



**NOTICE OF THE 2023 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
OF  
MAYBANK SECURITIES (THAILAND) PUBLIC COMPANY LIMITED**

**Tuesday, April 11, 2023 at 14.30 hrs**

**via electronic method (E-AGM)**

Remark: The Company will hold the 2023 Annual General of Shareholder's Meeting via Electronic method channel only to provide conveniences for shareholders without travelling to join the AGM in person. Shareholders can join the AGM via electronic method by given instruction in this invitation letter

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Ref. MST 23/2023

March 20, 2023

**Subject: Invitation to attend the 2023 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 2023 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 2022 Annual Report, 2022 Financial Statements for year-ended December 31, 2022 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. 2/2023, held on February 17, 2023 to convene the Annual General Meeting of Shareholders of the year 2023 (the "**Shareholders' Meeting**") on Tuesday, April 11, 2023 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 2022**

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 2022 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 2022.

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, 2022**

Objective and Reason: To comply with Section 112 of the Public Limited Companies Act B.E. 2535 (1992), including its amendment thereof (the "**Public Limited Companies Act**") and Clause 50 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, 2022 according to the generally accepted accounting principles. The financial statements for the year ended 31 December 2022 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, 2022 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 2022 is as follows:

	Unit : Million Baht
Total assets	24,228
Total liabilities	19,207
Total revenues	2,927
Net profit	628
Earnings per share (THB)	1.10

Details are as shown in the Company's Annual Report for the year 2022.

**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:** Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535 (1992) and Clause 50 and Clause 57 of the Company's Articles of Association, the Company has to allocate a portion of annual net profit as a legal reserve in the amount of not less than 5% of its annual net profit, after net-off accumulated amount of brought forward loss (if any) until that legal reserve reaches a level of not less than 10% of the registered capital. Presently the Company has legal reserve at THB 286,125,000 which equals 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.

The Company has the net profit as at 31 December 2022 of the Financial Statement of 628 Million Baht and considering the Section Law 115 of the Public Limited Company Act B.E. 2535 (1992) and Clause 56 of the Company's Articles of Association, the Board of Directors hereby endorsed to propose to Shareholders' Meeting to approve the dividend payment to shareholders of additional 0.61 Baht from the net profit. Thus, the dividend payment is the extra payment from the interim dividend payment which was approved by the Board of Directors of 0.33 Baht from the net profit from 1 January 2022 to 30 June 2022 which was paid to shareholders on 26 September 2022.

The total dividend payment for FY2022 equals 0.94 Baht per share from the net profit of 1 January 2022 to 31 December 2022 or 85% of the Company's net profit for FY2022 which is in accordance with the Company's dividend policy.

## Information on dividend payment

Fiscal Year	2022	2021	2020
Net Profit (Million Baht)	628.23	760.79	484.45
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)	0.33	0.48	0.10
-Additional dividend (Baht)	0.61	0.48*	0.50
Whole year dividend (Baht per share)	0.94	0.96	0.60
Pay-out ratio (% of net profit)	85	72	71
Dividend payment amount (Million Baht)	536.57	547.98	342.49

\*The Dividend Payment and whole year dividend (Baht Per Share) are subject to approval from 2023 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 FY2022 and approved to pay the dividend to shareholders for additional 0.61 Baht per share (the net profit from January 1 to December 31, 2022). The total dividend for 2022 is 0.94 Baht per share or the pay-out ratio is 85% of the net profit. The Board of Directors has approved for resolution to pay interim dividend for 0.33 Baht per share and already paid on September 26, 2022 resulting to additional dividend for shareholders of 0.61 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 2022 are as follows:

Unit : Million THB	
Details of profit appropriation	2023 (year of proposal)
Legal Reserve*	-
Dividend payment in rate of THB 0.94 per share	Not more than THB 536.57 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 24, 2023. The record date of the shareholders who were previously entitled to receive the dividend was on March 7, 2023. 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: To comply with Section 71 of the Public Limited Companies Act B.E. 2535 (1992) and Clause 50 and Clause 22 of the Company's Articles of Association, at each annual general meeting of shareholders, one-third (1/3) of the directors shall retire. If the number of directors cannot be divided exactly into three parts, then the number of director nearest to one-third (1/3) must retire from office. The directors retiring by rotation are eligible for re-election.

At present, the Company has 6 directors. The directors who are due to retire by rotation at this 2023 Annual General Meeting of Shareholders are the following two directors:

- |    |                             |                                                                        |
|----|-----------------------------|------------------------------------------------------------------------|
| 1. | Ms. Sopawadee Lertmanaschai | Director, Independent Director and the Chairman of the Audit Committee |
| 2. | Mr. Ricardo Nicanor Jacinto | Director and Independent Director Audit Committee                      |

With regard to nomination of directors, the Company gave minority shareholders the opportunity to propose any person deemed qualified to be elected as director of the Company at the 2023 Annual General Meeting of Shareholders, from 10 November 2022 to 31 January 2023, by notifying through news system of the Stock Exchange of Thailand (the "SET") and announcing on its website, in accordance with the Corporate Governance Code of Listed Companies. However, when the specified period lapsed, no shareholder had nominated any persons to be elected as director of the Company.

In this regard, the Nomination and Remuneration Committee conducted nomination process by taking into its consideration of the appropriateness for the utmost benefit of the Company, coupled with the Board Composition, qualifications, knowledge, capabilities, experience and expertise, and independence of the independent director's concerning their abilities to perform duties, including the fact that such independent directors must be able to provide opinions on an independent basis in accordance with the relevant rules and regulations.

The Nomination and Remuneration Committee (excluding the interested director who abstained from voting) is of the view that the two directors are fully qualified in accordance with Section 68 of the Public Limited Companies Act, and possess no prohibited characteristics under the rules and regulations prescribed by the Office of the Securities and Exchange Commission (the "SEC Office"); the two directors also possess knowledge, capabilities, and experience which would be benefit to the Company's business operations and would be advantageous for the Company. Furthermore, in their previous term of office, these directors duly performed their duties as members of the Board of Directors and sub-committees and they are capable of giving opinions independently in accordance with the relevant regulations. Details on Scope of Duty and Responsibility of the Board of Directors and other sub-committees are appeared in 2022 Annual Report (56-1 One Report Form FY2022), under the title "Corporate Governance", Attachment 1. Hence, the Nomination and Remuneration Committee agree to propose to the Board of Directors to consider proposing this matter to the Shareholders' Meeting to consider the appointment of two retiring directors to hold office as the Company's directors and sub-committee members for another term.

The Board of Directors, therefore, deemed it appropriate to propose to the Shareholders' Meeting to consider and approve the appointment of those two retiring directors to hold office as the Company's directors and sub-committee members for another term. Details of age, shareholding proportion, educational background, work experiences, and the meeting attendance of the nominated director ("**Biography of**

persons to be elected as Directors to replace the Directors who retired by rotation”) are shown in Attachment 2.

**Board’s Opinion:**

The Board of Directors, excluding the nominated/interested directors, had considered and was of the view that those two directors who are due to retire by rotation at this Shareholders’ Meeting have passed the screening process and they were knowledgeable and capable in performing their duties as the Company’s director and sub-committee members; they also fully qualified under Section 68 of the Public Limited Companies Act, possess no prohibited characteristics under the rules and regulations prescribed by the SEC Office and also possess knowledge, capabilities, and experience which would be benefit to the Company’s business operations and would be advantageous for the Company. Furthermore, in their previous term of office, all two directors duly performed their duties as members of the Board of Directors and sub-committees and conducted in the best interest of the Company and the shareholders and they are capable of giving opinions independently in accordance with the relevant regulations and laws. Due to such reasons, the Board of Directors, therefore, resolved as proposed by the Nomination and Remuneration Committee, to propose to the Shareholders’ Meeting to consider and approve the re-appointment of the two directors, who are due to retire by rotation, to hold office as directors and sub-committee members 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 2022 Annual Report under the title “Corporate Governance” are provided in **Attachment 6**.

**Agenda 5      To consider and approve the remuneration of the Company’s directors and sub-committee members for the year 2023**

**Objective and Reason:** To comply with Section 90 of the Public Limited Company Act B.E. 2535 (1992) and Clause 42 of the Company’s Articles of Association which requires the Company to pay the director fee to the Board of Directors, 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 2023 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 FY2023**

	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	2023 (year of proposal)*	2022	2021	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 2022
2. Directors' Annual bonus for the year 2023 (THB)				
- Annual Bonus of Independent directors (THB)	-	-	-	No change of remuneration from 2022
- Annual Bonus of other directors (excluding executive directors) (THB)	-	-	-	No change of remuneration from 2022

Remark: \* The proposed remuneration is subject to the approval of the shareholders at the 2023 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 2023**

Objective and Reason: To comply with Section 120 of the Public Limited Company Act B.E. 2535 (1992) and Clause 58 of the Company's Articles of Association which requires, 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. Wanwilai Phetsang, C.P.A. Registration No. 5315; or (Number of years serving as the Company's auditor: 7)

Ms. Somjai Khunapasut, C.P.A. Registration No. 4499; or (Number of years serving as the Company's auditor: 7)

Ms. Bongkot Kriangpunamorn, C.P.A. Registration No. 6777 (Number of years serving as the Company's auditor: 1)

be appointed as the Company's auditor for the year 2023; 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 2023 shall not exceed THB 3,190,000 (Three million and one hundred ninety 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.
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 2023 at THB 3,190,000 (Three million and one hundred ninety thousand baht), excluding out of pocket expenses. The proposed audit fee for year 2023 is the higher amount compared to last year's due to inflation and increasing amount of works.

Board's Opinion: The Board recommended the appointment of the proposed auditors, Ms. Wanwilai Phetsang, C.P.A. Registration No. 5315 or Ms. Somjai Khunapasut, C.P.A. Registration No. 4499; or Ms. Bongkot Kriangpunamorn, C.P.A. Registration No. 6777 as the Company's auditors of EY Office Limited. The audit fee for the Year 2023 is in the amount of not exceeding THB 3,190,000 (Three million and one hundred ninety thousand baht), excluding out of pocket expenses. The proposed audit fee is the higher amount compared to last year's due to inflation and increasing amount of works.

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:

Owing to the resolutions of the Shareholders’ Meeting at the 2022 Annual General Meeting of Shareholders held on 11 April 2022, the shareholders approved the renewal of debenture program in the amount not exceeding THB 10 Billion or the equivalent amount in other currencies (Revolving). However, the Company has not issued and offered any debenture under the said program to the investors.

The Board of Directors, therefore, would like the Shareholders’ Meeting to consider and approve the renewal of the said debenture program again to be an alternative source of funding of the Company. This could reduce the Company’s interest expense from loan facilities the Company has with the commercial banks, support the Company’s business expansion and operation such as issuing derivative warrants, lending margin loan for stock trading, and etc., and provide source of fund for future investment needs and working capital for the Company. Details of Debenture Program under the scheme as detailed set out below.

Details of Debentures Program

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.

In addition, the Board of Directors deemed it appropriate to propose to the Shareholders’ Meeting to empower the Board of Directors and/or the Management Committee to take the following actions related to the issuance and offering of debentures:

- a) to determine the details and other conditions in connection with the issuance and offering of debentures such as market conditions at the time of issuance and offering, 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;

- 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.

Board's Opinion:

After due consideration, the Board of Directors deemed it appropriate to propose to the Shareholders' Meeting 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) and to consider and approve the delegation of power to 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 and to proceed with actions, as mentioned above.

Resolution:

The resolution for this agenda must be passed by votes of not less than three-fourth (3 out of 4) of the total number of votes of the shareholders attending the meeting and having the rights to vote (Clause 49.3 of the Company's Articles of Association).

**Agenda 8. To consider and approve the amendment to the Company's Objectives and the amendment to the Memorandum of Associations (MOA)**

Objective and Reason:

To support the expansion of the Company's business to cover life insurance agent, it is necessary to request the amendment of Clause 3 (Objectives) of the Company's Memorandum of Association. Pursuant to Section 31 of the Public Limited Companies Act, including its amendment thereof (the "Public Limited Companies Act") and Clause 49.3 of the Company's Articles of Association, the amendment of the Company's Memorandum of Association shall be approved by the shareholders' meeting.

Therefore, the Board of Director deemed it appropriate to propose to the Shareholders' Meeting to consider and approve the amendment to the Company's Objectives and Clause 3 (Objectives) of the Company's Memorandum of Association from 19 clauses to 20 clauses, in which Clause (20) shall be added. Details of additional objective to be added is as follow:

**Additional Objectives**

- (20) to operate life insurance agent

In addition, it is also proposed to the Shareholders' Meeting to consider and authorize the Board of Directors, authorized directors, the Chief Executive Officer and/or the person delegated by such persons, register for the amendment to Clause 3 (Objectives) of the Company's Memorandum of Association with the Department of Business Development, Ministry of Commerce, as well as to amend wordings in accordance with the registrar's instruction, to the extent that the amendment does not affect the subject matter approved by the Shareholders' Meeting, for the purpose of the completion of the relevant registration.

Board's Opinion:

After due consideration, the Board of Directors deemed it appropriate to propose to the Meeting to consider and approve the amendment to the Company's Objectives and the amendment to Clause 3 (Objectives) of the Company's Memorandum of Association to be in line with the new business of the Company and approve the authorization to the Board of Directors, authorized directors, the Chief Executive Officer and/or the person delegated by such persons to proceed with the registration for the amendment of the Company's Memorandum of Association, as proposed.

Resolution:

The resolution for this agenda must be passed by votes of not less than three-fourth (3 out of 4) of the total number of votes of the shareholders attending the meeting and having the rights to vote (Clause 49.3 of the Company's Articles of Association).

**Agenda 9. To consider and approve the amendment, change and adding provisions to the Company's Articles of Association**

Objective and Reason:

As per the enforcement of the Public Limited Companies Act (No. 4) B.E. 2565 (2022) in Royal Thai Government Gazette which become effective as of 24 May 2022 (the "PLCA No. 4"), it prescribes regulatory changes regarding the approval of conducting meeting via electronic methods and/or by using electronic means including sending documents, appointment of proxies for shareholders meetings, and providing solutions in a situation when there is no chairman to call the Board of Directors' meeting, in order to enhance efficiency and be modern, reduce unnecessary costs, and provide convenience to investors and directors. Therefore, in order to be in line with the PLCA No. 4, it is deemed appropriate to propose to the Shareholders' Meeting to consider and approve the amendment, change, adding provisions to the Company's Articles of Association, by amending and change provisions in Articles 13-14, 20, 30, 31, 38, 44-45, and 46 of the Company's Articles of Association and adding Article 67 to the Company's Articles of Association. The details are as follows:

Article	Current Articles of Association	Proposed Change
13.	<p>A share transfer shall be valid upon the transferor's endorsement of the share certificate by stating the name of the transferee and having its signed by both the transferor and the transferee and upon delivery of the share certificate to the transferee. The transfer of shares shall be effective against the Company upon the Company registrar having received a request to register the transfer of shares, and it shall be effective against a third party when the Company registrar has registered the transfer of shares.</p> <p>When the Company registrar considers such transfer is lawful, the Company registrar shall</p>	<p>A share transfer shall be valid upon the transferor's endorsement of the share certificate by stating the name of the transferee and having its signed by both the transferor and the transferee and upon delivery of the share certificate to the transferee. <u>However, t</u>The transfer of shares shall be <u>only</u> effective against the Company upon the Company registrar having received a request to register the transfer of shares, and it shall be effective against a third party when the Company registrar has registered the transfer of shares.</p> <p>When the Company registrar considers such transfer is lawful, the Company registrar shall register the transfer of shares within fourteen</p>

	register the transfer of shares within fourteen (14) days of the date of receipt of the request. If the transfer of shares is incorrect or invalid, the Company registrar shall notify the person making the request within seven (7) days.	(14) days of the date of receipt of the request. If the transfer of shares is incorrect or invalid, the Company registrar shall notify the person making the request within seven (7) days.
14.	<p>If a share transferee wishes to acquire a new share certificate, he or she shall submit to the Company registrar a written request bearing the signatures of the share transferee and of at least one witness in certification, and simultaneously return the old share certificate or other evidence to the Company registrar.</p> <p>The Company registrar shall register the transfer of shares within seven (7) days, and shall issue a new share certificate within one month from the date of receipt of the evidence.</p>	<p>If a share transferee wishes to acquire a new share certificate, he or she shall submit to the Company registrar a written request bearing the signatures of the share transferee and of at least one witness in certification, and simultaneously return the old share certificate or other evidence to the Company registrar.</p> <p>The Company registrar shall register the transfer of shares within seven (7) days <u>of the date of receipt of the request</u>, and shall issue a new share certificate within one month from the date of receipt of the <u>evidencerequest</u>.</p>
20.	The Company shall have a Board of Directors comprising at least five (5) directors and not less than half of the total number of directors must reside in the Kingdom of Thailand. The Board of Directors shall elect a director to be its Chairman and may also select Vice Chairman, Managing Director and other positions as seen appropriate. In addition, not less than half of the total number of directors must reside in the Kingdom of Thailand.	The Company shall have a Board of Directors comprising at least five (5) directors and not less than half of the total number of directors must reside in the Kingdom of Thailand. The Board of Directors shall elect a director to be its Chairman and may also select Vice Chairman, Managing Director and other positions as seen appropriate. <del>In addition, not less than half of the total number of directors must reside in the Kingdom of Thailand.</del>
30.	At a meeting of the Board of Directors, at least one half of the total number of directors presented shall form a quorum. In a case when the Chairman of the Board is not present or cannot perform his or her duty and if there is a Vice Chairman, the Vice Chairman who is present at the meeting shall be the Chairman of the meeting. If there is no Vice Chairman or if the Vice Chairman cannot perform his or her duty, the directors presented at the meeting shall elect one of the directors to be Chairman of the	At a meeting of the Board of Directors, at least one half of the total number of directors presented shall form a quorum. In a case when the Chairman of the Board is not present or cannot perform his or her duty and if there is a Vice Chairman, the Vice Chairman who is present at the meeting shall be the Chairman of the meeting. If there is no vice-chairman or if the Vice Chairman cannot perform his or her duty, the directors presented at the meeting shall elect one of the directors to be Chairman of the meeting.

	<p>meeting. A decision of a meeting shall be by a majority of votes.</p> <p>Each director is entitled to one vote, but a director who has interest in any matter shall not be entitled to vote on such matter. In the event of a tie vote, the Chairman of the meeting shall have a decisive vote.</p> <p>The meeting of the Board of Directors or its sub-committees or shareholders meeting may be held via electronic means pursuant to the regulations and methods specified in relevant law and standards for maintenance of security specified in Thai law.</p>	<p>A decision of a meeting shall be by a majority of votes.</p> <p>Each director is entitled to one vote, but a director who has interest in any matter shall not be entitled to vote on such matter. In the event of a tie vote, the Chairman of the meeting shall have a decisive vote.</p> <p>The meeting of the Board of Directors or its sub-committees or <del>shareholders meeting any meetings required to be held by law</del> may be held via electronic means. <del>pursuant to the regulations and methods specified in relevant law and standards for maintenance of security specified in Thai law.</del> Nevertheless, the arrangement of <u>meeting held through electronic means, the delivery of invitation letters to meetings, supporting documents of the meeting and minutes of the meeting, and maintaining of the said documents shall comply with the relevant applicable laws or regulations regarding the electronic meeting enforceable at the time.</u></p>
<p>31.</p>	<p>In calling a meeting of the Board of Directors, the Chairman of the Board or the person assigned by the Chairman of the Board shall serve written notice calling for such meeting to the directors not less than seven (7) days prior to the date of the meeting. Where it is necessary or urgent to preserve the rights or benefits of the Company, the meeting may be called by other methods and an earlier meeting date may be chosen.</p>	<p>In calling a meeting of the Board of Directors, the Chairman of the Board or the person assigned by the Chairman of the Board shall serve written notice calling for such meeting to the directors not less than <del>seven (7)</del> <u>three (3)</u> days prior to the date of the meeting. Except in case of <del>where</del> <u>where</u> it is necessary or urgent to preserve the rights or benefits of the Company, the meeting may be called by <u>electronic methods, or</u> other methods and an earlier meeting date may be chosen.</p> <p><u>However, if it is reasonable, or for the protection of the Company's benefits, at least 2 directors may jointly request that the Chairman of the Board summon a meeting of the Board of Directors, whereby the agendas and reasons to be proposed for consideration must be specified in that request. In this case, the Chairman of the Board shall summon and fix the date of the meeting within fourteen (14)</u></p>

		<p><u>days of the date of receipt of the request.</u></p> <p><u>In the case where the Chairman of the Board does not take action in accordance with the provision in paragraph two, the requesting directors may jointly summon and fix the date of the meeting of the Board of Directors to consider the proposed agenda items within fourteen (14) days from the end of such 14-day period mentioned in the above paragraph.</u></p> <p><u>If there is no Chairman of the Board, the Vice Chairman will call the Board of Directors meetings. If there is no Vice Chairman, at least two directors may jointly call a board of directors meeting.</u></p>
38.	The Board of Directors shall hold a meeting at least once every three months at the location of the Company's headquarters, branch office or nearby province.	The Board of Directors shall hold a meeting at least <del>one</del> <u>one</u> time in <del>once</del> every <del>three</del> <u>3</u> months at the location of the Company's headquarters, branch office or nearby province <u>in the Kingdom of Thailand or via electronic meetings. In the case of the electronic meetings, the Company's head office shall be deemed the venue of such meeting.</u>
44.	<p>The Board of Directors shall organize a shareholders' meeting, which is an annual general meeting of shareholders within four months after the last day of the fiscal year of the Company. Shareholders meeting other than that shall be called extraordinary general meeting of shareholders.</p> <p>The Board of Directors may call an extraordinary meeting of shareholders at any time as the Board of Directors consider expedient to do so, or any shareholder or shareholders holding an aggregate of at least one-tenth of the total number of shares sold may at any time subscribe their names requesting the Board of Directors in writing that an extraordinary general meeting shall be held at any time, but the topics and reasons for</p>	<p>The Board of Directors shall organize a shareholders' meeting, which is an annual general meeting of shareholders within four months after the last day of the fiscal year of the Company. Shareholders meeting other than that shall be called extraordinary general meeting of shareholders.</p> <p>The Board of Directors may call an extraordinary meeting of shareholders at any time as the Board of Directors consider expedient to do so, or any shareholder or shareholders holding an aggregate of at least one-tenth of the total number of shares sold may at any time subscribe their names requesting the Board of Directors in writing that an extraordinary general meeting shall be held at any time, but the topics and reasons for calling such meeting shall be clearly stated</p>

	<p>calling such meeting shall be clearly stated in the request. In this case, the Board of Directors shall hold a shareholders' meeting within forty-five (45) days after receiving such request from the shareholders.</p> <p>In the event the Board of Directors fails to convene the shareholder's meeting within the 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 (45) days from the date of expiration of the period under paragraph one. In such case, the meeting is deemed to be a 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 event that, the number of the shareholders present, at any shareholders' meeting called by the shareholders under paragraph two, does not constitute quorum as prescribed Section 103, the shareholders under paragraph two shall jointly compensate the Company for the expenses incurred in arrangements for convening that meeting.</p>	<p>in the request. In this case, the Board of Directors shall hold a shareholders' meeting within forty-five (45) days after receiving such request from the shareholders.</p> <p>In the event the Board of Directors fails to convene the shareholder's meeting within the period under paragraph <del>one</del> <b>two</b>, 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 (45) days from the date of expiration of the period under paragraph <del>one</del> <b>two</b>. <u>The shareholders calling the meeting may send the notice of the meeting to the shareholders by electronic method, if such shareholders have notified their intention or given their consent to the Company or the Board of Directors in accordance with the criteria prescribed by law.</u> In such case, the meeting is deemed to be a 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.</p> <p>In the event that, the number of the shareholders present, at any shareholders' meeting called by the shareholders under paragraph <del>two</del> <b>three</b>, does not constitute quorum as prescribed in <u>this Articles of Association</u><del>Section 103</del>, the <u>said</u> shareholders under paragraph <del>two</del> <b>three</b> shall jointly compensate the Company for the expenses incurred in arrangements for convening that meeting.</p>
45.	<p>In calling a shareholders' meeting, the Board of Directors 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</p>	<p>In calling a shareholders' meeting, the Board of Directors 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</p>



	<p>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 of not less than seven (7) days prior to the date of the meeting. The notice calling for the meeting shall also be published in the newspaper for three (3) consecutive days of not less than three (3) days prior to the date of the meeting.</p> <p>45.1 The shareholders' meeting can be held via electronic means. In this regard, the arrangement of shareholders' meeting held via electronic means shall have basic components, which is in accordance with the regulations and methods as per the standards for maintenance of security of electronic meeting and regulations as specified by relevant Thai laws (including any amendments thereto and any amendments to be further made).</p> <p>In case of electronic meeting, the delivery of invitation letters to meetings, minutes of the meeting and supporting documents used in the meeting can be done via electronic means. In this regard, the Board of Directors shall maintain copies of the invitation letters and supporting documents as evidence and can be stored in the form of electronic data.</p>	<p>of the Board of Directors in the mentioned matters. The notice shall be delivered to the shareholders and the registrar for their information of not less than seven (7) days prior to the date of the meeting. The notice calling for the meeting shall also be published in the newspaper for three (3) consecutive days of not less than three (3) days prior to the date of the meeting. <u>The Company may advertise the notice via electronic means in accordance with the criteria prescribed by law instead.</u></p> <p>45.1 The shareholders' meeting can be held via electronic means. In this regard, the arrangement of shareholders' meeting held via electronic means shall have basic components, which is in accordance with the regulations and methods as per the standards for maintenance of security of electronic meeting, including regulations as specified by relevant Thai laws (including its amendment and any amendments to be further made).</p> <p><u>45.2</u> In case of electronic meeting, the delivery of invitation letters to meetings, minutes of the meeting and supporting documents used in the meeting can be done via electronic means. In this regard, the Board of Directors shall maintain copies of the invitation letters and supporting documents as evidence and can be stored in the form of electronic data.</p> <p><u>45.3</u> <u>A shareholders' meeting may be held at the Company's head office or in any other province throughout the Kingdom of Thailand, as may be determined by the Board of Directors. However, in the event that any shareholders' meeting is conducted via electronic means, the Company's head office shall be deemed the venue of such meeting.</u></p>
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46.	<p>At the shareholders' meeting, the shareholders may appoint proxies to attend the meeting and casts a vote on their behalf. The power of attorney must be in writing and signed by proxy grantor and shall be in the form determined by registrar of the public company. The proxy grantor must present this proxy to the 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 items:</p> <p>A. The number of shares held by the proxy grantor  B. Name of proxy  C. Number of the meeting the proxy is authorized to attend and casts a vote on his or her behalf</p>	<p>At the shareholders' meeting, the shareholders may appoint proxies to attend the meeting and casts a vote on their behalf. The power of attorney must be in writing and signed by proxy grantor and shall be in the form determined by registrar of the public company. The proxy grantor must present this proxy to the 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 items:</p> <p>A. The number of shares held by the proxy grantor  B. Name of proxy  C. Number of the meeting the proxy is authorized to attend and casts a vote on his or her behalf</p> <p><u>Appointment of a proxy may be carried out via electronic methods, provided that such method is safe, and that it is credible that such appointment has been duly made by a shareholder in accordance with the criteria prescribed by the registrar of the public company.</u></p>
67.	-	<p><u>In the event that the Company or the Board of Directors is obliged to send letters or documents in accordance with the provisions of the Public Limited Companies Act B.E. 2535 (1992) (including any amendments thereto) to the directors, shareholders, or creditors of the Company, if such persons have notified their intention to receive or consented to the delivery of, letters or documents via electronic methods, the Company or the Board of Directors may send such letters or documents via electronic methods in accordance with the criteria prescribed by law.</u></p>

Furthermore, it is also proposed to the Shareholders' Meeting to consider and authorize the Board of Directors, authorized directors, the Chief Executive Officer and/or the person delegated by such persons, register for the amendment to provisions in Articles 13, 14, 20, 30, 31, 38, 44, 45, and 46 of the Company's Articles of Association and adding Article 67 to the Company's Articles of Association with the Department of Business Development, Ministry of Commerce, as well as to amend

and/or add additional wording in accordance with the registrar's instructions, to the extent that the amendment does not affect the subject matter approved by the Shareholders' Meeting, for the purpose of the completion of the relevant registration.

Board's Opinion:

The Board of Directors deemed it appropriate to propose to the Shareholders' Meeting to consider and approve the amendment to provisions in Articles 13, 14, 20, 30, 31, 38, 44, 45, and 46 of the Company's Articles of Association and adding Article 67 to the Company's Articles of Association, to conform with the PLCA No. 4 and approve the authorization to the Board of Directors, authorized directors, the Chief Executive Officer and/or the person delegated by such persons to proceed with the registration for the amendment of the Company's Articles of Association, in accordance with the proposed details.

Resolution:

The resolution for this agenda must be passed by votes of not less than three-fourth (3 out of 4) of the total number of votes of the shareholders attending the meeting and having the rights to vote (Clause 49.3 of the Company's Articles of Association).

**Agenda 10 Any other business (if any)**

The Company has published the notice of the 2023 Annual General Meeting of Shareholders attached with the attachments on the Company's website at [www.maybank-ke.co.th](http://www.maybank-ke.co.th) since March 14, 2023. Therefore, the Company hereby invites all shareholders to attend 2023 Annual General Meeting of Shareholders on Tuesday, April 11, 2023 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 2023 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 2023 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 2023 Annual General Meeting of Shareholders via electronic method (E-AGM)) to Corporate Secretary Office, [cosecthailand@maybank.com](mailto:cosecthailand@maybank.com) within April 7, 2023. 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 Dr. Areepong Bhoocha-oom or Mr. Hans Johan Patrik Sandin, 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 2023 Annual General Meeting of Shareholders via electronic method (E-AGM)) to **Corporate Secretary Office, cosecthailand@maybank.com within April 7, 2023 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.com](mailto:cosecthailand@maybank.com)

**Biography of the Person to be proposed for nomination as Directors**



Name-Surname	Ms. Sopawadee Lertmanaschai
Age	69
Nationality	Thai
Highest Education	<ul style="list-style-type: none"> <li>• Master Degree in Accounting, Thammasart University, Thailand</li> <li>• Bachelor of Law, Thammasart University</li> <li>• Bachelor Degree in Accounting, Thammasart University, Thailand</li> <li>• The Wharton Advanced Management program, University of Pennsylvania, USA</li> </ul>
Participation in the DAP Program	DCP 2/2000 , ACP 27/2009, SFE6/2010
Current Position (The Company)	Chairman of the Audit Committee, Chairman of Nomination and remuneration Committee, Corporate Governance Committee and Independent Director
Appointment Date	October 5, 2015
Duration of Directorship	7 Years 5 months (as of AGM date)
Shareholding (as of Dec 31, 2022)	None
Work Experiences	<ul style="list-style-type: none"> <li>• Chairman of the Audit Committee and Independent Director, Maybank (Securities) Thailand Plc.</li> <li>• Independent Director and Audit Committee Central Plaza hotel Plc.</li> <li>• Independent Director, JSP PLC.</li> <li>• Independent Director, Chotiwat PLC.</li> <li>• Chairman and Independent Director, KTBST REIT Management Co., Ltd.</li> <li>• Advisor to Chairman of the board and Investment Director, Dhipaya Insurance Plc.</li> </ul>
Attendance of Meeting at 2022	<ul style="list-style-type: none"> <li>• Board Meeting 12/12 (100%)</li> <li>• Audit Committee 8/8 (100%)</li> </ul>

**Information for Considering Appointing Person as Independent Director**

Characteristic of Conflict of interest	Person to be Proposed for Nomination as Independent Director
	Ms. Sopawadee Lertmanaschai
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	Mr. Ricardo Nicanor Jacinto
Age	63
Nationality	Philippines
Highest Education	<ul style="list-style-type: none"><li>• Master Degree in Business Administration, Harvard University, USA</li><li>• Bachelor Degree in Business Economics, University of the Philippines, Philippines</li></ul>
Participation in the DAP Program	-
Current Position (The Company)	Audit Committee, Corporate Governance Committee and Independent Director
Appointment Date	31 August 2021
Duration of Directorship	1 Years 8 months (as of AGM date)
Shareholding (as of Dec 31, 2022)	None
Work Experiences	Current: <ul style="list-style-type: none"><li>• Independent Director, Maybank Securities (Thailand) Public Company Limited</li></ul>
Attendance of Meeting at 2022	<ul style="list-style-type: none"><li>• Board Meeting 12/12 (100%)</li><li>• Audit Committee 8/8 (100%)</li></ul>

**Information for Considering Appointing Person as Independent Director**

Characteristic of Conflict of interest	Person to be Proposed for Nomination as Independent Director
	Mr. Ricardo Nicanor Jacinto
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.	
5.(Be/not be a controlling director, an employee or an advisor who is given salary or regular compensation)	None
6.Be/not be a professional service provider	None
7.Have/not have business relationship	None
8.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.

Person to be Proposed for Nomination as Director	Listed Company*		Other Company (Non-Listed)*	Director in Competing / Related Company
	Amount	Type of Director		
Ms. Sopawadee Lertmanaschai	4	Independent Director	2	None
Mr. Ricardo Nicanor Jacinto	1	Independent 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 2023 Annual General Meeting of Shareholders on Tuesday, April 11, 2023 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, 20<sup>th</sup> 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.

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

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 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.com](mailto:cosecthailand@maybank.com) and original copy to the Company's address given below within April 7, 2023. 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 April 7, 2023 only to

E-mail: [cosecthailand@maybank.com](mailto:cosecthailand@maybank.com)

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, 20<sup>th</sup> Floor  
Rama 1 Road, Pathumwan, Bangkok 10330

2. **Email:** [cosecthailand@maybank.com](mailto:cosecthailand@maybank.com)

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	Dr.Areepong Bhoocha-oom	Mr. Hans Johan Patrik Sandin
Age	65	56
Nationality	Thai	Thai
Highest Education	<ul style="list-style-type: none"> <li>• Ph.D. in Finance, University of Mississippi, USA</li> <li>• Master of Finance, Marshall University, USA</li> <li>• Bachelors of International Management, Boston University,</li> </ul>	<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	DCP3/2000	CGI 21/2019
Current Position (The Company)	Chairman of the Board of Directors, Chairman of Corporate Governance Committee, Member of Nomination and Remuneration Committee and Member of Audit Committee	Board of Director, Member of Corporate Governance Committee, Member of Nomination and Remuneration Committee and Member of Audit Committee
Appointment Date	22 October 2018	14 May 2018
Duration of Directorship	4 Years 6 Months	4 Years 11 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)	<ul style="list-style-type: none"> <li>• Chairman, Independent Director and a member of Audit Committee, Maybank Securities (Thailand) Plc.</li> <li>• Chairman, Digital Government Development Agency (Public Organization)</li> <li>• Independent Director and a member of Audit Committee, T.K.S. Technologies Plc.</li> <li>• Director, Office of the Council of State Permanent Secretary , Ministry of Energy</li> <li>• Permanent Secretary, Ministry of Tourism &amp; Sport</li> </ul>	<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>

Name - Surname	Dr.Areepong Bhoocha-oom	Mr. Hans Johan Patrik Sandin
	<ul style="list-style-type: none"> <li>• Permanent Secretary, Ministry of Finance</li> </ul>	
Attendance of Meeting 2022	<ul style="list-style-type: none"> <li>• Board of Director Meeting 12/12 (100%)</li> <li>• Audit Committee Meeting 8/8 (100%)</li> </ul>	<ul style="list-style-type: none"> <li>• Board of Director Meeting 12/12 (100%)</li> <li>• Audit Committee Meeting 8/8 (100%)</li> </ul>

\*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 \_\_\_\_\_ Email: \_\_\_\_\_

Mobile Phone Number \_\_\_\_\_

To act as my/our proxy (“**proxy**”) to attend and vote on my/our behalf at the 2023 Annual General Meeting of Shareholders via electronic method (E-AGM) on April 11, 2023 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 2022**

- 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, 2022**

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.

**Ms. Sopawadee Lertmanaschai**

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

**Mr. Ricardo Nicanor Jacinto**

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

**Agenda 5. To consider and approve the remuneration of the Company’s directors and sub-committee members for the year 2023**

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

**Agenda 6. To consider and appoint the Company’s auditors and to fix the audit fee for the year 2023**

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 revision of the objectives and Memorandum of Association of the Company**

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

**Agenda 9. To consider and approve the revision of the Article of Association of the Company**

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

**Agenda 10. 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 \_\_\_\_\_ Email \_\_\_\_\_

Mobile Phone Number \_\_\_\_\_ or;

Ms. Sopawadee Lertmanaschai (Independent Director), Age 69 years

Maybank 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. Ricardo Nicanor Jacinto (Independent Director), Age 63 years

Maybank 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 2023 Annual General Meeting of Shareholders via electronic method (E-AGM) on April 11, 2023 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 2022**

- 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, 2022**

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.

**Ms. Sopawadee Lertmanaschai**

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

**Mr. Ricardo Nicanor Jacinto**

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

**Agenda 5. To consider and approve the remuneration of the Company's directors and sub-committee members for the year 2023**

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

**Agenda 6. To consider and appoint the Company's auditors and to fix the audit fee for the year 2023**

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 revision of the objectives and Memorandum of Association of the Company**

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

**Agenda 9. To consider and approve the revision of the Article of Association of the Company**

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

**Agenda 10. 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 \_\_\_\_\_ Email \_\_\_\_\_

Mobile Phone Number \_\_\_\_\_ or;

Ms. Sopawadee Lertmanaschai (Independent Director), Age 69 years

Maybank 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. Ricardo Nicanor Jacinto (Independent Director), Age 63 years

Maybank 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 2023 Annual General Meeting of Shareholders via electronic method (E-AGM) on April 11, 2023 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 2022**

- 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, 2022**

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.

**Ms. Sopawadee Lertmanaschai**

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

**Mr. Ricardo Nicanor Jacinto**

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

**Agenda 5. To consider and approve the remuneration of the Company’s directors and sub-committee members for the year 2023**

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

**Agenda 6. To consider and appoint the Company’s auditors and to fix the audit fee for the year 2023**

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 revision of the objectives and Memorandum of Association of the Company**

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

**Agenda 9. To consider and approve the revision of the Article of Association of the Company**

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

**Agenda 10. 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 2023 Annual General Meeting of Shareholders via electronic method (E-AGM) on April 11, 2023 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 2022 Annual Report containing financial statements for the financial year  
ended December 31, 2022 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 2022 Annual Report containing financial statements for the financial year ended December 31, 2022 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

