



**NOTICE OF THE 2022 ANNUAL GENERAL MEETING OF SHAREHOLDERS
OF
MAYBANK SECURITIES (THAILAND) PUBLIC COMPANY LIMITED**

Monday, April 11, 2022 at 14.30 hrs

via electronic method (E-AGM)

Remark: The Company will hold the 2022 Annual General of Shareholder's Meeting via Electronic method channel only to provide conveniences for shareholders without travelling to join the AGM in person which could make shareholders at risk of contracting of the COVID-19 infection. Shareholders can join the AGM via electronic method by given instruction in this invitation letter

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Ref. MBKETO 035/2022

March 21, 2021

Subject: Invitation to attend the 2022 Annual General Meeting of Shareholders

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

Attachments:

1. Supporting Documents for Agenda 4 re: To consider and appoint directors in place of those retiring by rotation
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 2022 Annual General Meeting of Shareholders via electronic method (E-AGM)
4. Profile of the Independent Directors proposed by the Company to act as proxy for shareholders
5. Proxy Form A/B / Proxy Form C (for Custodian)
6. The 2021 Annual Report, 2021 Financial Statements for year-ended December 31, 2021 and auditor's report (in QR Code), including QR Code Downloading Procedures

Notice is hereby given by virtue of resolution of the Board of Directors of Maybank Securities (Thailand) Public Company Limited, at its meeting No. 4/2022, held on February 25, 2022 to convene the Annual General Meeting of Shareholders of the year 2022 (the "Shareholders' Meeting") on Monday, April 11, 2022 at 14.30 hrs. The Shareholders' Meeting will be held via electronic method (E-AGM) pursuant to the Emergency Decree on Electronic Meeting B.E. 2563 (2020) to consider the following agenda:

Agenda 1 To acknowledge the report on the Company's performance the year 2021

Objective and Reason: The Chairman will summarize the Company's performance and important factors which had impacted the business and significant matters which had occurred in the year 2021 to the shareholders at the Shareholders' Meeting.

Board's Opinion: The Shareholders' Meeting is proposed to acknowledge the Company's performance and important factors which had impacted the business and significant matters which had occurred in the year 2021.

Resolution: This agenda is for acknowledgement, thus there will be no casting of vote.

Agenda 2 To consider and approve the Financial Statements and Auditor's report for the year ended December 31, 2021

Objective and Reason: In accordance with the Public Limited Company Act B.E. 2535 (1992) and Clause 54 of the Company's Articles of Association, the Board of Directors is required to arrange for preparation of the Balance Sheet and the Profit and Loss Statement as of the end of the Company's fiscal year and submit them to the annual general meeting of shareholders for adoption. In this regard, the Company has prepared the financial statements for the year ended December 31, 2021 according to the generally accepted accounting principles. The financial statements for the year ended 31 December 2021 have been audited by the Certified Public Accountant and reviewed by the Company's Audit Committee with the details as shown in the **Attachment 6**.

Board's Opinion: The Company's financial statements for the year ended December 31, 2021 demonstrated reasonably accurate financial position and performance in accordance with the generally accepted accounting principles. Therefore, the Shareholders' Meeting is proposed to adopt the said financial statements which were

already audited by the Certified Public Accountant and reviewed by the Company's Audit Committee. The summary of the Company's performance during the year 2021 is as follows:

	Unit : Million Baht
Total assets	27,354
Total liabilities	22,540
Total revenues	3,592
Net profit	761
Earnings per share (THB)	1.33

Details are as shown in the Company's Annual Report for the year 2021.

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 3 To consider and approve the appropriation of retained earnings and the distribution of dividend

Objective and Reason: In accordance with the Public Limited Company Act B.E. 2535 (1992) and Clause 57 of the Company's Articles of Association, the Company has to allocate not less than 5% of its annual net profit, after net-off accumulated amount of brought forward loss (if any), to be a legal reserve until that legal reserve reaches a level not less than 10% of the registered capital. As of 31 December 2011, the Company has legal reserve at THB 286,125,000 which is equal to 10% of the registered capital. Hence, the Company is not required to allocate annual net-profit to be a legal reserve.

In this regard, it is the Company's policy to propose dividend payment to the Shareholders' Meeting at the rate not less than 40% of each year's net profit, except in case the Company needs to set aside a larger budget for business expansion or other significant activities. However, such dividend payment is subject to the approval of the Shareholders' Meeting. The Board of Directors may decide to pay interim dividend to its shareholders and must be reported to the shareholders in the next meeting of shareholders.

Information on dividend payment

Fiscal Year	2021	2020	2019
Net Profit (Million Baht)	760.79	484.45	254.75
Legal Reserve (Million Baht)		-	-
Treasury Stocks Reserve (Million Baht)		-	-
No. of shares as of December 31 (Net-off treasury stocks)	570,814,500		
-Interim dividend (Baht)	0.48	0.10	0.68
-Additional dividend (Baht)	0.48*	0.50	0.18**
Whole year dividend (Baht per share)	0.96	0.60	0.86
Pay-out ratio (% of net profit)	72	71	193
Dividend payment amount (Million Baht)	547.98	342.49	490.90

*The Dividend Payment and whole year dividend (Baht Per Share) are subject to approval from 2022 Annual General Shareholder's Meeting.

****Additional Interim Dividend for 2019 according to the resolution of the Board of Director’s Meeting on March 27, 2020 in order to reduce the impact of the postponement of the 2020 Annual General Shareholder’s Meeting.**

Board’s Opinion: The Board has recommended for legal reserve and to pay the dividend for the operating result for FY2021 and approved to pay the dividend to shareholders for additional 0.48 Baht per share (the net profit from January 1 to December 31, 2021). The total dividend for 2021 is 0.96 Baht per share or the pay-out ratio is 72% of the net profit. The Board of Directors has approved for resolution to pay interim dividend for 0.48 Baht per share and already paid on September 14, 2021 resulting to additional dividend for shareholders of 0.48 Baht per share which comply with the Company’s dividend policy of not less than 40% dividend payment of the net profit after legal and other fund reserve deductions. Each year of dividend payment is based on investment plan, the necessities and other future plans. Past dividend is not the future dividend payment.

The structure of profit appropriation and dividend payment as of 31 December 2021 are as follows:

Unit : Million THB

Details of profit appropriation	2022 (year of proposal)
Legal Reserve*	-
Dividend payment in rate of THB 0.96 per share	Not more than THB 547.98 million

*Since the Company has sufficient legal reserve.

The above additional dividend will be paid to the shareholders who were entitled to receive the dividend on April 21, 2022. The record date of the shareholders who were previously entitled to receive the dividend was on March 11, 2022. However, the dividend payment is subject to the resolution of the Shareholders’ Meeting.

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 4 To consider and appoint directors in place of those retiring by rotation

Objective and Reason: The Company currently has 6 directors. In order to conform to the Public Limited Company Act B.E. 2535 (1992) and Clause 22 of the Company’s Articles of Association which requires that “at each annual general meeting of shareholders, one-third of the directors shall retire. If the number of directors cannot be divided exactly into three parts, the number of director nearest to one-third shall retire from office. The directors retiring by rotation are eligible for re-election”. The directors who are due to retire by rotation this year are:

- | | | |
|----|------------------------------|-----------------------------------|
| 1. | Mr. Hans Johan Patrik Sandin | Director and Independent Director |
| 2. | Mrs. Hamidah Binti Moris | Executive Director |

The Company announced on its website to invite its shareholders to nominate any person who is qualified as a candidate for directorship and to propose any agenda items for AGM. However, there was neither candidate nor agenda items proposed to the Company. In this regard, the Nomination and Remuneration Committee conducted nomination process taking into its consideration the appropriateness for the utmost benefit of the Company, coupled with the Board Composition, qualifications, knowledge, capabilities, experience and expertise. Thus, the Nomination and Remuneration Committee (excluding the interested director who abstained from voting) proposed to approve the re-appointment of 2 retiring directors to be the Company’s directors for another term. The Company’s Board of Directors, exclusive of the nominated/interested directors agreed that those retiring

directors were knowledgeable and capable with strong determination in performing their duties as the Company's director and during the past period his/her actions were taken in good faith and in the best interest of the Company and the shareholders. The independent directors are capable of giving opinions independently and are qualified in accordance with the relevant regulations. Therefore, the Company's Board of Directors resolved to propose to the shareholders at the Shareholders' Meeting to re-elect those two retiring directors to be the Company's Directors for another term.

Board's Opinion: The Company's Board of Directors, exclusive of the nominated directors/interested directors, resolved to propose to the shareholders to re-elect those retiring directors to be the Company's Directors for another term.

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).

Details of age, percentage of shareholding, educational background, work experiences, and the Board of Directors' meeting attendance of the nominated director are provided in **Attachment 1**.

Details of the scope of duty and responsibility of the Board of Directors and of other committees appear in the 2021 Annual Report under the title "Corporate Governance"

Agenda 5

To consider and approve the remuneration of the Company's directors and sub-committee members for the year 2022

Objective and Reason: The Board has a policy to determine the remuneration for the directors and sub-committee members at the appropriate rate, taking into account the various factors as follows:

- 1) Duty and responsibility of each director
- 2) Remuneration rate of other companies in the same industry
- 3) Remuneration rate of other listed companies in the Stock Exchange of Thailand (SET)
- 4) Business expansion and growth in company's profit
- 5) Other factors

However, the remuneration of each director and the Audit Committee has to be approved by the Nomination and Remuneration Committee before proposing to the shareholders for its approval.

Board's Opinion: The Board agreed to fix the remuneration of the Company's directors and the Sub-Committee's fee for the year 2022 at the total amount not exceeding THB 11,000,000 (Eleven million baht) with no any other benefit.

The Company's Nomination and Remuneration Committee has thoroughly considered and fixed the remuneration for the directors in compliance with the Company's policy by comparing the said rate with the rate of other companies in the same industry taking into account the duty and responsibility of each director including business expansion and growth in company's profit. There is no any other benefits except the monthly director fee.

The Framework Remuneration of Board of Director and Sub-Committee for FY2022

	Company Director and Sub-Committee's Remuneration (Unit: Baht)	
	Chairman	Member
Board of Director	2,400,000	600,000
Audit Committee	600,000	480,000
Nomination and Remuneration Committee	500,000	350,000
Corporate Governance Committee	500,000	350,000

The Total Remuneration for the Board members and Sub-Committee compared to the previous year is as follows:-

Details of remuneration	2022 (year of proposal)*	2021	2020	Remark
1. Director Monthly allowance (THB)	Not exceeding THB 11,000,000	not exceeding THB 11,000,000	Not exceeding THB 11,000,000	No change of remuneration from 2021
2. Directors' Annual bonus for the year 2021 (THB)				
- Annual Bonus of Independent directors (THB)	-	-	-	No change of remuneration from 2021
- Annual Bonus of other directors (excluding executive directors) (THB)	-	-	-	No change of remuneration from 2021

Remark: * The proposed remuneration is subject to the approval of the shareholders at the 2022 Annual General Meeting of Shareholders.

Resolution: The resolution for this agenda must be passed by not less than two-third (2 out of 3) of the total number of votes of the shareholders who attend the meeting and cast their votes (Clause 42 of the Company's Articles of Association and Section 90 of Public Company Limited Act).

Agenda 6 To consider and appoint the company's auditors and to fix the audit fee for the year 2022

Objective and Reason: In accordance with the Public Limited Company Act B.E. 2535 (1992), the annual general meeting of shareholders shall appoint the auditor and fix the annual audit fee.

Further to the proposal by the Audit Committee, the Board has recommended that 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;

be appointed as the Company's auditor for the year 2022 for **the sixth year** of his/her service for the Company. In the event those auditors are unable to perform their duties, EY Office Limited is authorized to assign any of its auditors to perform the audit and express an opinion on the Company's financial statements in his/her place. The audit fee for the Year 2022 shall not exceed THB 2,900,000 (Two million and nine hundred thousand baht) excluding out of pocket expenses due to the following factors:

1. Knowledge of the auditor on accounting and auditing standards, capability to manage and complete audit work efficiently, standard of the audit firm to control quality of audit job and other services provided to the Company including advice and clarification on the new accounting standards and update of other information. The year 2022 is the eleventh year of the proposed appointment of EY Office Limited as the Company's auditor.
2. Reputation as auditor and track record of providing audit services to other companies in the same industry. Auditors of EY Office Limited have been appointed to be auditors of several listed securities company.
3. Appropriate and comparable audit fee rate with other listed securities companies.
4. Other business relationship with the Company and controlling person which might give rise to conflict of interest. EY Office Limited has not had any other business relationship with the Company and the Company does not use other services from EY Office Limited, except on audit matters.

EY Office Limited proposed audit fee for the fiscal year 2022 at THB 2,900,000 (Two million and nine hundred thousand baht), excluding out of pocket expenses. The proposed audit fee for year 2022 is the same amount compared to last year's.

Board's Opinion: The Board recommended the appointment of the proposed auditors, 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 of EY Office Limited as the Company's auditors for **the sixth year**. The audit fee for the Year 2022 is in the amount of not exceeding THB 2,900,000 (Two million and nine hundred thousand baht), excluding out of pocket expenses. The proposed audit fee is the same amount compared to last year's.

Audit Committee's opinion: The Audit Committee agreed as the Board's Opinion.

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 7. 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)

Objective and Reason: To be an alternative source of funding which could reduce the Company's interest expense from loan facilities with the commercial bank, to support the company's business expansion and operation such as issuing derivative warrants, lending margin loan for stock trading, etc., and to provide for future investment needs and working capital for the company, the Board has proposed for the Shareholders' approval on the issuance and offering of the debentures under the scheme as detailed set out below.

Board's Opinion: The Board proposed that the Shareholders' Meeting consider and approve the renewal of debenture program in the amount not exceeding THB 10 billion or the equivalent amount in other currencies (revolving).

In this regard, the Shareholders' Meeting may consider delegating the Board of Directors and/or the Management Committee to consider and determine the details and other conditions relating to the issuance and offering of debentures, market

conditions at the time of issuance and offering, e.g. to determine the rate of interest, features of the debentures, number of debentures to be issued and offered from time to time, types of debentures, collateral, the offering price per unit, terms and period of redemption, early redemption, terms of payment for principle and interest, method of allocation and details of the offering, etc.

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 any actions in order for the above matter proposed to be fulfilled.

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 cast their votes (Clause 49.3 of the Company's Articles of Association).

Agenda 8. To consider and approve the issuance and offering of Structured Notes with the amount of not exceeding THB 4,200 million

Objective and Reason: To support and expansion of structured notes because the structured notes can be customized to clients' needs, expanding product varieties to wealthy clients and keeping clients' assets within the company's management, which the meeting of shareholders in the year 2013 held on March 26, 2013 and in the year 2018 held on April 2, 2018 had passed the resolution to approve the issue size for Structured Notes issued by the Company (MBKET) at any time, for not more than THB 3,000 million.

Board's Opinion: Shareholders should approve the issuance and offering of structured notes in the amount of not more than THB 4,200 million. 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 any actions in order for the above matter proposed to be fulfilled.

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 cast their votes (Clause 49.3 of the Company's Articles of Association).

Agenda 9 Any other business (if any)

The Company has published the notice of the 2021 Annual General Meeting of Shareholders attached with the attachments on the Company's website at www.maybank-ke.co.th since March 11, 2022. Therefore, the Company hereby invites all shareholders to attend 2022 Annual General Meeting of Shareholders on Monday, April 11, 2022 at 14.30 hrs. The shareholders' meeting will be held via electronic method (E-AGM) pursuant to the Emergency Decree on Electronic Meeting B.E. 2563 (2020). The registration to attend 2022 Annual General Meeting of Shareholders will be starting at 14.30 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 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 2022 Annual General Meeting of Shareholders via electronic method (E-AGM)). 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 2022 Annual General Meeting of Shareholders via electronic method (E-AGM)) to Corporate Secretary Office, cosecthailand@maybank-ke.co.th within April 8, 2022. 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 AGM program via electronic method (E-AGM). 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 Dr. Areepong Bhoocha-oom, 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 2022 Annual General Meeting of Shareholders via electronic method (E-AGM)) to **Corporate Secretary Office, cosecthailand@maybank-ke.co.th within April 8, 2022 also.**

Sincerely yours,

Maybank 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>
2. Any shareholders who wishes to receive the annual report in hard copy, please fax your name, last name and address to the Corporate Secretary Office at +662-658-5000 Ext 6660 or at the email address cosecthailand@maybank-ke.co.th

Biography of the Person to be proposed for nomination as Directors



Name-Surname Mr. Hans Johan Patrik Sandin

Age 55

Nationality Swedish

Highest Education

- Master Degree in Philosophy (Economics), University of Cambridge
- Bachelor Degree in Commerce (Economics), University of Cape Town
- Bachelor Degree in Business Science (Finance), University of Cape Town

Participation in the DAP Program -

Current Position (The Company) Independent Director and member of the Audit Committee

Appointment Date 14 May 2018

Duration of Directorship 3 Years 10 months (as of AGM date)

Shareholding (as of Dec 31, 2021) None

Work Experiences

- Current:
 - A member of Audit Committee, Nomination and Remuneration Committee and Corporate Governance Committee and Independent Director, Maybank (Securities) Thailand Public Company Limited
 - Independent Director, Maybank Investment Bank Berhad
- Board Meeting 14/14 (100%)
- Audit Committee Meeting 12/12 (100%)

Attendance of Meeting at 2021

Information for Considering Appointing Person as Independent Director

Characteristic of Conflict of interest	Person to be Proposed for Nomination as Independent Director
	Mr. Hans Johan Patrik Sandin
Have/not have the following interest with the Company, its parent company, its subsidiary (s), its associated company (s) or any juristic person (s) with potential conflict of interest at present or in the last two years.	
1.(Be/not be a controlling director, an employee or an advisor who is given salary or regular compensation)	None
2.Be/not be a professional service provider	None
3.Have/not have business relationship	None
4.Have/ not have family relation between directors	None

The qualifications of the Company’s independent directors are in line with those prescribed by the SEC and the SET. Nevertheless, as the Company would like its independent directors to actually act and express their opinion independently, it has prescribed additional qualifications for independent directors that are stricter than those as prescribed by the SEC and the SET. Such qualifications include:

- Hold shares not more than 0.5 % of all voting rights of the Company, any companies in the Maybank Group and its associated companies;
- Not being management, employee, staff member or advisor who receives a regular compensation from the Company, or controlling person of the Company, any company in the Maybank Group and its associated companies, or person with potential conflict of interest for at least one year prior to nomination;
- Having no business relationship or direct or indirect potential conflict of interest in terms of financial and general management of the Company, any company in the Maybank Group, its associated companies and other persons with potential conflict of interest that may interrupt his independent discretion or opinion on the Company’s operations;
- Not being person who has legal registered relationship in the form of close relative, major shareholder or controlling person of the Company, any company in the Maybank Group, its associated companies, persons with potential conflict of interest, or persons who are nominated to take care of the interest of major shareholder.



Biography of the Person to be proposed for nomination as Directors

Name-Surname Mrs. Hamidah Binti Moris

Age 60

Nationality Malaysian

Highest Education

- Master Degree in Political Science, University of Essex, UK
- Bachelor Degree in Mathematics & Politics, University of Essex, UK

Participation in the DAP Program -

Current Position (The Company) Executive Director

Appointment Date 1 December 2018

Duration of Directorship 3 Years 4 months (as of AGM date)

Shareholding (as of Dec 31, 2018) None

Work Experiences

Current:

- Executive Director, Maybank Securities (Thailand) Public Company Limited
- CEO, Maybank Investment Banking Group

Attendance of Meeting at 2021

- Board Meeting 14/14 (100%)

Person to be Proposed for Nomination as Director	Listed Company*		Other Company (Non-Listed)*	Director in Competing / Related Company
	Amount	Type of Director		
Mr. Hans Johan Patrik Sandin	1	Independent Director	None	None
Mrs. Hamidah Binti Moris	1	Director	None	None

Remark : * Base in Thailand only

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-AGM)

The Company will hold the 2022 Annual General Meeting of Shareholders on Monday, April 11, 2022 at 14.30 hrs. via electronic method (E-AGM) pursuant to the Emergency Decree on Electronic Meeting B.E. 2563 (2020) at The Offices at Central World, 20th Floor ,999/9 Rama 1 Road, Pathumwan, Bangkok 10330.

Link for Pre-Registration

<https://portal.eservice.set.or.th/Account/Login?refer=Vb5TEuoUv2kThzDv7sCp7O3INhSoHVq9y5RbkCcu%2f4SOcad6N8%2bsyA%3d%3d>

or Scan QR Code for Pre-Registration



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

shareholders could study more information at:
<https://www.set.or.th/en/eservice/shareholder.html>

Or scan the following QR Code:

A QR code with a logo in the center that says "DAP E-Shareholder Meeting".

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 and original copy to the Company's address given below within April 8, 2022. 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.



Sending questions in advance

The shareholders are able to send relevant questions with each agenda in advance within April 8, 2022 only to

E-mail: 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 Securities (Thailand) Public Company Limited
999/9 The Offices at Central World, 20th Floor
Rama 1 Road, Pathumwan, Bangkok 10330

2. **Email:** cosecthailand@maybank-ke.co.th

3. **Tel:**

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

Attachment 4.
Profile of the Independent Directors proposed by the Company
to act as proxy for shareholders

Name - Surname	Ms. Sopawadee Lertmanaschai	Dr. Areepong Bhoocha-oom
Age	68	64
Nationality	Thai	Thai
Highest Education	Master of Science (Accounting), Thammasat University Bachelor of Law, Thammasat University Bachelor of Science (Accounting), Thammasat University	<ul style="list-style-type: none"> • Ph.D. in Finance, University of Mississippi, USA • Master of Finance, Marshall University, USA • Bachelors of International Management, Boston University, USA
Participation in the DAP Program	DGP2/2000 , ACP27/2009,SFE6/2010	DGP3/2000
Current Position (The Company)	Chairman of Audit Committee and Independent Director	Chairman of the Board of Director, Independent Director
Appointment Date	5 October 2015	22 October 2018
Duration of Directorship	6 years 6 months	3 year 5 months
Shareholding (as of Dec.31, 2021)	None	None
Conflict of Interest in the Meeting	Agenda 5 To consider and approve the remuneration of the Company's directors and sub-committee members for the year 2022	Agenda 5 To consider and approve the remuneration of the Company's directors and sub-committee members for the year 2022
Work Experiences (last 5 years)	Current: <ul style="list-style-type: none"> • Independent Director and the Chairman of Audit Committee, Maybank Securities (Thailand) Plc. • Independent Director and Audit Committee, Intouch Holdings Plc • Independent Director and Member of the Audit Committee , Central Plaza Hotel Plc • Director, General Hospital Product Public Co., Ltd. • Director Orthopeasia Co., Ltd. 	Current: <ul style="list-style-type: none"> • Chairman, Independent Director and a member of Audit Committee, Maybank Securities (Thailand) Plc. • Chairman, Digital Government Development Agency (Public Organization) • Independent Director and a member of Audit Committee, T.K.S. Technologies Plc. • Director, Office of the Council of State Permanent Secretary , Ministry of Energy • Permanent Secretary, Ministry of Tourism & Sport

Attachment 4.

Profile of the Independent Directors proposed by the Company
to act as proxy for shareholders

Name - Surname	Ms. Sopawadee Lertmanaschai	Dr. Areepong Bhoocha-oom
	<ul style="list-style-type: none">Chairman and Independent Director KTBST REIT Management Co., Ltd.	<ul style="list-style-type: none">Permanent Secretary, Ministry of Finance
Attendance of Meeting 2021	<ul style="list-style-type: none">Board of Director Meeting 14/14 (100%)Audit Committee Meeting 12/12 (100%)	<ul style="list-style-type: none">Board of Director Meeting 14/14 (100%)Audit Committee Meeting 12/12 (100%)

*Remark : Agenda 5 on the directors' remuneration may cause conflict of interest for all directors without special stake in such agenda.

PROXY FORM A

Made at _____

Date _____

(1) I, _____ Nationality _____ Age _____

Residing at _____

(2) Holding _____ Share(s) of **MAYBANK SECURITIES (THAILAND) PUBLIC COMPANY LIMITED**. Share Certificate No.(s) _____

(3) hereby appoint _____ Nationality _____ Age _____

Reside at _____ or;

To act as my/our proxy (“**proxy**”) to attend and vote on my/our behalf at the 2022 Annual General Meeting of Shareholders via electronic method (E-AGM) on April 11, 2022 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 acknowledge the report on the Company’s performance for the year 2021

- This agenda is for acknowledgement and not casting of vote -

Agenda 2. To consider and approve the Financial Statements and Auditor’s report for the year ended December 31, 2021

For _____ Against _____ Abstention _____

Agenda 3. To consider and approve the appropriation of retained earnings and the distribution of dividend

For _____ Against _____ Abstention _____

Agenda 4. To consider and appoint directors in place of those retiring by rotation

Approve the appointment of all directors _____ votes.

Mr. Hans Johan Patrik Sandin

For _____ Against _____ Abstention _____

Mrs. Hamidah Binti Moris

For _____ Against _____ Abstention _____

Agenda 5. To consider and approve the remuneration of the Company’s directors and sub-committee members for the year 2022

For _____ Against _____ Abstention _____

Agenda 6. To consider and appoint the Company’s auditors and to fix the audit fee for the year 2022

For _____ Against _____ Abstention _____

Agenda 7. To consider and approve the renewal of debenture program in the amount not exceeding THB 10 billion or in the equivalent amount of other currencies (revolving)

For _____ Against _____ Abstention _____

Agenda 8. To consider and approve the issuance and offering of Structured Notes with the amount of not exceeding THB 4,200 million

For _____ Against _____ Abstention _____

Agenda 9. 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:

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).

PROXY FORM B

Made at _____

Date _____

(1) I, _____ Nationality _____ Age _____

Residing at _____

(2) Holding _____ Share(s) of **MAYBANK SECURITIES (THAILAND) PUBLIC COMPANY LIMITED**. Share Certificate No.(s) _____

(3) hereby appoint _____ Nationality _____ Age _____

Reside at _____ or;

Ms. Sopawadee Lertmanaschai (Independent Director) , Age 68 years

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

Dr. Areepong Choocha-oom (Independent Director), Age 64 years

Maybank Securities Plc. 999/9 The Offices at Central World, 20th - 21st 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 2022 Annual General Meeting of Shareholders via electronic method (E-AGM) on April 11, 2022 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 acknowledge the report on the Company's performance for the year 2021

- This agenda is for acknowledgement and not casting of vote -

Agenda 2. To consider and approve the Financial Statements and Auditor's report for the year ended December 31, 2021

For _____ Against _____ Abstention _____

Agenda 3. To consider and approve the appropriation of retained earnings and the distribution of dividend

For _____ Against _____ Abstention _____

Agenda 4. To consider and appoint directors in place of those retiring by rotation

Approve the appointment of all directors _____ votes.

Mr. Hans Johan Patrik Sandin

For _____ Against _____ Abstention _____

Mrs. Hamidah Binti Moris

For _____ Against _____ Abstention _____

Agenda 5. To consider and approve the remuneration of the Company's directors and sub-committee members for the year 2022

For _____ Against _____ Abstention _____

Agenda 6. To consider and appoint the Company's auditors and to fix the audit fee for the year 2022

For _____ Against _____ Abstention _____

Agenda 7. To consider and approve the renewal of debenture program in the amount not exceeding THB 10 billion or in the equivalent amount of other currencies (revolving)

For _____ Against _____ Abstention _____

Agenda 8. To consider and approve the issuance and offering of Structured Notes with the amount of not exceeding THB 4,200 million

For _____ Against _____ Abstention _____

Agenda 9. 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).

PROXY FORM C

Made at _____

Date _____

(1) I, _____ Nationality _____ Age _____

Residing at _____

(2) Holding _____ Share(s) of **MAYBANK SECURITIES (THAILAND) PUBLIC COMPANY LIMITED**. Share Certificate No.(s) _____

(3) hereby appoint _____ Nationality _____ Age _____

Reside at _____ or;

Ms. Sopawadee Lertmanaschai (Independent Director) , Age 68 years

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

Dr. Areepong Bhoocha-oom (Independent Director), Age 64 years

Maybank Securities Plc. 999/9 The Offices at Central World, 20th - 21st 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 2022 Annual General Meeting of Shareholders via electronic method (E-AGM) on April 11, 2022 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 acknowledge the report on the Company's performance for the year 2021

- This agenda is for acknowledgement and not casting of vote -

Agenda 2. To consider and approve the Financial Statements and Auditor's report for the year ended December 31, 2021

For _____ Against _____ Abstention _____

Agenda 3. To consider and approve the appropriation of retained earnings and the distribution of dividend

For _____ Against _____ Abstention _____

Agenda 4. To consider and appoint directors in place of those retiring by rotation

Approve the appointment of all directors _____ votes.

Mr. Hans Johan Patrik Sandin

For _____ Against _____ Abstention _____

Mrs. Hamidah Binti Moris

For _____ Against _____ Abstention _____

Agenda 5. To consider and approve the remuneration of the Company's directors and sub-committee members for the year 2022

For _____ Against _____ Abstention _____

Agenda 6. To consider and appoint the Company's auditors and to fix the audit fee for the year 2022

For _____ Against _____ Abstention _____

Agenda 7. To consider and approve the renewal of debenture program in the amount not exceeding THB 10 billion or in the equivalent amount of other currencies (revolving)

For _____ Against _____ Abstention _____

Agenda 8. To consider and approve the issuance and offering of Structured Notes with the amount of not exceeding THB 4,200 million

For _____ Against _____ Abstention _____

Agenda 9. 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. Agenda to appoint directors, the vote can be casted for the set of directors or for individual directors
6. 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 2022 Annual General Meeting of Shareholders via electronic method (E-AGM) on April 11, 2022 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 To consider and approve the appointment of directors (if any)

Name of director

.....

For _____ Against _____ Abstention _____

Name of director

.....

For _____ Against _____ Abstention _____

Name of director

.....

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 _____
(_____)

**QR Code Downloading Procedures for
The Company's 2021 Annual Report containing financial statements for the financial year
ended December 31, 2021 and auditor's report**

Thailand Securities Depository Co., Ltd. ("TSD") as a securities registrar under the Stock Exchange of Thailand (SET), has developed a system which allows SET Listed Companies to send meeting documents for the General Annual Meeting of Shareholders containing a scan-to-read ebook (QR Code) to the shareholders easy to read and quick access information with the simple online page.

Shareholders can scan QR Code to access the Company's 2021 Annual Report containing financial statements for the financial year ended December 31, 2021 and auditor's report as the following steps:-

For iOS System (iOS 11 and above)

1. Open up the mobile camera
2. Use the mobile camera to scan the QR Code
3. The notification will appear on the top of the screen, when QR Code is detected. Click on the notification to access such meeting documents. Remark: If the notification does not appear on the mobile phone, the QR code can alternatively scan with other applications such as QR Code Reader, Facebook or Line.

For Android System

1. Open up application such as QR Code Reader, Facebook or Line How to scan QR Code with Line application >> Open Line application >> Click on "Add friend" >> Choose "QR Code" >> Scan QR Code
2. Scan QR Code to access such meeting documents

ข้อมูลบริษัท / หลักทรัพย์
Company / Securities Information



<https://www.set.or.th/set/tsd/meetingdocument.do?symbol=MST&date=220411>