.

(5) I/We authorize the proxy to vote on my/our behalf at the Meeting as follows:

**Agenda 1.** To adopt the minutes of the 2021 Annual General Meeting of Shareholders held on April 8, 2021

For \_\_\_\_\_  Against \_\_\_\_\_  Abstention \_\_\_\_\_

**Agenda 2.** To consider and approve the change of the Company name, the Amendment to the Memorandum of Association and the Company's Articles of Association to be in line with the change of the Company name

For \_\_\_\_\_  Against \_\_\_\_\_  Abstention \_\_\_\_\_

**Agenda 3.** Any other business. (if any)

For \_\_\_\_\_  Against \_\_\_\_\_  Abstention \_\_\_\_\_

(6) If the proxy does not vote in accordance with my/our voting instructions specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the shareholders.

(7) In the event that I/we have not specified or have not clearly specified my/our voting instruction in any agenda, or in the event that the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

(8) For any act taken by my / our proxy, within the aforesaid terms and conditions, during this said meeting shall be deemed to be taken by myself / ourselves in all respects.

**Remark:**

1. This proxy Form C. is used only for shareholder whose name appears in the registration book who is foreign investor and who has appointed Custodian in Thailand to take care of the shares.
2. Document that must be attached with the proxy Form C. are:
  - (1) An authorization letter from shareholder authorizing the Custodian to sign in the Proxy Form on behalf of the shareholder
  - (2) A document confirming a Custodian status of person who signs the proxy form on behalf of a shareholder
3. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.
4. The shareholder may grant the power to the proxy for all of the shares specified in Clause (2) or grant only a portion of the shares less than those specified in Clause (2) to the proxy
5. In this regard, if the content is too long, it can be specified in the attached allonge.

ATTACHED ALLONGE to PROXY FORM C

To act as my/our proxy (“proxy”) to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No.1/2021 via electronic method (E-EGM) on November 16, 2021 at 14.30 hrs. or at any adjournment thereof, on the here below agendas:

Agenda .....  
.....

- (a) The proxy is entitled to cast the votes on my/our behalf as its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:

.....

For \_\_\_\_\_  Against \_\_\_\_\_  Abstention \_\_\_\_\_

Agenda .....  
.....

- (a) The proxy is entitled to cast the votes on my/our behalf as its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:

.....

For \_\_\_\_\_  Against \_\_\_\_\_  Abstention \_\_\_\_\_

Agenda .....

For \_\_\_\_\_  Against \_\_\_\_\_  Abstention \_\_\_\_\_

For any act taken by my / our attached allonge proxy form, within the aforesaid terms and conditions, during this said meeting shall be deemed to be taken by myself / ourselves in all respects.

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

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