

Capital Nomura Securities Public Company Limited

NOMURA

Notice of Summoning to attend the Extraordinary General Meeting of Shareholders

No. 1/2566 (No. 1/2023)

Tuesday, March 7, 2023 at 10.00 a.m.
CNS Convention Center, 21/3 Thai Wah Building, G Floor,
South Sathorn Road, Thungmahamek, Sathorn, Bangkok

No. CNS 267/2023

February 23, 2023

Subject: Notice of Summoning to attend the Extraordinary General Meeting of Shareholders No. 1/2566 (No.1/2023)

To: The Shareholders of Capital Nomura Securities Public Company Limited (the "Company")

Attachments:

1. A copy of the Minutes of the Annual General Meeting of Shareholders No. 1/2565
2. Biographies of the persons nominated to be Company's directors
3. Registration and Proxy Procedure
4. Biographies of Independent Directors, proposed by the Company to serve as proxy for shareholders
5. The Company's Articles of Association relating to Shareholders' Meeting
6. Map of the meeting location for the Extraordinary General Meeting of Shareholders No. 1/2566 (No.1/2023) (CNS Convention Center)
7. Proxy forms

As the Company has received a letter dated February 6, 2023 from Nomura Asia Investment (Singapore) Pte. Ltd. ("NAIS"), which is the major shareholder of the Company, requesting to convene the Extraordinary General Meeting of Shareholders No. 1/2566 (No. 1/2023) to consider the matters relating to the sale and purchase of the 2,131,027,019 issued shares in the capital of the Company which represent approximately 99.10% of the issued share capital of the Company from NAIS to Bank of Ayudhya Public Company Limited (the "Proposed Transaction").

For such purpose, the Company by the resolution of the Board of Directors Meeting No. 2/2566 held on February 7, 2023, has scheduled the book closing date on February 22, 2023 to collect the shareholders list for the right to attend the Extraordinary General Meeting of Shareholders No. 1/2566 (No. 1/2023) which will be held on Tuesday, March 7, 2023 at 10.00 a.m., at CNS Convention Center, no. 21/3 Thai Wah Building, G Floor, South Sathorn Road, Thungmahamek, Sathorn, Bangkok, with the following agendas:

Agenda 1 To consider adopting the Minutes of the Annual General Meeting of Shareholders No. 1/2565 held on April 22, 2022**Fact and Reason**

The Minutes of the Annual General Meeting of Shareholders No. 1/2565 held on April 22, 2022 (as per the Attachment No.1), were taken and submitted to the Office of Securities and

Exchange Commission and the Ministry of Commerce within 14 days after the meeting date. In addition, the minutes have already been posted on the Company's website (www.nomuradirect.com).

The Board of Directors' opinion

The Board of Directors considered that the Minutes of the Annual General Meeting of Shareholders No. 1/2565 had been stated correctly and completely. Therefore, the Board of Directors resolved to propose the Shareholders' Meeting to adopt these minutes.

Resolution requirement

The resolution for this agenda must be passed by a majority of the votes of the shareholders who attend the meeting and cast their votes according to Article 19 of the Company's Articles of Association.

- Agenda 2 To consider and approve the change of Company's name and the Company's seal, the amendment to Clause 1 of the Company's Memorandum of Association, and the Company's Articles of Association to reflect the change of Company's name and the Company's seal following the change of major shareholder and the amended Public Limited Company Act B.E. 2535 and related regulations**

Fact and Reason

To reflect the change of major shareholder and the amended Public Limited Company Act B.E. 2535 and related regulations, the Company therefore propose to the shareholders' meeting to consider and approve the change of Company's name and the Company's seal, amendment to Clause 1 of the Company's Memorandum of Association, and the Company's Articles of Association, as well as amending the Company's Articles of Association to be in line with the amended Public Limited Company Act B.E. 2535 and related regulations.

2.1 Change of Company's name and Company's seal

Company's Name

From:

Thai: บริษัทหลักทรัพย์ โนมูระ พัฒนสิน จำกัด (มหาชน)

English: Capital Nomura Securities Public Company Limited

To:

Thai : บริษัทหลักทรัพย์ กรุงศรี พัฒนสิน จำกัด (มหาชน)

English : Krungsri Capital Securities Public Company Limited

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25 อาคารกรุงเทพประกันภัย ชั้น 15-17 ถนนสาทรใต้ แขวงทุ่งมหาเมฆ เขตสาทร กทม. 10120
โทรศัพท์ (0) 2638-5000, (0) 2081-2000 โทรสาร (0) 2081-2001

25 Bangkok Insurance Building, 15th-17th Floor, South Sathorn Road, Sathorn, Bangkok 10120, Thailand

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www.nomuradirect.com

Company's Seal

From:



To:

**2.2 Amendment to Clause 1 of the Company's Memorandum of Association**

To reflect the change of the Company's name, it was proposed that the shareholders' meeting consider and approve the amendment to Clause 1 of the Company's Memorandum of Association.

From:

Clause 1. Name of the Company “บริษัทหลักทรัพย์ โนมูระ พัฒนสิน จำกัด (มหาชน)” and name in English “Capital Nomura Securities Public Company Limited”

To:

Clause 1. Name of the Company “บริษัทหลักทรัพย์ กรุงศรี พัฒนสิน จำกัด (มหาชน)” and name in English “Krungsri Capital Securities Public Company Limited”

2.3 Amendment to the Company's Articles of Association

To reflect the change of the Company's name and the Company's seal after the change of major shareholder and the amendments to the Public Limited Company Act B.E. 2535 and related regulations, it was proposed that the shareholders' meeting consider and approve the amendment to the Company's Articles of Association by way of replacing the whole document of original version with the new version of the Articles of Association as follows.

Original Version

<p>(Translation) ARTICLES OF ASSOCIATION OF CAPITAL NOMURA SECURITIES PUBLIC COMPANY LIMITED</p> <p>CHAPTER 1 General Provisions</p>	
Article 1.	These regulations shall be called the "Articles of Association of Capital Nomura Securities Public Company Limited".
Article 2.	Unless specified otherwise, "Company" means "Capital Nomura Securities Public Company Limited".
Article 3.	Unless specified otherwise, the provisions of the Laws governing Public Limited Companies and/or the provisions of the laws governing securities and exchange, as the case may be, shall apply.
Article 4.	Amendment of the Company's Memorandum of Association or Articles of Association can be made upon the Shareholders Meeting passing a resolution carried by the votes of at least three-fourths of the total number of votes of the shareholders attended the meeting and entitled to vote.
<p>CHAPTER 2 Shares and Shareholders</p>	
Article 5.	<p>The Company's shares are ordinary shares with a par value of 1 Baht (One Baht) each. The Company may issue preference shares, debentures, convertible preference shares and convertible debentures, and any other securities under the laws on securities and exchange.</p> <p>When paying for shares, the share subscribers or the shareholders cannot ask the Company for a set-off against any debt owed to the Company. Except in case, the Company undergoes a debt restructuring program by issuing new shares for paying debts to the creditors, according to the capitalization program as approved by the meeting of shareholders by votes of not less than three-fourths of the total number of votes of the shareholders attending the meeting and are entitled to vote.</p> <p>The issuance of shares for payment of debts and the capitalization program under the second paragraph shall be in accordance with the bases and procedures prescribed by the law.</p>
Article 6.	<p>The preferential rights attached to the issued preference shares cannot be altered.</p> <p>The conversion of preference shares into ordinary shares can be done by the shareholder submitting an application to the Company and surrendering the share certificates at the same time. The conversion will have effect as from the date of submitting the application. In this regard, the Company shall issue a new share</p>

	certificate to the applicant within fourteen days from the date of receipt of the application.
Article 7	The Company will issue share certificates to shareholders within two months from the date the Registrar has registered the Company, or from the date payment for the shares has been received in full in the case of sale of any remaining shares or of any newly-issued shares after registration of the Company.
Article 8.	The Company has the right to offer for sale and issue shares at a price that is higher than their registered par value.
Article 9.	All share certificates of the Company shall bear a handwritten signature or printed signature of at least one Director of the Company and the seal of the Company. However, the Company Directors may entrust the Share Registrar under the laws on securities and exchange to sign or print a signature instead.
Article 10.	The Company's shares can be transferred without restriction, except where the transfer would cause the Company to lose rights and benefits to which it should receive under the laws.
Article 11.	<p>A shareholder may ask the Company to issue to the shareholder a new share certificate(s), if any share certificate is lost, destroyed, defaced or materially damaged, and the Company's Share Registrar will issue the new share certificate(s) to the shareholder within fourteen days from the date of receipt of the application therefor.</p> <p>In the case of loss or destruction of a share certificate, the shareholder shall produce evidence of notifying the inquiry officer thereof or such other reliable evidence to the Company. In the case of the share certificate(s) being defaced or damaged, the shareholder shall surrender them to the Company.</p> <p>The Company may charge a fee for issuing the new share certificate(s) for those which have been lost, destroyed, defaced or damaged at the rate prescribed by law.</p>
Article 12.	In the event of death or bankruptcy of a shareholder in the Company resulting in any person being entitled to the share certificate(s), if such person produces complete legal evidence, the Company shall register the matter and issue the new share certificate(s) within one month from the date of receipt of the complete evidence.
Article 13.	<p>The Company cannot own its shares or accept them in pledge, except in the following cases:</p> <ol style="list-style-type: none"> (1) The Company may buy back shares from the shareholders who voted against the resolution of the meeting of shareholders amending the Articles of Association relating to the right of vote and the right to receive dividend, where the shareholders consider that they are not treated fairly. (2) The Company may buy back shares for financial management purposes when the Company has retained earnings and surplus liquidity and the said buying back of shares does not cause the Company to face financial problems. <p>In the case where the buying back shares is more than 10% of paid up capital, the Company must seek the approval of shareholders' meeting, by a majority</p>

of votes of shareholders who attend the meeting and cast their votes. In the case where the buying back shares does not exceed 10 % of paid up capital, the Company's Board of Directors has the authority to buy back shares.

The shares bought back and held by the Company shall not be counted as a quorum in the meeting of shareholders, neither they are entitled to vote or to receive dividend.

The shares bought back must be sold by the Company within the time prescribed in the law. If not or if all are not sold within the time so prescribed, the Company shall reduce its paid-up capital by cancelling the listed shares that cannot be sold.

The buying back of shares, the selling of shares and the cancelling of listed shares that cannot be sold, shall be in accordance with the bases and procedure prescribed in the law.

CHAPTER 3 Shareholders Meetings

- Article 14. The Board of Directors shall convene an annual general meeting of shareholders within four months from the last day of the accounting period of the Company.
Meetings of shareholders other than those specified above shall be called the extraordinary meetings.
The Board of Directors may summon an extraordinary meeting whenever it deems appropriate.
- Article 15. Shareholders holding an aggregate of shares of not less than one-fifth of the total number of shares sold, or shareholders to a number of not less than twenty-five persons holding an aggregate of shares of not less than one-tenth of the total number of shares sold, may at any time make a requisition in writing for the Board of Directors to summon an extraordinary meeting, provided that the requisition clearly gives reasons for summoning the shareholders meeting. In such a case, the Board of Directors shall convene the shareholders meeting within one month from the date of receipt of such written requisition from the shareholders.
- Article 16. In summoning a shareholder's meetings, the Board of Directors shall prepare a notice of the meeting specifying the place, date, time, agenda and the business to be submitted to the meeting, together with appropriate details stating clearly what will be for acknowledgement, for approval and for consideration, as the case may be, and the opinions of the Board of Directors on the said matters, and shall send the same to the shareholders and the Registrar for information not less than seven days prior to the meeting. Publication of the notice of the meeting shall be made in a newspaper for three consecutive days at least three days prior to the meeting.
The place of the shareholders meeting shall be in the same locality as the Company's head office or in a neighboring province.
- Article 17. For a shareholders' meeting, there must be shareholders and their proxies (if any) present numbering not less than twenty-five persons or not less than half the total number of shareholders and holding an aggregate of not less than one-third of the total number of shares sold to constitute a quorum.

If, after one hour from the time fixed for any shareholders' meeting, the number of shareholders present is insufficient to form a quorum as specified in the first paragraph, then if such shareholders' meeting was summoned by a requisition by the shareholders under Article 15, it shall be cancelled, but if such shareholders' meeting was not requisitioned by the shareholders under Article 15, the meeting shall be convened again by the Board of Directors and in the latter case the notice of the meeting shall be sent to the shareholders not less than seven days prior to the date of the meeting. A quorum is not compulsory for the new meeting.

The shareholders or proxies present at a shareholders' meeting shall have the right to vote according to the number of shares held. One share shall have one vote, except the case where the Company has issued preference shares and has designated that they are entitled to voting right less than that of ordinary shares.

- Article 18. The Chairman of the Board shall preside over the shareholders meeting. If the Chairman of the Board is not present at the meeting or is unable to perform the duties, the Vice-Chairman, if available, shall preside over the meeting. If there is no Vice-Chairman, or the Vice-Chairman is unable to perform the duties, the shareholders present at the meeting shall elect one of the shareholders to preside over the meeting.
- Article 19. Resolutions of the shareholders meeting shall comprise the following votes:
- (1) In the normal case, a majority of the votes of the shareholders who attend the meeting and cast their votes. In the case of equality of votes, the presiding chairman shall have an additional casting vote;
 - (2) In the following case, not less than three-fourths of the total number of votes of the shareholders who attend the meeting and are entitled to vote:
 - (a) The sale or transfer of all or a substantial part of the businesses of the Company to another person;
 - (b) The purchase or acceptance of transfer of a business belonging to another company or a private company by the Company;
 - (c) The execution, amendment or termination of a contract relating to the leasing out of all or a substantial part of the businesses of the Company, the assignment for another person to manage the affairs of the Company, or the consolidation of a business with another person for the purpose of profit and loss sharing.
- Article 20. Transaction that the annual general meeting must conduct are as follows:
- (1) Reviewing the report of the Board of Directors covering the work done during the preceding year;
 - (2) Considering and approving the balance sheet and the profit and loss account;
 - (3) Considering the appropriation of profits;
 - (4) Election of Directors in place of those who must retire by rotation;
 - (5) Appointment of the auditor and the fixing his remuneration;
 - (6) Other business.

CHAPTER 4 Board of Directors

- Article 21. The Company shall have a Board of Directors consisting of at least 5 (Five) Directors. Not less than one half of all the Directors must have domicile in the Kingdom.
- Article 22. All the Directors shall be elected by a shareholders meeting in accordance with the following rules and procedures:
(1) One shareholder shall have votes equal to the number of shares held;
(2) In choosing the Directors, the method of voting used may be to vote on candidate by candidate or several candidates together, whichever the Shareholders Meeting finds appropriate, but in voting to pass a resolution, the shareholders shall vote using all the votes under (1) which cannot be divided for any person or group to any extent at all.
(3) Voting for election of the Directors shall be by a majority of votes. In the case of equality of votes, the presiding chairman shall have an additional casting vote.
- Article 23. At each annual general meeting, one-third of the Directors shall retire. If their number is not a multiple of three, the number nearest to one-third must retire from office.
The Directors to retire during the first and second years following registration of the Company shall be drawn by lots. In every subsequent year the Director(s) who has been longest in office shall retire.
A director retiring by rotation under this Article is eligible for re-election.
- Article 24. Other than retirement by rotation, a Director shall vacate office upon:
(1) death;
(2) resignation;
(3) disqualification or subject to prohibition by law;
(4) being removed by a resolution of shareholders meeting under Article 26;
(5) being dismissed by a court order.
- Article 25. Subject to the provisions of Article 28, in the case of a vacancy on the Board of Directors otherwise than by rotation, the Board of Directors shall choose any person who is qualified and not subject to prohibition by law as a replacement Director at the next meeting of the Board of Directors, except in the case where the remaining term of office of such Director is less than two months.
The replacement Director under the first paragraph shall hold the office only for the remaining term of the Director whom he replaces.
The resolution of the Board of Directors under paragraph one must be passed by votes of not less than three-fourths of the number of the subsisting Directors.
- Article 26. The shareholders meeting may pass a resolution removing any Director prior to the retirement by rotation by the votes of not less than three-fourths of the number of shareholders attending the meeting and having the right to vote, and the shares held by them shall not, in the aggregate, be less than one half the number of the shares held by the shareholders attending the meeting and having the right to vote.

- Article 27. In the event all the Directors vacate office, the incumbent Board of Directors shall become an acting Board to carry on the business of the Company but only to extent that is necessary, until a new Board of Directors has taken up its duties unless the Court orders otherwise in the case where the Board of Directors has vacated office under Article 24 (5).
The Board that has vacated office must convene a shareholders meeting to elect a new Board of Directors within one month from the date of vacating office, by sending a notice of the meeting to the shareholders for information at least fourteen days prior to the meeting.
- Article 28. In the case where there are vacancies to the extent that the number of subsisting Directors in less than the number required to constitute a quorum, the subsisting Directors shall act in the name of the Board of Directors only for convening a shareholders meeting to elect replacement Directors for all the vacancies.
The meeting described in the first paragraph shall be convened within one month from the date the number of Directors was reduced to less than the number that constitutes a quorum, and the replacement Directors under the first paragraph shall hold the office only for the remaining terms of the Directors whom they replace.
- Article 29. A director need not be a shareholder.
- Article 30. The Board of Directors shall elect one Director to be the Chairman of the Board.
In case that the Board deems appropriate, it may choose one or several Directors as Vice-Chairman. The duties of the Vice-Chairman shall be in accordance with the Article of Association for any business entrusted to him by the Chairman.
- Article 31. At a meeting of the Board of Directors, there must be Directors present at the meeting not less than one half of the total number of Directors to constitute a quorum. In the event that the Chairman of the Board is absent or is unable to perform the duties, if there is a Vice-Chairman, the Vice-Chairman shall preside over the meeting. If there is no Vice-Chairman or the Vice-Chairman is unable to perform the duties, the Directors present at the meeting shall choose one among themselves to be the chairman of the meeting.
Decisions of the Board of Directors meeting shall be by a majority of votes.
Each Director shall have one vote, except for a Director who has an interest in any matter shall have no right to vote on such matter. In the case of equality of votes, the chairman of the meeting shall have an additional casting vote.
- Article 32. In summoning a meeting of the Board of Directors, the Chairman of the Board or a person entrusted shall send notice thereof to the Directors not less than seven days prior to the date of the meeting. However, in a case of necessity or urgency for the purpose of preserving the rights or interests of the Company, the summoning of the meeting may be made by other methods and the date of the meeting may be sooner fixed.
- Article 33. The Directors must perform their duties in accordance with the law, the Company's objects and the Articles of Association, as well as the resolutions of the shareholders meeting.

The Board of Directors may entrust one or several Directors or any other person(s) to perform any action for and on behalf of the Board of Directors.

- Article 34. The Directors are prohibited from engaging in business, or become partners or become directors in another juristic person, of the same nature and in competition with the business of the Company, unless the shareholders meeting has been notified prior to the resolution appointing the Director(s).
- Article 35. The Directors shall notify the Company without delay in the following cases:
(1) It has a direct or indirect interest in any contract made by the Company during the accounting period. The facts relating to the nature of the contract, the names of the parties to the contract and the interest (if any) of such Director(s) must be specified;
(2) It holds shares or debenture in the Company and in an affiliate. The increased or decreased total shareholding during the accounting year (if any) must be specified.
- Article 36. If any Director purchases property of the Company or sells property to the Company or does any business with the Company, whether in the Director's own name or in the name of any other person, and if the consent of the Board of Directors has not been obtained, such purchase, sale or business done shall not bind the Company.
- Article 37. The Company shall cause to be kept a Register of Directors, minutes of Board of Directors meetings and minutes of shareholders meetings at the Company's head office. However, the Company may entrust any person with the duty of keeping the said documents and register for the Company at any place, provided that the Registrar is first notified and provided further that the place is either in the locality where the head office is located, or in a neighboring province.
The Register of Directors shall contain at least the following particulars:
(1) names, dates of births, nationalities and addresses of the Directors;
(2) type of share, its par value, share certificate number and the number of shares held by each Director, and
(3) dates of becoming and ceasing to be a Director.
The minutes of the Board of Directors meeting and the shareholders meeting shall be prepared and completed by the Board of Directors within fourteen days from the date of the meeting.
- Article 38. The Company's Board of Directors shall meet at least once every three months in the locality where the head office or a branch office is located or in a neighboring province.
- Article 39. The Directors are entitled to receive remuneration from the Company in the form of a reward, meeting allowance, gratuity or such other benefits in return, as proposed by the Board of Directors to the shareholders meeting. The shareholders meeting can pass a resolution approving the same by a majority vote of the shareholders present and may fix a certain sum or establish rules and fix the same from time to time or once and for all until a change is made.

- Article 40. The provisions of Article 39 shall not prejudice the rights of the Company's staff or employees who have been elected to the Board of Directors with respect to the receipt of remuneration and benefits in their capacity as Company's staff or employees.
- Article 41. The Board of Directors has the power to consider, determine, correct or change the names of the Directors who have the authority to sign and bind the Company when making juristic acts for and on behalf of the Company.
- Article 42. The authority of the Directors who can make juristic acts and having a binding effect on the Company shall be two Directors jointly sign together with the Company's seal affixed.

CHAPTER 5 Executive Board

- Article 43. The Board of Directors may appoint one or more Director(s) to be Executive Director (s) with such powers and duties in controlling and overseeing Company's businesses as the Board of Directors entrusts to it.
- In case the Board of Directors appoints many Directors to be an Executive Board, one Director shall be appointed to be the Chairman of the Executive Board. A quorum shall be formed by the presence of more than one half of the total number of its members.
- The Executive Board shall convene or summon a meeting as it thinks fit.

CHAPTER 6 Accounts, Finance and Audit

- Article 44. The accounting period of the Company shall commence on 1 January and end on 31 December of every year.
- Article 45. The Company shall cause accounts to be made and kept, as well as the auditing thereof, in accordance with the laws on such matters, and shall make a balance sheet and a profit and loss account at least once in every 12 months which is the accounting period of the Company.
- Article 46. The Board of Directors shall cause to be made the balance sheet and the profit and loss account as of the end of the accounting period of the Company and shall submit the same to the shareholders meeting for adoption at the annual general meeting. The Board of Directors shall arrange for the auditor to complete the auditing prior to the submission to the shareholders meeting.
- Article 47. The Board of Directors shall send the following documents to the shareholders together with the notice of the annual general meeting:
- (1) copies of the audited balance sheet and the profit and loss account which have been audited by the auditor together with the report of the auditor; and
 - (2) the annual report of the Board of Directors.
- Article 48. The balance sheet, the profit and loss account and the report of the Company's auditor shall be made in Thai language, properly printed.

- Article 49. Payment of dividend from money other than profit is not allowed. In the case where the Company has accumulated losses, payment of dividend is prohibited.
The dividend shall be equally distributed according to the number of shares.
Payment of the dividend requires the approval of the shareholders meeting.
The Directors may pay interim dividends to the shareholders from time to time when the Board of Directors finds that the Company has sufficient profit and report thereof shall be made to the shareholders meeting at the next meeting.
The payment of dividend shall be made within one month from the date the resolution was passed by the shareholders meeting or by a meeting of the Board of Directors, as the case may be. Written notices thereof shall also be sent to the shareholders, and publication of the notice of the payment of dividend shall also be made in a newspaper.
No interest can be charged against the Company if such dividend payment is in arrears.
- Article 50. In the case where the Company has not sold shares to the full number registered or the Company has registered an increase of capital, the Company may pay dividend in whole or in part by issuing the new ordinary shares to shareholders, subject to obtaining the approval of the shareholders meeting.
- Article 51. The Company must appropriate to a reserve fund from the annual net profit at least five percent of the annual net profit less the total accumulated losses brought forward (if any), until the reserve fund reaches an amount not less than 10 percent of the registered capital.
- Article 52. The annual general meeting shall appoint the auditor and fix the audit fee for each year. The auditor is eligible for re-election.
- Article 53. The auditor has the duty to attend the Company's shareholders meetings every time there is a meeting to consider the balance sheet, the profit and loss account and problems relating to the Company's accounts so as to clarify auditing for the shareholders.

CHAPTER 7 Increases and Reductions of Capital

- Article 54. The Company may increase its capital from the registered amount by issuing new shares. The additional shares issued can be done when:
- (1) all the shares have been issued and fully paid-up, or, in the case where some shares have not been sold, the remaining shares shall be issued in support of the convertible debentures or certificates representing rights to purchase shares;
 - (2) the shareholders meeting resolves by a vote of at least three-fourths of the total number of votes of the shareholders present at the meeting and are entitled to vote; and
 - (3) the resolution shall be submitted to the Registrar for registration of change in the registered capital within fourteen days from the date of the said resolution.

Article 55. All or part of the additional shares under Article 54 may be offered for sale and may first be offered for sale to the shareholders in proportion to the number of shares respectively held by them, or all or part of them may be offered for sale to the public or to other persons, as resolved upon by the shareholders meeting.

In allocating the additional shares under the first paragraph, the shareholders meeting may empower the Company's Board of Directors to set the price and the days and times for making the offer, or conditions in making the offer, as it finds appropriate.

Article 56. The Company may reduce its capital from the registered amount by reducing the par value of each share or the number of shares. The capital cannot be reduced to below one-fourth of the total capital.

In case the Company has an accumulated loss, and after the accumulated loss having been compensated as prescribed in the law, and there still remains an accumulated loss, the Company may reduce the capital to remain lesser than one-fourth of the total amount of the capital.

The extent or procedures of the reduction of the share value or the number of shares can be made when the shareholders' meeting so resolves by a vote of at least three-fourths of the total number of votes of the shareholders present at the meeting and are entitled to vote.

The Company must apply to register the foregoing resolution within fourteen days from the date it was passed by the meeting.

Article 57. The shareholders meeting may also resolve to reduce the capital by reducing the unsold registered shares or those which have not been sold. When the meeting has so resolved, the Company must apply for registration of reduction of capital within fourteen days from the date the meeting so resolved.

Article 58. In case of reduction of capital other than those specified in Article 57, the Company must send a letter notifying about the resolution to reduce the capital to the Company's known creditors within fourteen days from the date the shareholders meeting passed the resolution, and in doing so much specify that the time for sending an objection thereto must be made within two months from the date of receipt of the letter advising the resolution. The Company shall also publish said resolution in a newspaper within said fourteen-day period.

If there is an objection, the Company cannot reduce its capital until it has settled the debt or provided a security for it.

CHAPTER 8 (revoked)

Article 59. (Revoked)

CHAPTER 9 The Common Seal

Article 60. There are two company seals. The company can use either.

The first company seal, with three colours in the same seal: Red, Green and Blue



The second company seal, in Blue



New Version

ARTICLES OF ASSOCIATION

OF

KRUNGSRI CAPITAL SECURITIES PUBLIC COMPANY LIMITED

Chapter I

General

1. These Articles of Association are called the Articles of Association of Krungsri Capital Securities Public Company Limited.
2. Unless otherwise specified in these Articles of Association, the "**Company**" means Krungsri Capital Securities Public Company Limited.
3. Unless otherwise specified in these Articles of Association, the provisions of the law governing public limited companies and/or the securities and exchange law will apply (as the case may be).

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25 อาคารกรุงเทพประกันภัย ชั้น 15-17 ถนนสาทรใต้ แขวงทุ่งมหาเมฆ เขตสาทร กทม. 10120
โทรศัพท์ (0) 2638-5000, (0) 2081-2000 โทรสาร (0) 2081-2001

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www.nomuradirect.com

เลขทะเบียน บมจ. 0107537000653

Public Company Registration No. 0107537000653

4. Any addition or amendment to the Memorandum or Articles of Association requires a shareholders' resolution passed by at least three-fourths (3/4) of the total votes of the shareholders present and eligible to vote at the meeting.

Chapter II

Shares and Shareholders

5. Shares of the Company are ordinary shares issued in registered form and must be fully paid in one time. The Company may issue preference shares, debentures, convertible preference shares, convertible debentures or other securities as permitted by the securities and exchange law.

Each subscriber or purchaser of the Company's shares may not offset the share payment with the Company, except if the Company carries out a debt restructuring by issuing new shares to pay debt to creditors under a debt/equity conversion scheme which is approved by a meeting of shareholders by at least three-fourths (3/4) of the total votes of the shareholders present and eligible to vote at the meeting.

The issuance of new shares for debt settlement and debt/equity conversion scheme under the second paragraph must be conducted in accordance with the rules and procedures prescribed by applicable laws.

6. Modification of preferential rights attached to any issued preference shares is not permitted.

Each shareholder may exercise the right to convert their preference shares into ordinary shares by delivering a written request and the relevant share certificate to the Company. The conversion takes effect on the date that the written request is delivered to the Company. In this case, the Company must issue a new share certificate to the shareholder within fourteen (14) days from the date on which such written request is received.

7. The Company will issue a share certificate to each shareholder within two (2) months from the date on which the registrar accepts the registration of the Company or, at any later time, from the date on which the Company receives full payment of shares after the remaining shares are sold or the newly issued shares are offered after registration of the Company.

8. The Company may issue and offer shares at a higher price than the value of its registered shares.

9. Each share certificate of the Company shall bear a handwritten signature or printed signature of at least one director, affixed with the Company's seal. Alternatively, the board of directors may appoint a share registrar in accordance with the securities and exchange law to sign or print its name on the share certificates on behalf of the Company.

10. The Company's shares are transferable without restriction, except if such transfer will prejudice the Company's legal rights, benefits and interests.
11. If any share certificate is missing, destroyed, defaced or damaged in material respects, the shareholder may request the Company to issue a new certificate. The Company's share registrar will issue a new share certificate to the relevant shareholder within fourteen (14) days from the date on which the request is received.

In case of loss or destruction of a share certificate, the shareholder must provide the Company with a copy of the police report or other solid evidence. If the share certificate is defaced or damaged, the shareholder must surrender the old share certificate to the Company.

The Company may collect an issuing fee for the new share certificate in replacement of the missing, destroyed, defaced or damaged one at the rate permitted by law.
12. If any shareholder is deceased or becomes bankrupt and as a consequence, any person is entitled to the shareholder's share certificate and can fully provide legal evidence to the Company, the Company must register and issue a new share certificate to that person within one (1) month from the date on which complete evidence is received.
13. The Company may not hold its own shares or take them in pledge, except in the following cases:
 - (1) the Company may buy back its own shares from any shareholder who objects to a shareholders' resolution approving any amendments to the Articles of Association concerning the voting rights and dividend entitlements under which he/she considers that he/she is unfairly treated; or
 - (2) the Company may buy back its own shares for the purpose of financial management in case where the Company has retained earnings and surplus liquidity, but such share buy back must not cause any financial difficulties to the Company.

If the number of shares to be bought back exceeds ten (10) per cent of the total paid-up capital, the Company must seek a shareholders' resolution passed by a majority of votes cast by the shareholders present and eligible to vote at the meeting. However, if the number of shares to be bought back does not exceed ten (10) per cent of the total paid-up capital, the board of directors has authority to grant approval.

The bought back shares will not be counted towards quorum of a meeting of shareholders, nor will they be eligible for voting or receiving dividends.

The Company must dispose of all of the bought back shares within the period prescribed by law. However, if the Company does not do so or the disposal is not completed within the specified period, it must reduce the registered capital by cancelling those registered shares which remain unsold.

The buy back, disposal or cancellation of the above shares must be carried out in accordance with rules and procedures prescribed by law.

Chapter III

Meeting of Shareholders

14. The board of directors must regularly hold a general meeting of shareholders once a year within four (4) months from end of each accounting year of the Company, which is called an annual general meeting.

Any other meeting of shareholders is called an extraordinary general meeting. The board of directors may call an extraordinary general meeting at any time it sees fit.

The board of directors must hold a general meeting of shareholders in the area where the Company's head office is located or in any adjacent province. Alternatively, an electronic meeting of shareholders may be held in accordance with the laws regarding electronic meetings, in which case, it shall be deemed as being held at the Company's head office.

15. Shareholder(s) holding in aggregate at least one-tenth (1/10) of the total issued shares may at any time submit a written request to the board of directors to call an extraordinary general meeting, which clearly indicates the matters to be proposed for shareholders meeting and the purpose of that meeting. Consequently, the board of directors must hold a meeting of shareholders within forty five (45) days from the date of receipt of that request.

If the board of directors fails to convene a meeting within the period stated in the first paragraph, the shareholder(s) who have submitted the above request or other shareholders holding in aggregate at least one-tenth (1/10) of the total issued shares may proceed to call a meeting within forty-five (45) days from the lapse of the period specified in the first paragraph by following the procedure stated in Article 16. Notice of the meeting may be sent to all shareholders via electronic means if the shareholders have earlier declared their intention or given their consent to the Company or the board of directors according to Article 33. In such case, the meeting shall be deemed to have been called by the board of directors where the Company is responsible for any necessary and appropriate expenses incurred from the holding and facilitation of the meeting.

16. To call a meeting of shareholders, the board of directors must prepare a notice indicating the place, date, time, agenda and matters to be proposed at the meeting together with any

other appropriate details. The notice must clearly specify that the matters will be tabled for acknowledgment, approval or consideration, together with the opinion of the board of directors on those matters. The notice must be delivered to the shareholders and the registrar at least seven (7) days prior to the meeting date, subject to Article 33 in case of notice via electronic means, and published in a newspaper or published via electronic means in accordance with the criteria stipulated by the registrar at least three (3) days before the meeting date for a period of three (3) consecutive days.

17. A quorum of a meeting of shareholders requires at least twenty-five (25) shareholders or half of the total number of shareholders, holding in aggregate at least one-third (1/3) of the total issued shares, to be present in person or by proxy (if any).

If after one (1) hour from the time fixed for a meeting of shareholders, the quorum required by the first paragraph has not been constituted, the meeting which was called at the request of shareholders under Article 15 must be dissolved. If the meeting is called other than at the request of the shareholders under Article 15, an adjourned meeting must be called and a notice of the meeting must be sent to the shareholders at least seven (7) days prior to the date of the adjourned meeting. No quorum is required at the adjourned meeting.

At any meeting of shareholders, each shareholder or proxy present at the meeting has the votes equal to the number of shares currently held. Each share is eligible for one vote, unless the Company has issued preference shares and prescribed that such shares are entitled to a subordinate voting right to that of ordinary shares.

18. The Chairman of the board of directors will act as chairman of every meeting of shareholders. If the Chairman is not present or is unable to discharge his/her duties, the Vice Chairman will serve as the chairman of the meeting. If there is no Vice Chairman or the Vice Chairman is unable to discharge his/her duties, the shareholders attending the meeting must elect one of them to act as chairman.

19. A resolution of shareholders must be passed according to the following criteria:

- (1) in general, a majority of votes by the shareholders present and casting their votes at the meeting are required. If the votes are equal, the presiding chairman of that meeting has a decisive vote.
- (2) in relation to the following transactions, at least three-fourths (3/4) of the total votes of the shareholders present and eligible to vote at the meeting are required:
 - (a) a sale or transfer of all or substantial part of the business of the Company to any person;
 - (b) a purchase or acceptance of transfer of business of other public or private companies; or

- (c) an entering into, amendment or termination of any agreement concerning a lease out of all or substantial part of the business of the Company, an assignment of the management control of the business of the Company to any person, or a merger with any person for the purposes of profit and loss sharing.

20. Transactions to be conducted at an annual general meeting are as follows:

- (1) reviewing the report of the board of directors covering the work done during the preceding year;
- (2) considering and approving the balance sheet and the profit and loss statement;
- (3) considering the appropriation of profits;
- (4) election of new directors in place of those who must retire on the expiration of their term;
- (5) appointment of the auditor and determination of audit fee; and
- (6) other businesses, if any.

Chapter IV

Board of Directors

21. The Company has a board of directors consisting of at least five (5) directors. At least half of the total directors must reside in the Kingdom of Thailand.

22. A general meeting of shareholders must elect the board of directors in accordance with the following rules and procedure:

- (1) each shareholder has one vote for each share held;
- (2) the general meeting of shareholders may select to vote on one director for each time or on multiple directors at once, as it sees fit. Nevertheless, each shareholder may at all times exercise all the votes that each of them fully has according to the eligibility referred to in (1) and the votes are indivisible; and
- (3) all directors are elected by a majority of votes. If the votes are equal, the presiding chairman has a decisive vote.

23. At every annual general meeting of shareholders, one-third (1/3) of the directors, or if it is not a multiple of three, then the number nearest to one-third (1/3) must retire from office.
- There must be a drawing by lots to determine the directors retiring in the first and second years following the registration of the Company. In each subsequent year, the directors who occupy the position for the longest period must retire.
- A retiring director is eligible for re-election.
24. Other than a retirement by rotation, a director may retire upon:
- 1) death;
 - 2) resignation;
 - 3) disqualification or having any characteristics prohibited by law;
 - 4) removal by a resolution of the shareholders under Article 26; or
 - 5) dismissal by a court's order.
25. Subject to Article 28, if there is any vacancy among directors other than a retirement by rotation, the board of directors may at its next meeting elect a person who is qualified and does not have any characteristics prohibited by law to fill the vacancy, except where the remaining term of the vacant director is less than two (2) months.
- The replacement director elected under the first paragraph will maintain his/her office for the remaining term to which the old director whom he/she replaces is entitled.
- A resolution of the board of directors under the first paragraph must be passed by at least three-fourths (3/4) of the total votes of the remaining directors.
26. A meeting of shareholders may remove any director before the expiration of his/her term by passing a resolution with the votes of at least three-fourths (3/4) of the total number of shareholders present and eligible to vote at the meeting and holding in aggregate at least fifty (50) per cent of the total number of shares held by the shareholders present and eligible to vote at the meeting.
27. If the board of directors vacates its office in entirety, the vacating board of directors must remain in office on an interim basis to manage the Company's business to the necessary extent until the new board of directors assumes office, except if a court's order issued under Article 24(5) states to the contrary.

The interim board of directors must convene a general meeting of shareholders to elect a new board of directors within one (1) month from the date on which the board of directors vacates the office. A notice of meeting must be delivered to shareholders at least fourteen (14) days before the meeting date.

28. If the vacancies of directorship make it impossible to constitute a quorum for a board of directors' meeting, the remaining directors must act in the name of the board of directors for the mere purpose of holding a general meeting of shareholders to elect new directors to fill all the vacancies.

A general meeting of shareholders under the first paragraph shall be convened within one (1) month from the date on which the vacancies of directorship render it insufficient to form a quorum of board meeting. Each replacement director under the first paragraph shall be in office for the remaining term to which the old director whom he/she replaces is entitled.

29. A director does not need to be a shareholder of the Company.
30. The board of directors must elect one member amongst the directors to act as Chairman of the board of directors.

The board of directors may elect one or several directors to be Vice Chairman/Chairmen, as it sees fit. Each Vice Chairman must perform duties under these Articles of Association as may be designated by the Chairman.

31. A quorum of a meeting of the board of directors requires at least half of the total number of directors to be present. If the Chairman is not present or unable to discharge his/her duties, the Vice Chairman will serve as chairman of the meeting. If there is no Vice Chairman or the Vice Chairman is unable to discharge his/her duties, the directors attending the meeting must elect one of them to act as chairman of that meeting.

A decision of the board of director's meeting must be passed by a majority vote.

Each director has one vote; however, a director who has an interest in any matter must not vote on that matter. If the votes are equal, the presiding chairman of that meeting has a decisive vote.

32. To call a meeting of the board of directors, the Chairman or his designee must send a notice of meeting to all directors at least three (3) days before the meeting date. However, in case of emergency and necessity to preserve the rights or benefits of the Company, a meeting may be called by electronic means or any other method and the meeting date may be fixed sooner.

On reasonable grounds or in order to preserve the rights and benefits of the Company, two or more directors may request the Chairman to convene a meeting of the board of directors, provided that the proposed agenda and rationale must be submitted to the Chairman

together with the request. The Chairman must call and schedule the meeting within fourteen (14) days of receipt of that request.

If the Chairman does not take action required by the second paragraph, the directors who have requested a meeting of the board of directors may jointly call and schedule the board of directors' meeting within fourteen (14) days from the lapse of such period in the second paragraph.

In the absence of the Chairman for any reason, the Vice Chairman shall call a board of directors' meeting. In the absence of the Vice Chairman for any reason, two or more directors may jointly call a board of directors' meeting.

33. If the Company or the board of directors has an obligation to send notices or documents to directors, shareholders or creditors of the Company as required by applicable laws, if such persons have earlier declared their intention or given their consent to receive such notices or documents in electronic form, the Company or the board of directors may send such notices or documents via electronic means in accordance with the criteria prescribed by the registrar.
34. Directors must perform their duties in accordance with the laws, the Company's objectives and Articles of Association, including any resolutions of shareholders' meetings.

The board of directors may appoint one or several directors or any persons to perform any task on its behalf.
35. Directors must not conduct any competing business or act as partner in or director of any corporate entity operating the same nature of business competing with the Company, except if prior notice has been given to a general meeting of shareholders before a resolution was passed to appoint those directors.
36. Each director must send prompt notice to the Company in any of the following events:
 - (1) if he/she has a direct or indirect interest in any agreement entered into by the Company in the current accounting year, provided that the information about the nature of that agreement, the names of the parties to the agreement and details of the interest of that director (if any) must be reported; or
 - (2) if he/she is holding shares or debentures issued by the Company or any of its affiliates, provided that the increased or reduced number (if applicable) of shares or debentures held in the current accounting year must be reported.
37. A purchase or sale of property or any transaction between the Company and any director in the name of that director or on behalf of a third party shall be binding on the Company only if the board of directors grants prior consent.

38. The Company must prepare and keep a register of directors, minutes of meetings of the board of directors and meetings of shareholders at the Company's head office. However, the Company may designate any person to keep these documents at any place on behalf of the Company, provided that prior notice is delivered to the registrar. The storage of these documents must be in the area where the Company's head office is located or in any adjacent province. The register of directors must contain at least the following information:

- (1) name, date of birth, nationality and address of each director;
- (2) type, value, share certificate no. and number of shares held by each director; and
- (3) date on which each director assumes or vacates his/her office.

Minutes of the meetings of the board of directors and meetings of shareholders must be completely prepared within fourteen (14) days from the date on which each meeting is held.

39. The board of directors must hold a meeting at least once in every three (3) months in the area where the Company's head office is located or at any adjacent province. Alternatively, an electronic meeting of the board of directors may be held in accordance with the laws governing electronic meetings, in which case, it shall be deemed as being held at the Company's head office.

40. Directors are entitled to remuneration from the Company in the form of award, meeting allowance, reward, bonus or any other benefits as approved by a meeting of shareholders with at least two-thirds (2/3) of the total votes of the shareholders present. The remuneration may be in a fixed sum, vary according to conditions applicable from time to time, or take effect permanently until a change is made in the future.

41. The provision of Article 40 does not prejudice the rights of the Company's staff members or employees who are appointed to be the directors of the Company in respect of their entitlements to remuneration and benefits as being staff members or employees of the Company.

42. The board of directors has authority to determine and change the names of authorised directors who are able to enter into any legal transactions on behalf of the Company.

43. In relation to the power of directors to enter into legal transactions on behalf of the Company, two directors can jointly sign, with the Company's seal affixed.

Chapter V

Board of Executive Directors

44. The board of directors may elect one or several directors as executive directors having powers and duties to control and take care of the Company's business as designated by the board of directors.

If the board of directors appoints several directors to seat on a board of executive directors, one director will be named as Chairman of the board of executive directors.

A quorum of a meeting of the board of executive directors requires more than half of the total executive directors to be present. The board of executive directors must hold or call a meeting at any time it sees fit.

Chapter VI

Books, Accounts and Audits

45. Each accounting year of the Company commences from 1 January and ends on 31 December of each calendar year.
46. The Company must arrange for the preparation and keeping of accounts, including the audit of accounts in accordance with all applicable laws. A balance sheet and a profit and loss statement must be prepared at least once in every twelve months representing an accounting year of the Company.
47. The board of directors must arrange for the preparation of the balance sheet and profit and loss statement as at the end of the accounting year of the Company and propose them to each annual general meeting of shareholders for approval. The balance sheet and profit and loss statement must be audited by the auditors before they are proposed to the meeting of shareholders.
48. The board of directors must deliver the following documents to the shareholders together with the notice of each annual general meeting:
- (1) copies of the audited balance sheet and profit and loss statement, together with the auditors' report; and
 - (2) the board of directors' annual report.
49. The balance sheet, the profit and loss statement and the auditor's report of the Company must be duly prepared in Thai.
50. Dividends must not be paid other than out of profits. If the Company sustains retained losses, no dividend payment is permitted.

Dividends are paid equally in proportion to the number of shares held by each shareholder.

A declaration of dividends must be approved by a meeting of shareholders.

The board of directors may from time to time declare interim dividends payable to all shareholders if it considers that the amount of profits justifies the declaration of interim dividends. After the interim dividends are paid, the board of directors must report to the shareholders at the next meeting of shareholders.

Dividends must be distributed within one (1) month from the date on which the resolution was passed at the meeting of shareholders or the board of directors, as the case may be. A written notice of dividend payment must be sent to all shareholders, subject to Article 33 in case of notice via electronic means, and published in a newspaper or published via electronic means in accordance with the criteria stipulated by the registrar.

No interest will accrue on unpaid dividends.

51. If part of the registered shares remain unsold or a capital increase has been registered, the Company may, fully or partially, pay the dividends by issuing new ordinary shares to shareholders, provided that prior approval is granted by a meeting of shareholders.
52. The Company must appropriate at least five (5) per cent of the annual net profits, less retained losses brought forward (if any), as a legal reserve, until the legal reserve reaches a minimum of ten (10) per cent of the total registered capital.
53. Each annual general meeting of shareholders must elect an auditor and determinate an audit fee once a year. A retiring auditor is eligible for re-election.
54. Auditors have the duty to attend the meeting of shareholders which considers the balance sheet, the profit and loss statement and other issues relating to the Company's accounts in order to clarify the auditing process to the shareholders.

Chapter VII

Capital Increase and Reduction

55. The Company may increase its registered capital by issuing new shares only if the following requirements are met:
 - (1) all the registered shares have fully been issued, offered and paid up or in the case that there are issued but unpaid shares, such shares are in reserve for the exercise of convertible debentures or warrants to purchase shares;

- (2) a meeting of shareholders resolves to grant an approval by at least three-fourths (3/4) of the total votes of the shareholders present and eligible to vote at the meeting; and
- (3) the shareholders' resolution on the capital increase is registered with the registrar within fourteen (14) days from the date on which the resolution was passed.
56. The newly issued shares in relation to the capital increase referred to in Article 55 may be offered, fully or partially, to existing shareholders on a pro rata basis according to the number of shares currently held by each of them, or to the public or any persons, subject to the shareholders' resolution.
- To allocate the newly issued shares under the first paragraph, a meeting of shareholders may authorise the board of directors to fix the offering price, period and conditions, as the board of directors sees fit.
57. The Company may reduce its registered capital by decreasing the value or number of shares; however, the reduction must not be below one-fourths (1/4) of the total capital.
- If the Company has sustained retained losses for which, after making compensation as imposed by law, remain unrecoverable, the reduction below one-fourth (1/4) of the total capital is permitted.
- To what extent the value or number of shares will be decreased and by what procedure the capital reduction will be conducted depend on a shareholders' resolution which is approved by at least three-fourths (3/4) of the total votes of the shareholders present and eligible to vote at the meeting.
- The Company must register the above shareholders' resolution within fourteen (14) days from the date on which it is approved by the meeting of shareholders.
58. A meeting of shareholders may pass a resolution to reduce the capital by cancelling the registered shares that remain unsold or unissued. After the shareholders' resolution is approved to that effect, the Company must register the capital reduction within fourteen (14) days from the date on which the resolution was passed.
59. If the capital reduction is conducted by any means, other than by the procedure stated in Article 58, the Company must send written notice of the shareholders' resolution on the capital reduction to creditors of the Company being known by the Company within fourteen (14) days from the date on which the resolution was passed, subject to Article 33 in case of notice via electronic means, allowing the creditors to raise an objection within two (2) months from the date on which the notice is received. The Company must also publish the shareholders' resolution in a newspaper or publish by electronic means in accordance with rules imposed by the registrar within the above 14-days' period.

If there is an objection, no capital reduction is permitted unless such debt has been settled or guarantee for debt payment has been provided to the relevant creditor.

Chapter VIII

Seal of the Company

60. The Company's seal is as follows:



Highlights of the changes between the original version and the new version are as follows:

1. Change of the Company's name and the Company's seal. (Article 1, Article 2, Article 60)
2. Deletion of the par value for flexibility in case the Company would like to change the par value in the future. (Article 5)
3. Revisions of the Articles of Association to be in line with the amendments to the Public Limited Company Act B.E. 2535 and related regulations
 - An electronic meeting of shareholders. (Article 14)
 - The number of shareholdings eligible to request the board of directors to call an extraordinary general meeting, the period for the board of directors to hold a meeting upon receipt of the request, and calling a meeting by the shareholders in case of failure to convene a meeting by the board of directors within the prescribed period. (Article 15)
 - Notice of a shareholders meeting via electronic means. (Article 16)
 - Notice period of the board of directors meeting and a request for the Chairman to convene a meeting of the board of directors. (Article 32)
 - Sending notices or documents to directors, shareholders or creditors of the Company via electronics means. (Article 33)
 - An electronic meeting of the board of directors. (Article 39)
 - Notice of dividend payment and publishment of dividend payment via electronic means. (Article 50)
 - Notice of the shareholders' resolution on the capital reduction and publishment of the shareholders' resolution via electronic means. (Article 59)
4. Change of the number of votes for approving director remuneration from a majority vote to at least 2/3 of the total votes of the shareholders present. (Article 40)

The Board of Directors' opinion

The Board of Directors deemed it is appropriate to propose that the shareholders' meeting approves the change of Company's name and the Company's seal, the amendment to Clause 1 of the Company's Memorandum of Association, and the Company's Articles of Association to reflect the change of Company's name and the Company's seal following the change of major shareholder and the amendments to the Public Limited Company Act B.E. 2535 and related regulations as proposed.

Resolution requirement

The resolution for this agenda must be passed by the votes of not less than three-fourths of the total votes of shareholders attending the meeting and having the right to vote according to Article 4 of the Company's Articles of Association and Section 31, Public Limited Company Act B.E. 2535.

Agenda 3 To acknowledge the resignation of the directors and revocation of bank signing authority of the resigning executive director

Fact and Reason

Due to the proposed change of the Company's major shareholder, the Company has received resignation letters from the following directors who wish to resign from their office in his/her capacity as the Company's director and the member of sub-committee(s) (as applicable) with effect on 7 March 2023 at the time the shareholders approve to appoint new directors at the extraordinary general meeting of shareholders of the Company.

- | | |
|---|---|
| 1. Mr. Katsuya Imanishi | Director / President and Executive Director |
| 2. Mr. Philip Wing Lun Chow | Director |
| 3. Assoc. Prof. Dr. Danuja Kunpanitchakit | Chairperson of the Audit Committee and Independent Director |
| 4. Mr. Naoyuki Oguri | Director and Member of Audit Committee |

The Board of Directors' opinion

The Board of Directors deemed it is appropriate to propose for the shareholders' meeting's acknowledgement of the proposed resignation of the directors as mentioned above. In addition, the Board of Directors resolved to clarify to the shareholders' meeting that the bank signing authority of the resigning executive director be revoked upon the effectiveness of his resignation from his directorship.

Resolution requirement

This agenda is for acknowledgement, thus there will be no casting of votes.

Agenda 4 To consider and approve the appointment of the new directors

Fact and Reason

Due to the resignation of the directors according to Agenda 3 above, it is necessary to propose to the shareholders' meeting to consider and approve the appointment of new directors.

The Board of Directors' opinion

The Board of Directors resolved to propose to the shareholders' meeting to consider and approve the appointment of the following persons as the Company's directors effective on 7 March 2023. The Securities and Exchange Commission's approval of director and manager of such persons in accordance with the Securities and Exchange Act B.E. 2535 (as amended) and the Derivatives Act B.E. 2546 (as amended) has been obtained.

- | | |
|-------------------------------------|---|
| 1. Mr. Phongsanant Thanattrai | Director/ Chairman of the Board of Directors / Authorized Signatory |
| 2. Mrs. Varaluck Prutthiworamongkon | Director/ President/ Member of the Board of Executive Directors/ Authorized Signatory |
| 3. Mrs. Kittiya Srisanit | Director/ Chairperson of the Audit Committee |
| 4. Mr. Wirote Chuenratanakul | Director/ Member of the Audit Committee |
| 5. Mrs. Akanit Mattison | Director/ Authorized Signatory |
| 6. Mr. Win Phromphaet | Director/ Authorized Signatory |

In this regard, the Board of Directors after the appointment of those directors at the shareholders' meeting will consist of 7 directors, having details as follows:

- | Name | Position |
|-------------------------------------|--|
| 1. Mr. Phongsanant Thanattrai | Director/ Chairman of the Board of Directors / Authorized Signatory |
| 2. Mr. Suthep Peetakanont | Director/ Vice Chairman of the Board of Directors and Chairman of the Board of Executive Directors/ Authorized Signatory (also the existing board member of CNS) |
| 3. Mrs. Varaluck Prutthiworamongkon | Director/ President / Member of the Board of Executive Directors/Authorized Signatory |
| 4. Mrs. Kittiya Srisanit | Director/ Chairperson of the Audit Committee |

- | | |
|------------------------------|---|
| 5. Mr. Wirote Chuenratanakul | Director/ Member of the Audit Committee |
| 6. Mrs. Akanit Mattison | Director / Authorized Signatory |
| 7. Mr. Win Phromphaet | Director/ Authorized Signatory |

Resolution requirement

The resolution for this agenda must be passed by a majority of the votes of the shareholders who attend the meeting and cast their votes according to Article 19 of the Company's Articles of Association.

Agenda 5 To consider and approve the change of authorized signatories of the Company

Fact and Reason

Pursuant to the resignation of the directors and the proposed appointment of the new directors in Agenda 3 and Agenda 4 above, it is therefore necessary for the Company to propose to the shareholders' meeting to consider and approve the change of authorized signatories of the Company.

The Board of Directors' opinion

Given the resignation of the directors and the proposed appointment of the new directors above, the Board of Directors resolved to propose to the shareholders' meeting to consider and approve the change to the Company's authorized signatories as follows:

Original:

"Mr. Suthep Peetakanont and Mr. Katsuya Imanishi jointly sign with the company seal affixed."

New:

"Mr. Phonganant Thanattrai, Mr. Suthep Peetakanont, Mrs. Varaluck Prutthiworamongkon, Mrs. Akanit Mattison, Mr. Win Phromphaet, a total of two from five directors jointly sign and affix the Company's seal."

Resolution requirement

The resolution for this agenda must be passed by a majority of the votes of the shareholders who attend the meeting and cast their votes according to Article 19 of the Company's Articles of Association.

Agenda 6 Other matters (if any)

The Company realizes the importance of the right of the shareholders, therefore, the Company would like to ask for your cooperation to attend the meeting on the date, time and place as mentioned above for your casting the voting right in the Extraordinary Meeting of Shareholders. If you cannot attend the meeting, please appoint someone or an independent director to attend the meeting on your behalf. In such case, please complete and execute the enclosed proxy for your appointee to present to the Company on the meeting date. The executed proxy must be deposited with an assigned officer before the commencement of the meeting. Registration for shareholder attendance will start at 9.00 a.m. onwards.

Please be informed accordingly,

Yours faithfully,



(Mr. Suthep Peetakanont)
Chairman of the Board of Directors and
Chairman of the Board of Executive Directors

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25 อาคารกรุงเทพประกันภัย ชั้น 15-17 ถนนสาทรใต้ แขวงทุ่งมหาเมฆ เขตสาทร กทม. 10120
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-Translation-

Minutes of the Annual General Meeting of Shareholders No. 1/2565
(not yet certified by the Shareholders' Meeting)
of Capital Nomura Securities Public Company Limited,
Held on Friday, April 22, 2022 at 10.00 a.m.
At Meeting room, G Floor, Convention Center,
21/3 Thai Wah Tower, South Sathorn Road, Thungmahamek, Sathorn, Bangkok

Mr. Suthep Peetakanont, Chairman of the Board of Directors and Chairman of the Board of Executive Directors, was the Chairman of the Annual General Meeting of Shareholders No. 1/2565 (hereinafter "the Chairman"), informed the Annual General Meeting of Shareholders No. 1/2565 (hereinafter "the Meeting") that as the Meeting opened at 10.04 a.m., there were the shareholders and the proxies of shareholders with voting right attending the Meeting at a total number of 34 shareholders. Those presented at the Meeting owned a total number of 2,131,088,246 shares, or 99.10% of the shares issued and sold of Capital Nomura Securities Public Company Limited (hereinafter "the Company"), which consists of the shareholders and the proxies of shareholders present numbering not less than twenty-five persons and holding an aggregate of not less than one-third of the total number of shares sold at 2,150,469,000 shares. With a quorum thus constituted in accordance with the Company's Articles of Association, the Chairman declared the Meeting open according to the agendas outlined in the invitation letter sent to the Company's shareholders prior to the Meeting.

The Chairman informed the Meeting about the guideline for organizing the Meeting in accordance with the Bangkok Metropolitan Administration (BMA) Announcement on the Temporary Closure of the Premise No. 51 dated March 14, 2022, and the Public Health guidelines for the prevention of the spread of the Corona Virus 2019 in case of opening an establishment in a highly restricted and strictly controlled area according to the safety measures of the organization, for the meeting and seminar dated October 16, 2021 as well as requested cooperation from all attendees to follow the government measures to prevent the spread of COVID-19.

The Chairman introduced the 4 directors, who attended the Meeting out of the total number of 5 members of the Board of Directors (80.00% Meeting Attendance), as follows:

- | | |
|---|--|
| 1. Mr. Suthep Peetakanont | Director, appointed by the Board of Directors as a Chairman of the Board of Directors and Chairman of the Board of Executive Directors; |
| 2. Mr. Katsuya Imanishi | Director, appointed by the Board of Directors as a President; |
| 3. Associate Professor Dr. Danuja Kunpanichakit | Independent Director, appointed by the Board of Directors as a member of the Audit Committee and appointed by the Audit Committee as a Chairperson of the Audit Committee; |
| 4. Mr. Chow Wing Lun Philip | Director, Non-Executive Director and Non-Independent Director |

The other director who was a foreigner and could not travel abroad to attend this Meeting due to the outbreak of COVID-19 was Mr. Naoyuki Oguri, Director, Non-Executive Director and Non-Independent Director but appointed by the Board of Directors as a member of the Audit Committee.

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The Chairman informed the Meeting that the Company also has other sub-committees, namely:

- The Audit Committee, having Associate Professor Dr. Danuja Kunpanichakit as the Chairperson of the Audit Committee
- The Board of Executive Directors, having Mr. Suthep Peetakanont as the Chairman of the Board of Executive Directors
- Credit Review Committee, having Mr. Katsuya Imanishi as the Chairman of the Credit Review Committee.
- Risk Management Committee, having Mr. Katsuya Imanishi as the Chairman of the Risk Management Committee.
- Anti-Money Laundering Committee, having Ms. Rungthip Kittanaseree, Chief Compliance Officer, as the Chairperson of the Anti-Money Laundering Committee.

The Chairman then introduced Miss Kridsana Kulpanyalert, Division Head of Finance Division and the person supervising accounting (Chief Accountant) – by having Mr. Katsuya Imanishi, who has the highest responsibility in finance and accounting (Chief Financial Officer: CFO).

The Chairman further introduced the attendees of the Meeting, Ms. Saranya Pludsri, an Audit Partner, and Ms. Chayaporn Watchareewong Na Ayudthaya, a Senior Audit Assurance from EY Office Limited.

The Chairman informed the Meeting that the Company had appointed Ms. Sirintra Chaochob, Department Head of Internal Audit Department to be the scrutineer of the shareholders' vote counting of the Meeting, in compliance with the Company's Good Corporate Governance Policy.

The Chairman then informed the Meeting about the shareholders' voting and vote counting procedures for each agenda as follows.

- Each shareholder's or proxy's vote would be equal to the number of shares that the shareholder owns or assigned to the proxy. Each shareholder would be allowed to cast their vote to agree, disagree or abstain with respect to each agenda item with their votes being equal to the number of shares held by each shareholder or the person who granted them the proxy rights. The votes would be cast using the voting card that was distributed during the registration process for the Meeting.
- The shareholders attending the meeting in person and by proxy under the Proxy Form No. 1 and Proxy Form No. 2 shall not be allowed to divide his/her vote for each agenda item, unlike the proxy under the Proxy Form No. 3 for foreign shareholders who have appointed custodians in Thailand.
- A voting ballot is considered invalid when shareholders or proxies do not clearly express their intention on the ballots, such as there are more than one marked box on the ballots or there is no countersign on the ballot where changes of votes are made.

- If the shareholders had appointed a proxy to cast their votes on their behalf in accordance with his/her instructions (Proxy Form No. 2), the Company shall input his/her votes according to the Proxy Form into the computer. Therefore, the proxy shall not be allowed to vote again.
- For Agenda 6 concerning the election of the directors, the shareholders shall be allowed to cast their vote for each director on individual basis. Then, the Chairman shall announce the results of the vote for each director on individual basis in accordance with the principles of good corporate governance.
- Regarding the asking for resolutions and counting of votes for each agenda, to avoid any disruption of the vote counting, the Chairman would ask shareholders or proxy with the following steps:
 1. Any shareholder or proxy who votes to disagree shall raise his/her hand so that the staff could collect their ballot, then the votes for that particular agenda could be recorded.
 2. Any shareholder or proxy who abstains from voting shall raise his/her hand so that the staff could collect their ballot, then the votes for that particular agenda could be recorded.

The remaining votes shall be considered as votes of agree without requirement of raising his/her hand. Only the votes to disagree or abstain with respect to each agenda item shall be counted and affected the vote calculation according to the law and the Company's Articles of Association. The result of each agenda will show on the screen. In case of voided ballots, the total voided ballots of each agenda will be shown on screen for shareholders' acknowledgement.

- The resolution of the Meeting to agree or approve in each agenda shall be made in accordance with the Company's Articles of Association.
- The number of votes with respect to each agenda item might be different from the total number of voting rights that were announced at the commencement of the Meeting in case some shareholders had registered afterwards.
- Before casting their votes for each agenda item, the shareholders shall be given an opportunity to ask questions relevant to a particular agenda item. The shareholders who wish to ask questions are required to submit their written questions, their names and surnames to the Company's staff, then the staff will read the questions to avoid sharing microphones. In case that any shareholder would like to raise questions or express their opinions on topics that were not related to the agenda being in consideration, they shall be allowed to do so during the discussion of Agenda 9 (Other matters) with the same procedure as mentioned above.
- The Company requested to collect all of the ballots from the shareholders and proxy at the end of the Meeting, in compliance with the good corporate governance.

The shareholders who were to disagree with these voting and vote counting procedures were given an opportunity to express him/herself by raising their hands and expressing their opinions.

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As no shareholders disagreed to the above shareholders' voting and vote counting procedures, the Chairman then further informed the shareholders to begin the agenda, of which supporting meeting document and the agendas were published in both Thai and English on the Company's website as well as published in the Tunhoon Newspaper on the dates of April 8, 11 and 12, 2022 totaling 3 business days.

Agenda 1 To consider adopting the Minutes of the Annual General Meeting of Shareholders No. 1/2564 held on April 28, 2021

The Chairman reported to the Meeting that, according to the facts and reasons given in the invitation letter to shareholders, the Board of Directors had considered that the Minutes of the Annual General Meeting of Shareholders No. 1/2564 held on April 28, 2021 had been recorded correctly and completely. Therefore, the Board of Directors resolved to propose the Meeting to adopt these minutes.

The shareholders were given an opportunity to ask questions.

No questions were raised. The Chairman then requested the Meeting to consider and vote.

The Meeting resolved with the unanimous votes of the shareholders who attended the Meeting and casted their votes to adopt the Minutes of the Annual General Meeting of Shareholders No. 1/2564 held on April 28, 2021 with the votes comprising of:

Agreed	2,131,096,646	votes	equivalent to	100.0000%
Disagreed	0	votes	equivalent to	0.0000%
Abstained	0	votes		
Void ballots	0	votes		

Agenda 2 Matter arising

The Chairman reported to the Meeting that, according to the facts and reasons given in the invitation letter to shareholders, the Board of Directors resolved to report the matter arising to the Shareholders' Meeting for acknowledgement that the Company did not have the issuance and offering for sale of any debentures or debt instruments during the year 2021.

The shareholders were given an opportunity to ask questions.

No questions were raised. The Chairman then informed the Meeting that this agenda was for the Meeting's acknowledgement of the matter arising; therefore, there was no voting for this agenda.

The Meeting acknowledged the matter arising.

Agenda 3 To acknowledge the Company's performance for the year ended December 31, 2021

The Chairman reported to the Meeting that, according to the facts and reasons given in the invitation letter to shareholders, the Board of Directors resolved to report the Company's performance for the year ended December 31, 2021 to the Meeting for acknowledgement.

The Chairman assigned Miss Kridsana Kulpanyalert, Division Head of Finance Division and the person supervising accounting (Chief Accountant), to report the summary of the Company's performance for the year ended December 31, 2021 to the shareholders.

Miss Kridsana Kulpanyalert, Division Head of Finance Division and the person supervising accounting (Chief Accountant), reported the Company's performance for the year ended December 31, 2021 to the shareholders. (Details of the Company's performance were disclosed in the 2021 Annual Report.)

The shareholders were given an opportunity to ask questions.

No questions were raised. The Chairman then informed the Meeting that this agenda was for the Meeting's acknowledgement, therefore, there was no voting for this agenda.

The Meeting acknowledged the Company's performance for the year ended December 31, 2021.

Agenda 4 To consider and approve the Company's financial statements and the Auditor's report for the year ended December 31, 2021

The Chairman reported to the Meeting that, according to the facts and reasons given in the invitation letter to shareholders, the Board of Directors considered that the Company's financial statements for the year ended December 31, 2021 were reasonably accurate and fairly presented the Company's financial position and performance in accordance with Thai Financial Reporting Standards. Therefore, the Board of Directors resolved to propose the Shareholders' Meeting to approve these financial statements which were audited by the Certified Public Accountant and reviewed by the Company's Audit Committee.

The shareholders were given an opportunity to ask questions. The Chairman and Miss. Kridsana Kulpanyalert, Division Head of Finance Division, clarified on various issues that the shareholders inquired.

The Chairman then requested the Meeting to consider and vote.

The Meeting resolved with a majority of the votes of the shareholders who attended the Meeting and casted their votes to approve the Company's financial statements and the Auditor's report for the year ended December 31, 2021 with the votes comprising of:

Agreed	2,131,102,659	votes	equivalent to	100.0000%
Disagreed	10	votes	equivalent to	0.0000%
Abstained	0	votes		
Void ballots	0	votes		

Agenda 5 To consider and approve the profit appropriation from the net profit for the year ended December 31, 2021 and the dividend payment

The Chairman reported to the Meeting that, according to the facts and reasons given in the invitation letter to shareholders, as of December 31, 2021, the Company was required to appropriate annual net profit to be a legal reserve of not less than Baht 22,586,241 calculated from 5% of net profit at Baht 451,724,820. However, the Company has already set up the statutory reserve at Baht 211,900,000. Then, the remaining amount of statutory reserve that requires the Company to additionally set up was Baht 3,146,900 until the legal reserve reaches a level equal to 10% of the Company's registered capital at Baht 215,046,900. The Company also has a policy to propose to the Shareholders' Meeting the dividend payout ratio of at least 60% of annual net profit, except in case that the Company needs to set aside its capital for business expansion or other significant activities. However, the dividend payment shall be subject to the resolution of the Shareholders' Meeting.

Therefore, the Board of Directors resolved to propose the Meeting to consider and approve the profit appropriation from the net profit for the year ended December 31, 2021 as a legal reserve of Baht 3,146,900 and the dividend payment at the rate of Baht 0.208 per share or approximately equivalent to 99.02% of the net profit for the year ended December 31, 2021 which is in line with the Company's dividend policy. The dividend payment shall be paid from the net profit for the year 2021 after deducting the legal reserve. The detail of the profit appropriation and the dividend payment shall be as below.

Legal reserve	Baht	3,146,900.00
General reserve	Baht	0.00
Dividend payment at Baht 0.208 per share	Baht	447,297,552.00

(Based on the total paid-up shares of 2,150,469,000 shares at par of Baht 1 per share)

The book closing date to collect the shareholders list who are entitled to receive the dividend was set to be on April 5, 2022. The dividend payment date was set to be on May 5, 2022. However, this dividend payment shall be subject to the resolution of the Shareholders' Meeting.

The shareholders were given an opportunity to ask questions.

No questions were raised. The Chairman then requested the Meeting to consider and vote.

บริษัทหลักทรัพย์ โนมูระ พัฒนสิน จำกัด (มหาชน)
CAPITAL NOMURA SECURITIES PUBLIC COMPANY LIMITED

The Meeting resolved with the unanimous votes of the shareholders who attended the Meeting and casted their votes to approve the profit appropriation from the net profit for the year ended December 31, 2021 as a legal reserve of Baht 3,146,900 and the dividend payment at Baht 0.208 per share, the dividend payment was paid from the net profit for the year 2021 after deducting the legal reserve, with the book closing date to collect the shareholders list entitled to receive the dividend on April 5, 2022. The dividend payment date will be on May 5, 2022 with the votes comprising of:

Agreed	2,131,102,711	votes	equivalent to	100.0000%
Disagreed	0	votes	equivalent to	0.0000%
Abstained	0	votes		
Void ballots	0	votes		

Agenda 6 To consider the election of directors to replace those retiring by rotation

The Chairman reported to the Meeting that, according to the facts and reasons given in the invitation letter to shareholders, the directors who shall retire by rotation in 2022 are:

1. Mr. Suthep Peetakanont Director
2. Mr. Katsuya Imanishi Director

Since one of those retiring directors in 2022 was Mr. Suthep Peetakanont who is the Chairman of this Meeting, therefore, to follow the principles of good corporate governance, the Chairman asked for permission from the Meeting to leave the Meeting for a while so that the Meeting can make independent decisions. With reference to Section 104 of the Public Limited Companies Act B.E. 2535, it stated that "The Chairman of the Board shall preside over the shareholders' meeting. If the Chairman of the Board is not present at the meeting or is unable to perform the duties, the Vice-Chairman, if available, shall preside over the meeting. If there is no Vice-Chairman, or the Vice-Chairman is unable to perform the duties, the shareholders present at the meeting shall elect one of the shareholders to preside over the meeting", therefore, the Chairman had proposed to the Meeting to elect Mr. Chow Wing Lun Philip who is the authorized director of Nomura Asia Investment (Singapore) PTE. LTD., the major shareholder of the Company, to be the Chairman of the Meeting for this agenda. There was no objection from any shareholder to such proposal. Since Mr. Chow Wing Lun Philip is a foreigner, then the Chairman assigned Miss Kridsana Kulpanyaalert to translate his speech to accommodate the Shareholders for the agenda to consider the re-election of Mr. Suthep Peetakanont to be Director for another term.

Mr. Chow Wing Lun Philip reported that the Board of Directors, excluding the nominated directors with respect to this agenda, considered that Mr. Suthep Peetakanont is knowledgeable and capable with strong determination in performing his duties as the Company's director and during the past period, his actions were taken in good faith and to the best interest of the Company and the shareholders, then resolved to propose the Shareholders' Meeting to consider the re-election of Mr. Suthep Peetakanont to be the Company's director for another term.

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Public Company Registration No. 0107537000653

Mr. Chow Wing Lun Philip asked the Meeting to consider the election for each director on individual basis and Mr. Chow Wing Lun Philip would announce the voting result on individual basis.

Mr. Chow Wing Lun Philip gave an opportunity to the shareholders to ask questions.

No questions were raised. Mr. Chow Wing Lun Philip then requested the Meeting to consider and vote.

The Meeting resolved with the unanimous votes of the shareholders who attended the Meeting and casted their votes to re-elect Mr. Suthep Peetakanont to be the Company's director for another term with the votes comprising of:

Agreed	2,131,111,911	votes	equivalent to	100.0000%
Disagreed	0	votes	equivalent to	0.0000%
Abstained	100	votes		
Void ballots	0	votes		

Mr. Chow Wing Lun Philip asked Mr. Suthep Peetakanont to return to the meeting room, to continue his role as the Chairman of the Meeting afterward.

Mr. Suthep Peetakanont returned to the meeting room and thanked the Shareholders. Then he continued his role as the Chairman of the Meeting afterward.

Mr. Suthep Peetakanont reported that the Board of Directors, excluding the nominated directors with respect to this agenda, considered that Mr. Katsuya Imanishi is knowledgeable and capable with strong determination in performing his duties as the Company's director and during the past period, his actions were taken in good faith and to the best interest of the Company and the shareholders, then resolved to propose the Shareholders' Meeting to consider the re-election of Mr. Katsuya Imanishi to be the Company's director for another term.

The Meeting resolved with the unanimous votes of the shareholders who attended the Meeting and casted their votes to re-elect Mr. Katsuya Imanishi to be the Company's director for another term with the votes comprising of:

Agreed	2,131,111,911	votes	equivalent to	100.0000%
Disagreed	0	votes	equivalent to	0.0000%
Abstained	100	votes		
Void ballots	0	votes		

Mr. Katsuya Imanishi thanked the Shareholders.

Agenda 7 To consider and approve the remuneration of directors and members of the Audit Committee

The Chairman reported to the Meeting that, according to the facts and reasons given in the invitation letter to shareholders, the Board of Directors has the policy to propose the appropriate rates of Director's and Audit Committee Member's remuneration that align with the below factors:

1. Duties and responsibilities of each director;
2. Director's and Audit Committee Member's remuneration rates paid by other companies in the same industry;
3. Other related factors.

The Board of Directors considered and resolved to propose the Shareholders' Meeting as follows;

- To maintain the director's annual remuneration for the director performing his/her duties in year 2021 at the same rate as last year which applies only to the Chairman of the Board of Directors and Independent Directors. Other executive director and non-executive directors are not entitled to receive such remuneration.
- To maintain the meeting allowance for each Independent Director attending the board meetings for the year ended December 31, 2022 at the same rate as last year.
- To maintain the Audit Committee Member's annual remuneration for the year ended December 31, 2022 at the same rate as last year. The Audit Committee Member's annual remuneration shall apply only to the Chairperson of Audit Committee and other members of Audit Committee who are independent directors.

The remuneration of directors and members of the Audit Committee are as follows:

Director's annual remuneration which is remuneration for the director performing his/her duties in year 2021 and calculated proportionately to the term in position based on annual remuneration shall be paid as below:

- | | |
|---------------------------------------|-----------------------|
| 1. Chairman of the Board of Directors | Baht 250,000 annually |
| 2. Each Independent Director | Baht 260,000 annually |

Meeting allowance for each Independent Director for attending the board meetings for the year ended December 31, 2022 shall be paid at the rate of Baht 20,000 per meeting.

Audit Committee Member's annual remuneration for the year ended December 31, 2022 and calculated proportionately to the term in position based on annual remuneration shall be paid as below:

- | | |
|---|-----------------------|
| 1. Chairperson of Audit Committee | Baht 320,000 annually |
| 2. Each other member of Audit Committee | Baht 260,000 annually |

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The Audit Committee Member's annual remuneration as above shall apply only to the Chairperson of Audit Committee and other members of Audit Committee who are independent directors.

The Company has not provided other benefits for director who is non-executive director.

The shareholders were given an opportunity to ask questions.

No questions were raised. The Chairman then requested the Meeting to consider and vote.

The Meeting resolved with a majority of the votes of the shareholders who attended the Meeting to approve the payment of director's annual remuneration for the director performing his/her duties in year 2021, the meeting allowance for each Independent Director attending the board meetings for the year ended December 31, 2022, and the Audit Committee Member's annual remuneration for the year ended December 31, 2022 as proposed with the votes comprising of:

Agreed	2,131,111,901	votes	equivalent to	100.0000%
Disagreed	110	votes	equivalent to	0.0000%
Abstained	0	votes	equivalent to	0.0000%
Void ballots	0	votes	equivalent to	0.0000%

Agenda 8 To consider the appointment of Company's auditor and the audit fees for the accounting periods starting from January 1, 2022 and ending on December 31, 2022

The Chairman reported to the Meeting that, according to the facts and reasons given in the invitation letter to shareholders, the Company's Board of Directors had considered the proposal of Audit Committee and resolved to propose the Shareholders' Meeting for consideration as per below.

1. To appoint EY Office Limited as the Company's auditor, which consists of Ms. Ratana Jala, CPA (Thailand) - License number 3734 and/or Ms. Somjai Khunapasut, CPA (Thailand) - License number 4499 and/or Ms. Rachada Yongsawadvanich, CPA (Thailand) - License number 4951 and/or Ms. Saranya Pludsri, CPA (Thailand) - License number 6768 of EY Office Limited as the Company's auditors, any one of them is authorized to conduct the audit and express opinion on the Company's financial statements for the accounting periods starting from January 1, 2022 to December 31, 2022 and other related periods which used to compare with such audited or reviewed periods in accordance with Thai Financial Reporting Standards. In case that the said auditors cannot perform their duty, other auditors of EY Office Limited might be appointed by EY Office Limited to perform such audit instead.
2. To determine the audit fees of Baht 1,600,000 for the accounting periods starting from January 1, 2022 to December 31, 2022, and Out-of-pocket expenses such as overtime cost, traveling expenses, and photocopying charge are to be reimbursed by the Company at actual cost but such Out-of-pocket expenses shall not exceed 60,000 Baht in total.

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Such proposal of appointment of the auditors and the determination of audit fees are in accordance with the proposal of the Audit Committee.

The Chairman asked Assoc. Prof. Dr. Danuja Kunpanitchakit, Chairperson of the Audit Committee and Independent Director to further clarify to the Meeting.

Assoc. Prof. Dr. Danuja Kunpanitchakit, Chairperson of the Audit Committee and Independent Director clarified that as per the observation by the Shareholders' Meeting in year 2021 on the requirement of the same signing auditor, the Audit Committee would like to report that the Office of the Securities & Exchange Commission (SEC) has a guideline on rotation of auditors, stipulating a listed company change auditors every seven years and prohibiting it from reappointing the same auditors for five years, but the Company is currently not a listed company and SEC has no regulation for non-listed securities company on rotation of an auditor. However, the Audit Committee considered that the SEC's guideline was a good practice. EY Office Limited also agreed to appoint Ms. Saranya Pludsri, CPA (Thailand) - License number 6768 of EY Office Limited as the Company's auditor in year 2022.

The shareholders were given an opportunity to ask questions.

No questions were raised. The Chairman then requested the Meeting to consider and vote.

The Meeting resolved with a majority of the votes of the shareholders who attended the Meeting and casted their votes to approve to appoint EY Office Limited as the Company's auditor, which consists of Ms. Ratana Jala, CPA (Thailand) - License number 3734 and/or Ms. Somjai Khunapasut, CPA (Thailand) - License number 4499 and/or Ms. Rachada Yongsawadvanich, CPA (Thailand) - License number 4951 and/or Ms. Saranya Pludsri, CPA (Thailand) - License number 6768 of EY Office Limited as the Company's auditors and determine the audit fees of Baht 1,600,000 for the accounting periods starting from January 1, 2022 to December 31, 2022, and Out-of-pocket expenses such as overtime cost, traveling expenses, and photocopying charge are to be reimbursed by the Company at actual cost but such Out-of-pocket expenses shall not exceed 60,000 Baht in total as proposed with the votes comprising of:

Agreed	2,131,111,901	votes	equivalent to	100.0000%
Disagreed	110	votes	equivalent to	0.0000%
Abstained	0	votes		
Void ballots	0	votes		

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Agenda 9 Other matters (if any)

As all agenda in the invitation letter was completely proposed to and considered by the Meeting, the shareholders were given an opportunity to ask questions in other matters (if any).

- Question the shareholders asked the questions which could be summarized as follows:
 1. What is the Company's business target in Year 2022?
 2. How many members of the Audit Committee while the Audit Committee should be Independent Directors? If now Assoc. Prof. Dr. Danuja Kunpanitchakit is the Chairperson of the Audit Committee, then who are other members of the Audit Committee. Are they independent from the Company?
 3. The member of the Board of Directors in Year 2021 decreased, why was Management's remuneration for Year 2021 as disclosed in the Note to Financial Statement No. 32 Page 69 in the Annual Report 2021 higher than Year 2020?

Answer the Chairman answered the shareholders on item 1 and 2 as following:

1. The Company continues to focus on core businesses: brokerage business, selling agent business and margin loan business. The Company also emphasizes on the technology development to maintain the business competitiveness and create customer satisfaction.
2. Since the Company is no longer listed in the Stock Exchange of Thailand, therefore, regarding the Audit Committee, the Company shall comply with the notification of the Capital Market Supervisory Board in relation to the securities companies that the securities companies are required to establish an audit committee comprising of at least 2 directors who are not responsible for daily management. Currently, the Audit Committee of the Company comprises of Assoc. Prof. Dr. Danuja Kunpanitchakit, Independent Director and Mr. Naoyuki Oguri, Non-Executive Director.

Ms. Kridsana Kulpanyalert, Division Head of Finance Division answered the shareholders on item 3 as following:

3. Director's remuneration in Year 2021 was approximately Baht 1.8 million, decreased from Year 2020 which was approximately Baht 4.1 million. Management's remuneration as disclosed in the Note to Financial Statement was the employee benefit expenses for the directors and management of the Company.

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CAPITAL NOMURA SECURITIES PUBLIC COMPANY LIMITED

Since there was no further question raised, the Chairman thanked the shareholders for their attendance and declared the Meeting adjourned at 11.45 a.m.

Signed _____ (Signature) _____ Chairman
(Mr. Suthep Peetakanont)

Signed _____ (Signature) _____ Secretary to the Meeting
(Miss Kridsana Kulpanyalert)

(Minutes of the Annual General Meeting of Shareholders No. 1/2565 (not yet certified by the Shareholders' Meeting))

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25 อาคารกรุงเทพประกันภัย ชั้น 15-17 ถนนสาทรใต้ แขวงทุ่งมหาเมฆ เขตสาทร กทม. 10120
โทรศัพท์ (0) 2638-5000, (0) 2081-2000 โทรสาร (0) 2081-2001
25 Bangkok Insurance Building, 15th-17th Floor, South Sathorn Road, Sathorn, Bangkok 10120, Thailand
Tel. +66 (0) 2638-5000 Fax: +66 (0) 2081-2001 NOMURA DIRECT: +66 (0) 2638-5500
www.nomuradirect.com

เลขทะเบียน บมจ. 0107537000653
Public Company Registration No. 0107537000653

Attachment No. 2 : Biographies of the persons nominated to be Company's directors



Name	Mr. Phongnant Thanattrai
Current Position in CNS	-None-
Age	58 years
Education	<ul style="list-style-type: none"> • Master of Business Administration, Thammasat University • Bachelor of Business Administration (Marketing), Assumption University
Training in Director's program	<ul style="list-style-type: none"> • The Board's Role in Mergers & Acquisitions (BMA 1/2022), 2022, Thai Institute of Directors Association (IOD) • Role of the Chairman Program (RCP 47/2021), 2021, Thai Institute of Directors Association (IOD) • Board Nomination & Compensation Program (BNCP 9/2020), 2020, Thai Institute of Directors Association (IOD) • Director Certification Program (DCP 289/2020), 2020, Thai Institute of Directors Association (IOD) • Corporate Governance Capital Market Intermediaries (CGI 3/2015), 2015, Thai Institute of Directors Association (IOD)
Proposed position to be Appointed	Director / Chairman of the Board of Directors / Authorized Signatory
Nomination Criteria and Process	<p>Assessment of director candidate will be made considering related qualifications and experiences which will be beneficial to the Company's business and no prohibited qualifications according to the SEC's regulations.</p> <p>The appointment of the director is subject to the approval of the SEC and the Shareholders' meeting.</p>
Direct and indirect shareholding in CNS (%)	– None –
Current Director/ Management position in other companies	
- Listed Company	<ul style="list-style-type: none"> • Bank of Ayudhya Public Company Limited - Head of Retail and Consumer Banking • Ngern Tid Lor Public Company Limited - Director (Authorized Signatory)
- Non-Listed Company	<ul style="list-style-type: none"> • Krungsri Asset Management Co., Ltd. – Chairman of the Board of Directors (Authorized Signatory) • Krungsriayudhya Card Co., Ltd. - Director (Authorized Signatory) • Krungsri Securities Public Company Limited – Chairman of the Board of Directors (Authorized Signatory)
- Company which may have conflicts of Interest	<ul style="list-style-type: none"> • Bank of Ayudhya Public Company Limited - Head of Retail and Consumer Banking • Krungsri Securities Public Company Limited – Chairman of the Board of Directors (Authorized Signatory)

Attachment No. 2 : Biographies of the persons nominated to be Company's directors



Name	Mrs. Varaluck Prutthiworamongkon
Current Position in CNS	-None-
Age	64 years
Education	<ul style="list-style-type: none"> • Master's Degree of Business Administration in Finance, Ball State University, USA • Bachelor's Degree of Accounting, University of Thai Chamber of Commerce
Training in Director's program	<ul style="list-style-type: none"> • Successful Formulation of Strategy (SFE 38/2022), 2022, Thai Institute of Directors Association (IOD) • Corporate Governance for Executive (CGE 10/2018), 2018, Thai Institute of Directors Association (IOD)
Proposed position to be Appointed	Director / President / Member of the Board of Executive Directors / Authorized Signatory
Nomination Criteria and Process	<p>Assessment of director candidate will be made considering related qualifications and experiences which will be beneficial to the Company's business and no prohibited qualifications according to the SEC's regulations.</p> <p>The appointment of the director is subject to the approval of the SEC and the Shareholders' meeting.</p>
Direct and indirect shareholding in CNS (%)	– None –
Current Director/ Management position in other companies	
- Listed Company	– None –
- Non-Listed Company	Krungsri Securities Public Company Limited – Directors (Authorized Signatory)
- Company which may have conflicts of Interest	Krungsri Securities Public Company Limited – Directors (Authorized Signatory)

Attachment No. 2 : Biographies of the persons nominated to be Company's directors



Name	Mrs. Kittiya Srisanit
Current Position in CNS	-None-
Age	62 years
Education	<ul style="list-style-type: none"> • Master of Business Administration, Marymount University, USA • Bachelor of Accountancy, Faculty of Commerce and Accountancy, Chulalongkorn University
Training in Director's program	Director Certification Program (DCP), 2012, Thai Institute of Directors Association (IOD)
Proposed position to be Appointed	Director / Chairperson of the Audit Committee
Nomination Criteria and Process	<p>Assessment of director candidate will be made considering related qualifications and experiences which will be beneficial to the Company's business and no prohibited qualifications according to the SEC's regulations.</p> <p>The appointment of the director is subject to the approval of the SEC and the Shareholders' meeting.</p>
Direct and indirect shareholding in CNS (%)	– None –
Current Director/ Management position in other companies	
- Listed Company	– None –
- Non-Listed Company	– None –
- Company which may have conflicts of Interest	– None –

Attachment No. 2 : Biographies of the persons nominated to be Company's directors



Name	Mr. Wirote Chuenratanakul
Current Position in CNS	-None-
Age	55 years
Education	<ul style="list-style-type: none"> • Master of Business Administration (Finance), National Institute Development Administration • Bachelor of Accounting and Business Administration, Thammasat University
Training in Director's program	<ul style="list-style-type: none"> • Strategic Board Master Class (SBM), 2022, Thai Institute of Directors Association (IOD) • IT Governance and Cyber Resilience Program (ITG), 2021, Thai Institute of Directors Association (IOD) • Director Certification Program (DCP), 2020, Thai Institute of Directors Association (IOD) • Successful Formulation & Execution of Strategy, 2015, Thai Institute of Directors Association (IOD)
Proposed position to be Appointed	Director / Member of the Audit Committee
Nomination Criteria and Process	<p>Assessment of director candidate will be made considering related qualifications and experiences which will be beneficial to the Company's business and no prohibited qualifications according to the SEC's regulations.</p> <p>The appointment of the director is subject to the approval of the SEC and the Shareholders' meeting.</p>
Direct and indirect shareholding in CNS (%)	– None –
Current Director/ Management position in other companies	
- Listed Company	Bank of Ayudhya Public Company Limited - Head of Operations Group
- Non-Listed Company	Total Services Solutions Public Company Limited – Director
- Company which may have conflicts of Interest	Bank of Ayudhya Public Company Limited - Head of Operations Group

Attachment No. 2 : Biographies of the persons nominated to be Company's directors



Name	Mrs. Akanit Mattison
Current Position in CNS	-None-
Age	49 years
Education	<ul style="list-style-type: none"> • Master of Business Administration, Assumption University • Bachelor of Business Administration (Finance & Banking), Assumption University
Training in Director's program	Director Accreditation Program (DAP), 2019, Thai Institute of Directors Association (IOD)
Proposed position to be Appointed	Director / Authorized Signatory
Nomination Criteria and Process	<p>Assessment of director candidate will be made considering related qualifications and experiences which will be beneficial to the Company's business and no prohibited qualifications according to the SEC's regulations.</p> <p>The appointment of the director is subject to the approval of the SEC and the Shareholders' meeting.</p>
Direct and indirect shareholding in CNS (%)	– None –
Current Director/ Management position in other companies	
- Listed Company	Bank of Ayudhya Public Company Limited - Head of Financial Planning and Analysis - Retail Banking and Consumer Finance Department
- Non-Listed Company	<ul style="list-style-type: none"> • Ayudhya Capital Auto Lease Public Company Limited – Director • Ayudhya Capital Services Co., Ltd. – Director • Ayudhya Capital Services Co., Ltd. – Chief Financial Officer
- Company which may have conflicts of Interest	Bank of Ayudhya Public Company Limited - Head of Financial Planning and Analysis - Retail Banking and Consumer Finance Department

Attachment No. 2 : Biographies of the persons nominated to be Company's directors



Name	Mr. Win Phromphaet
Current Position in CNS	-None-
Age	46 years
Education	<ul style="list-style-type: none"> Chartered Financial Analysis, CFA Institute Master of Business Administration, Rotterdam School of Management, Erasmus University, the Netherlands Bachelor of Economics Program (International Program), Thammasat University
Training in Director's program	Director Accreditation Program (DAP) ,2016, Thai Institute of Directors Association (IOD)
Proposed position to be Appointed	Director / Authorized Signatory
Nomination Criteria and Process	<p>Assessment of director candidate will be made considering related qualifications and experiences which will be beneficial to the Company's business and no prohibited qualifications according to the SEC's regulations.</p> <p>The appointment of the director is subject to the approval of the SEC and the Shareholders' meeting.</p>
Direct and indirect shareholding in CNS (%)	– None –
Current Director/ Management position in other companies	
- Listed Company	Bank of Ayudhya Public Company Limited - Head of High Net-Worth Division
- Non-Listed Company	– None –
- Company which may have conflicts of Interest	Bank of Ayudhya Public Company Limited - Head of High Net-Worth Division

Attachment No. 3: Registration and Proxy Procedure

1. Registration

The shareholder or whoever attends the meeting as proxy of shareholder has to register and submit the document for verification at the meeting venue before attendance since 9.00 a.m. of March 7, 2023.

2. In case of attendance in person – Individual Shareholder

Original I.D. card, or government official identification card, or passport (for foreigner) is required for registration and attendance. In case where there is a change in name - surname, the appropriate evidence is required.

3. In case of appointment of a proxy (appointee)

The shareholder must appoint only one appointee to attend and vote in the meeting and use the attached Proxy Form.

If the shareholder wants to appoint the Company's director to attend and vote in the meeting, please appoint the independent director as following to attend and vote on behalf of the shareholder:

Associate Professor Dr. Danuja Kunpanitchakit - Independent Director and Chairperson of the Audit Committee

Age: 69 Years

Address: 25 Bangkok Insurance Building, 15th – 17th Floor, South Sathorn Road, Thungmahamek, Sathorn, Bangkok 10120

The complete filled-in and signed Proxy Form with Baht 20 of duty stamp has to be submitted to the Chairman of the meeting or the person delegated by the Chairman of the meeting before attendance. Any correction or deletion needs to be certified by the appointer. A duty stamp is available at the registration counter.

Documents required for Proxy

1. For natural person shareholder:

- 1.1 A certified true copy of shareholder's I.D. card or government official identification card or passport (for foreigner) and
- 1.2 The appointee must show the original of his/her I.D. card, or government official identification card, or passport (for foreigner) for registration.

2. For juristic person shareholder:

- 2.1 If the shareholder is **the juristic person registered in Thailand:**
 - 2.1.1 A copy of the certificate of incorporation issued by the Ministry of Commerce or a copy of the certificate issued by other relevant authorities within 90 days and certified true copy by the authorized person with the company seal (if any) is required and
 - 2.1.2 A certified true copy of I.D. card or passport (for foreigner) of the authorized person signing on the Proxy form and
 - 2.1.3 The appointee must show the original of his/her I.D. card or government official identification card or passport (for foreigner) for registration.
- 2.2 If the shareholder is **the juristic person registered outside Thailand:**
 - 2.2.1 A letter issued by a notary public certifying that the person who is authorized to sign on behalf of the juristic person is the person who duly signed in the Proxy as appointer to appoint the appointee and
 - 2.2.2 A copy of the certificate of incorporation (no need to be notarized by notary public) and
 - 2.2.3 A certified true copy of passport of the authorized person signing on the Proxy form and
 - 2.2.4 The appointee must show the original of his/her I.D. card, or government official identification card, or passport (for foreigner) for registration.

Attachment No. 4: Biographies of Independent Director, proposed by the Company to serve as proxy for shareholders

Associate Professor Dr. Danuja Kunpanitchakit	Independent Director and Chairperson of the Audit Committee	
Age	69 years	
Address	25 Bangkok Insurance Building, 15th – 17th Floor, South Sathorn Road, Thungmahamek, Sathorn, Bangkok, 10120	
Highest education background	Doctor of Philosophy (Business Administration), University of Wisconsin (Madison), USA	
Direct and indirect shareholding in CNS (including spouse) (%)	– None –	
Work experience in the last 5 years	2019 - Present	Independent Director and Chairperson of the Audit Committee Capital Nomura Securities Public Company Limited
	2023 – Present	Member of the Finance and Property Committee Suranaree University of Technology
	2022 – Present	Independent Director and Chairperson of the Audit Committee BJC Logistics and Warehouse Company Limited
	2022 – Present	Honorable Member of the University Council Committee Suranaree University of Technology
	2020 - Present	Honorable Member of the University Council Committee and Chairperson of the Audit Committee Chulalongkorn University
	2020 - Present	Member of the Monitoring and Evaluation Committee Suranaree University of Technology
	2020 - Present	Member of the Investment Policy, Finance and Budgeting Subcommittee Thai Public Broadcasting Service (Thai PBS)
	2018 - Present	Member of the Corporate Governance and Social Responsibility Committee Thai Public Broadcasting Service (Thai PBS)
	2017 - Present	Honorable Member of the Academic Council Committee Rajamangala University of Technology Phra Nakhon
	2017 - Present	Member of the TFAC Board Thailand Federation of Accounting Professions under the Royal Patronage of His Majesty the King
	2017 - Present	Member of the Audit Subcommittee Deposit Protection Agency
	2019 - 2022	Member of the Nomination and Remuneration Committee Vinythai Public Company Limited
	2017 - 2022	Independent Director and Chairperson of Audit Committee Vinythai Public Company Limited
	2017 - 2020	Member of the Finance and Property Committee Walailak University
	2016 - 2023	Member of the Monitoring, Audit and Evaluation Committee Suranaree University of Technology
2014 - 2020	Member of the Audit Committee Bank of Thailand	
Interest on meeting agenda	– None –	
Special interests which are different from other directors	– None –	

Attachment No. 5: The Company's Articles of Association relating to the Shareholders' Meeting

The Company's Articles of Association relating to the Shareholders' Meeting

CHAPTER 1 General Provisions

- Article 4. Amendment of the Company's Memorandum of Association or Articles of Association can be made upon the Shareholders Meeting passing a resolution carried by the votes of at least three-fourths of the total number of votes of the shareholders attended the meeting and entitled to vote.

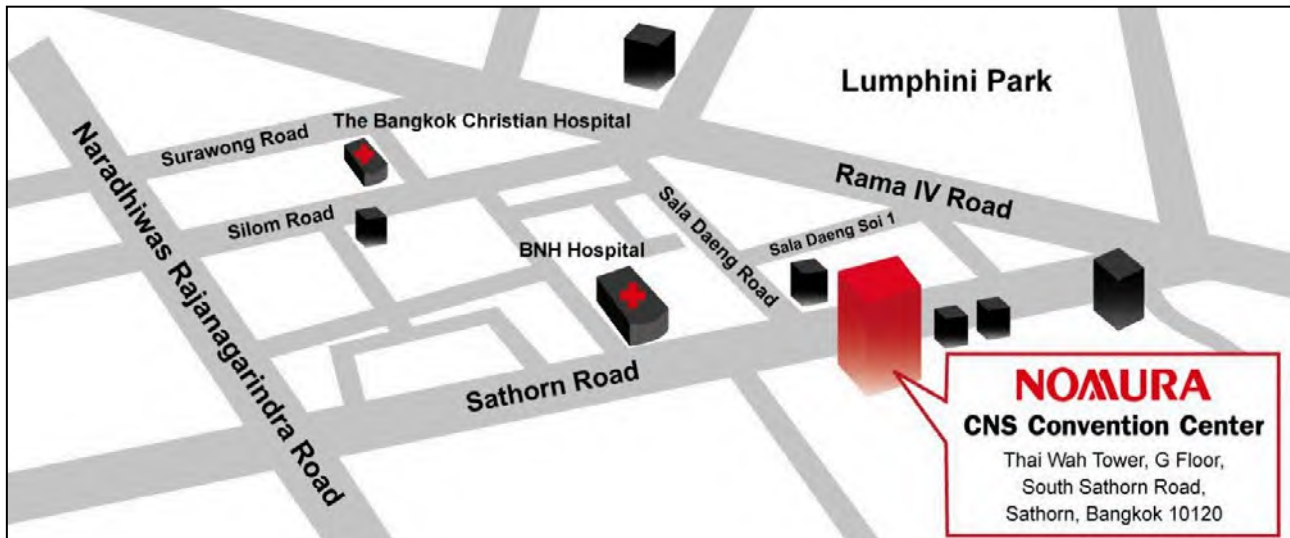
CHAPTER 3 Shareholders Meetings

- Article 14. The Board of Directors shall convene an annual general meeting of shareholders within four months from the last day of the accounting period of the Company.
- Meetings of shareholders other than those specified above shall be called the extraordinary meetings.
- The Board of Directors may summon an extraordinary meeting whenever it deems appropriate.
- Article 15. Shareholders holding an aggregate of shares of not less than one-fifth of the total number of shares sold, or shareholders to a number of not less than twenty-five persons holding an aggregate of shares of not less than one-tenth of the total number of shares sold, may at any time make a requisition in writing for the Board of Directors to summon an extraordinary meeting, provided that the requisition clearly gives reasons for summoning the shareholders meeting. In such a case, the Board of Directors shall convene the shareholders meeting within one month from the date of receipt of such written requisition from the shareholders.
- Article 16. In summoning a shareholders meetings, the Board of Directors shall prepare a notice of the meeting specifying the place, date, time, agenda and the business to be submitted to the meeting, together with appropriate details stating clearly what will be for acknowledgement, for approval and for consideration, as the case may be, and the opinions of the Board of Directors on the said matters, and shall send the same to the shareholders and the Registrar for information not less than seven days prior to the meeting. Publication of the notice of the meeting shall be made in a newspaper for three consecutive days at least three days prior to the meeting.
- The place of the shareholders meeting shall be in the same locality as the Company's head office or in a neighboring province.
- Article 17. For a shareholders' meeting, there must be shareholders and their proxies (if any) present numbering not less than twenty-five persons or not less than half the total number of shareholders and holding an aggregate of not less than one-third of the total number of shares sold to constitute a quorum.
- If, after one hour from the time fixed for any shareholders' meeting, the number of shareholders present is insufficient to form a quorum as specified in the first paragraph, then if such shareholders' meeting was summoned by a requisition by the shareholders under Article 15, it shall be cancelled, but if such shareholders' meeting was not requisitioned by the shareholders under Article 15, the meeting shall be convened again by the Board of Directors and in the latter case the notice of the meeting shall be sent to the shareholders not less than seven days prior to the date of the meeting. A quorum is not compulsory for the new meeting.
- The shareholders or proxies present at a shareholders' meeting shall have the right to vote according to the number of shares held. One share shall have one vote, except the case where the Company has issued preference shares and has designated that they are entitled to voting right less than that of ordinary shares.
- Article 18. The Chairman of the Board shall preside over the shareholders meeting. If the Chairman of the Board is not present at the meeting or is unable to perform the duties, the Vice-Chairman, if available, shall preside over the meeting. If there is no Vice-Chairman, or the Vice-Chairman is unable to perform the duties, the shareholders present at the meeting shall elect one of the shareholders to preside over the meeting.
- Article 19. Resolutions of the shareholders meeting shall comprise the following votes:
- (1) In the normal case, a majority of the votes of the shareholders who attend the meeting and cast their votes. In the case of equality of votes, the presiding chairman shall have an additional casting vote;
 - (2) In the following case, not less than three-fourths of the total number of votes of the shareholders who attend the meeting and are entitled to vote:
 - (a) The sale or transfer of all or a substantial part of the businesses of the Company to another person;
 - (b) The purchase or acceptance of transfer of a business belonging to another company or a private company by the Company;
 - (c) The execution, amendment or termination of a contract relating to the leasing out of all or a substantial part of the businesses of the Company, the assignment for another person to manage the affairs of the Company, or the consolidation of a business with another person for the purpose of profit and loss sharing;

Attachment No. 6: Map of the meeting venue for the Extraordinary General Meeting of Shareholders No. 1/2566 (No. 1/2023) (CNS Convention Center)

CNS Convention Center

21/3 Thai Wah Tower, G Floor, South Sathorn Road, Thungmahamek, Sathorn, Bangkok, 10120





สิ่งที่ส่งมาด้วยลำดับที่ 7
Enclosure No. 7

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หนังสือมอบฉันทะ แบบที่ 1
Proxy Form No. 1

เขียนที่.....
Made at

วันที่.....เดือน.....พ.ศ.....
Date Month Year

(1) ข้าพเจ้า.....สัญชาติ.....อยู่บ้านเลขที่.....
I / We Nationality Residing at No.
ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....
Street Sub-district District Province Post Code

(2) เป็นผู้ถือหุ้นของบริษัทหลักทรัพย์ โนมูระ พัฒนสิน จำกัด (มหาชน)
As a shareholder of Capital Nomura Securities Public Company Limited,
โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้
holding a total number of shares, with total voting right of votes as follow :
หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง
Ordinary share shares, with the voting right of votes
หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง
Preferred share shares, with the voting right of votes

(3) ขอมอบฉันทะให้
Hereby appoint
(1) อายุ..... ปี อยู่บ้านเลขที่.....
Age Years Residing at No.
ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....หรือ
Street Sub-district District Province Post Code or
(2) อายุ..... ปี อยู่บ้านเลขที่.....
Age Years Residing at No.
ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....หรือ
Street Sub-district District Province Post Code or
(3) อายุ..... ปี อยู่บ้านเลขที่.....
Age Years Residing at No.
ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....
Street Sub-district District Province Post Code

สิ่งที่ส่งมาด้วยลำดับที่ 7
Enclosure No. 7

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2566
anyone of them to be my/our Proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No.1/2566

ในวันที่ 7 มีนาคม 2566 เวลา 10.00 น. ณ CNS Convention Center เลขที่ 21/3 อาคารไทยวา ชั้น G ถนนสาทรใต้ แขวงทุ่งมหาเมฆ เขตสาทร
to be held on March 7, 2023 at 10.00 a.m., at CNS Convention Center, 21/3 Thai Wah Tower, G Floor, South Sathorn Road, Thungmahamek, Sathorn,

กรุงเทพมหานคร 10120 หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย
Bangkok 10120, or at any adjournment thereof to any other day, time and venue.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ
All acts undertaken by the Proxy at this meeting shall be deemed as my/our own act (s) in all respects.

ลงชื่อ.....ผู้มอบฉันทะ
Signed Appointer
(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ
Signed Proxy
(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ
Signed Proxy
(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ
Signed Proxy
(.....)

หมายเหตุ: ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวน
หุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

Remarks: The voting right has to be assigned to only one Proxy, therefore, this voting right cannot be divided and separately assigned to more than one Proxy.



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หนังสือมอบฉันทะ แบบที่ 2
Proxy Form No. 2

เขียนที่.....
Made at
วันที่.....เดือน.....พ.ศ.....
Date Month Year

(1) ข้าพเจ้า.....สัญชาติ.....อยู่บ้านเลขที่.....
I / We.....Nationality.....Residing at No.....
ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....
Street Sub-district District Province Post Code

(2) เป็นผู้ถือหุ้นของบริษัทหลักทรัพย์ โนมูระ พัฒนสิน จำกัด (มหาชน)
As a shareholder of Capital Nomura Securities Public Company Limited,
โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้
holding a total number of shares, with total voting right of votes as follow :
หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง
Ordinary share shares, with the voting right of votes
หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง
Preferred share shares, with the voting right of votes

(3) ขอมอบฉันทะให้
Hereby appoint
☐ (1)อายุ.....ปี อยู่บ้านเลขที่.....ซอย.....ถนน.....
Age Years Residing at No. Soi Street
ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....หรือ
Sub-district District Province Post Code or
☐ (2)อายุ.....ปี อยู่บ้านเลขที่.....ซอย.....ถนน.....
Age Years Residing at No. Soi Street
ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....หรือ
Sub-district District Province Post Code or
☐ (3) ...รองศาสตราจารย์ ดร.ดนุชา คุณพนิชกิจ ...อายุ.....69.....ปี ที่อยู่ เลขที่...25..... อาคารกรุงเทพประกันภัย ชั้น 15-17
Associate Professor Dr. Danuja Kunpanitchakit, Age 69 Years Residing at No. 25 Bangkok Insurance Building, 15th -17th Floor
ถนน...สาทรใต้...ตำบล/แขวง...ทุ่งมหาเมฆ...อำเภอ/เขต...สาทร...จังหวัด...กรุงเทพฯ...รหัสไปรษณีย์...10120... (ไม่มีส่วนได้เสียในระเบียบวาระการประชุม)
Street...South Sathorn...Sub-district...Thungmahamek...District...Sathorn...Province...Bangkok...Post Code...10120...(No conflict of interest in any Agenda of the meeting)

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2566
anyone of them to be my/our Proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No.1/2566

ในวันที่ 7 มีนาคม 2566 เวลา 10.00 น. ณ CNS Convention Center เลขที่ 21/3 อาคารไทยวา ชั้น G ถนนสาทรใต้ แขวงทุ่งมหาเมฆ เขตสาทร
to be held on March 7, 2023 at 10.00 a.m., at CNS Convention Center, 21/3 Thai Wah Tower, G Floor, South Sathorn Road, Thungmahamek, Sathorn,

กรุงเทพมหานคร 10120 หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย
Bangkok, 10120, or at any adjournment thereof to any other day, time and venue.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

In this meeting, I/We hereby appoint my/our Proxy to vote as follows:

- ☐ วาระที่ 1 เรื่อง พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปีครั้งที่ 1/2565 เมื่อวันที่ 22 เมษายน 2565

Agenda 1 Subject: To consider adopting the Minutes of the Annual General Meeting of Shareholders No. 1/2565 held on April 22, 2022

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

Authorizing the Proxy to vote for every item at his/her own discretion.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The Proxy shall vote in accordance with my/our instruction as marked (/) in the selected agendas herein:

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง
Approve Shares Disapprove Shares Abstain Shares

- ☐ วาระที่ 2 เรื่อง พิจารณานุมัติการเปลี่ยนชื่อบริษัทและตราประทับของบริษัท การแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 1

และข้อบังคับของบริษัท เพื่อให้สอดคล้องกับการเปลี่ยนชื่อบริษัทและตราประทับของบริษัทภายหลังการเปลี่ยนแปลงผู้ถือหุ้นใหญ่ และการแก้ไขเพิ่มเติมพระราชบัญญัติบริษัทมหาชนจำกัด พ.ศ. 2535 และกฎเกณฑ์ต่างๆ ที่เกี่ยวข้อง

Agenda 2 Subject: To consider and approve the change of Company's name and the Company's seal, the amendment to Clause 1 of the Company's Memorandum of Association, and the Company's Articles of Association to reflect the change of Company's name and the Company's seal following the change of major shareholder and the amended Public Limited Company Act B.E. 2535 and related regulations

- ☐ วาระที่ 2.1 เรื่อง การเปลี่ยนชื่อบริษัทและตราประทับของบริษัท

Agenda 2.1 Subject: Change of Company's name and Company's seal

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

Authorizing the Proxy to vote for every item at his/her own discretion.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The Proxy shall vote in accordance with my/our instruction as marked (/) in the selected agendas herein:

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง
Approve Shares Disapprove Shares Abstain Shares

- ☐ วาระที่ 2.2 เรื่อง การแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 1

Agenda 2.2 Subject: Amendment to Clause 1 of the Company's Memorandum of Association

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

Authorizing the Proxy to vote for every item at his/her own discretion.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The Proxy shall vote in accordance with my/our instruction as marked (/) in the selected agendas herein:

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง
Approve Shares Disapprove Shares Abstain Shares

- ☐ วาระที่ 2.3 เรื่อง การแก้ไขเพิ่มเติมข้อบังคับของบริษัท

Agenda 2.3 Subject: Amendment to the Company's Articles of Association

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

Authorizing the Proxy to vote for every item at his/her own discretion.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The Proxy shall vote in accordance with my/our instruction as marked (/) in the selected agendas herein:

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง
Approve Shares Disapprove Shares Abstain Shares

- ☐ วาระที่ 3 เรื่อง รับทราบการลาออกของกรรมการและการเพิกถอนอำนาจลงนามของธนาคารของกรรมการบริหารที่ลาออก

Agenda 3 Subject: To acknowledge the resignation of the directors and revocation of bank signing authority of the resigning executive director

วาระนี้เป็นวาระเพื่อทราบจึงไม่มีการลงคะแนน

This agenda is for acknowledgement and not casting of vote



☐ วาระที่ 4 เรื่อง พิจารณานุมัติแต่งตั้งกรรมการใหม่

Agenda 4 Subject: To consider and approve the appointment of the new directors

☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
Authorizing the Proxy to vote for every item at his/her own discretion.

☐ (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy shall vote in accordance with my/our instruction as marked (/) in the selected agendas herein:

☐ การแต่งตั้งกรรมการทั้งหมด

Appointment of all directors

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง
Approve Shares Disapprove Shares Abstain Shares

☐ การแต่งตั้งกรรมการเป็นรายบุคคล

Appointment of the certain directors as follows:

ชื่อกรรมการ (1) นายพงษ์อนันต์ ธนัตติไทร

Name of Director: (1) Mr. Phongsanant Thanattai

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง
Approve Shares Disapprove Shares Abstain Shares

ชื่อกรรมการ (2) นางวรลักษณ์ พฤฒิวิรมงคล

Name of Director: (2) Mrs.Varaluck Pruthiworamongkon

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง
Approve Shares Disapprove Shares Abstain Shares

ชื่อกรรมการ (3) นางกฤติยา ศรีสนิท

Name of Director: (3) Mrs. Kittiya Srisanit

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง
Approve Shares Disapprove Shares Abstain Shares

ชื่อกรรมการ (4) นายวิโรจน์ ชื่นรัตนกุล

Name of Director: (4) Mr. Wirote Chuenratanakul

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง
Approve Shares Disapprove Shares Abstain Shares

ชื่อกรรมการ (5) นางอภนิษฐ์ แมทธิสัน

Name of Director: (5) Mrs. Akanit Mattison

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง
Approve Shares Disapprove Shares Abstain Shares

ชื่อกรรมการ (6) นายวิน พรหมแพทย

Name of Director: (6) Mr. Win Phromphaet

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง
Approve Shares Disapprove Shares Abstain Shares

☐ วาระที่ 5 พิจารณานุมัติการเปลี่ยนแปลงผู้มีอำนาจลงนามของบริษัท

Agenda 5 To consider and approve the change of authorized signatories of the Company

☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

Authorizing the Proxy to vote for every item at his/her own discretion.

☐ (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The Proxy shall vote in accordance with my/our instruction as marked (/) in the selected agendas herein:

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง
Approve Shares Disapprove Shares Abstain Shares

☐ วาระที่ 6 เรื่อง พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 6 Subject: Other matters (if any).

☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

Authorizing the Proxy to vote for every item at his/her own discretion.

☐ (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The Proxy shall vote in accordance with my/our instruction as marked (/) in the selected agendas herein:

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง
Approve Shares Disapprove Shares Abstain Shares

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้อง
Voting of the Proxy on any agenda that is not in accordance with my/our instruction stated herein.
และไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
will be regarded as incorrect voting and will not be regarded as a vote of shareholder.
- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณา
In case I/We have not stated my/our instruction of how to vote, or such instruction is ambiguous,
หรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด
or in cases this meeting has to consider or approve any other matter other than the items stated herein, as well as there is
ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
any change of any fact, the Proxy shall be entitled to freely vote at his/her own discretion.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ
Any act undertaken by the Proxy in this meeting, except the case that the Proxy did not vote as instructed herein,

ให้ถือเสมือนว่าข้าพเจ้าได้กระทำการเองทุกประการ
shall be deemed as my/our own act (s) in every respect.

ลงชื่อ.....ผู้มอบฉันทะ
Signed Appointer
(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ
Signed Proxy
(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ
Signed Proxy
(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ
Signed Proxy
(.....)

- | | |
|----------|---|
| หมายเหตุ | 1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้ |
| Remarks | The voting right has to be assigned to only one Proxy, therefore, this voting right cannot be divided and separately assigned to more than one Proxy. |
| | 2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
For the election of directors, the voter may elect some or all of the nominees. |
| | 3. ในกรณีที่มิมีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบปะจําต่อแบบหนังสือมอบฉันทะแบบที่ 2 ตามแนบ
In case, there is any agenda, other than those stipulated above, the Proxy may set forth in an Allonge annexed to the form of Proxy No. 2 as attached herewith. |



ใบประจำตอบแบบหนังสือมอบฉันทะแบบที่ 2

Allonge annexed to the Form of Proxy No. 2

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัทหลักทรัพย์ ในมูระ พัฒนสิน จำกัด (มหาชน)

The Proxy as a shareholder of Capital Nomura Securities Public Company Limited

ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2566 ในวันที่ 7 มีนาคม 2566 เวลา 10.00 น. ณ CNS Convention Center

For the Extraordinary General Meeting of Shareholders No. 1/2566 to be held on March 7, 2023 at 10.00 a.m., at CNS Convention Center,

เลขที่ 21/3 อาคารไทยวา ชั้น G ถนนสาทรใต้ แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร 10120 หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

21/3 Thai Wah Tower, G Floor, South Sathorn Road, Thungmahamek, Sathorn, Bangkok 10120, or at any adjournment thereof to any other day, time and venue.

☐ วาระที่.....เรื่อง.....

Agenda Subject :

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
Authorizing the Proxy to vote for every item at his/her own discretion.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy shall vote in accordance with my/our instruction as marked (/) in the selected agendas herein:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

☐ วาระที่.....เรื่อง.....

Agenda Subject :

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
Authorizing the Proxy to vote for every item at his/her own discretion.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy shall vote in accordance with my/our instruction as marked (/) in the selected agendas herein:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

☐ วาระที่.....เรื่อง.....

Agenda Subject :

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
Authorizing the Proxy to vote for every item at his/her own discretion.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy shall vote in accordance with my/our instruction as marked (/) in the selected agendas herein:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

☐ วาระที่.....เรื่อง.....

Agenda Subject :

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
Authorizing the Proxy to vote for every item at his/her own discretion.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy shall vote in accordance with my/our instruction as marked (/) in the selected agendas herein:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

☐ วาระที่.....เรื่อง.....

Agenda Subject :

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
Authorizing the Proxy to vote for every item at his/her own discretion.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy shall vote in accordance with my/our instruction as marked (/) in the selected agendas herein:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

☐ วาระที่.....เรื่อง.....

Agenda Subject :

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
Authorizing the Proxy to vote for every item at his/her own discretion.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy shall vote in accordance with my/our instruction as marked (/) in the selected agendas herein:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

☐ วาระที่.....เรื่อง.....

Agenda Subject :

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
Authorizing the Proxy to vote for every item at his/her own discretion.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy shall vote in accordance with my/our instruction as marked (/) in the selected agendas herein:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

☐ วาระที่.....เรื่อง เลือกตั้งกรรมการ (ต่อ)

Agenda

To Consider the Election of Directors.

ชื่อกรรมการ

Name of Director:

☐ เห็นด้วย
Approve

☐ ไม่เห็นด้วย
Disapprove

☐ จดออกเสียง
Abstain

ชื่อกรรมการ

Name of Director:

☐ เห็นด้วย
Approve

☐ ไม่เห็นด้วย
Disapprove

☐ จดออกเสียง
Abstain

ชื่อกรรมการ

Name of Director:

☐ เห็นด้วย
Approve

☐ ไม่เห็นด้วย
Disapprove

☐ จดออกเสียง
Abstain

ชื่อกรรมการ

Name of Director:

☐ เห็นด้วย
Approve

☐ ไม่เห็นด้วย
Disapprove

☐ จดออกเสียง
Abstain

ชื่อกรรมการ

Name of Director:

☐ เห็นด้วย
Approve

☐ ไม่เห็นด้วย
Disapprove

☐ จดออกเสียง
Abstain

ชื่อกรรมการ

Name of Director:

☐ เห็นด้วย
Approve

☐ ไม่เห็นด้วย
Disapprove

☐ จดออกเสียง
Abstain

ลงชื่อ.....ผู้มอบฉันทะ

Signed

Appointer

(.....)



อากรแสตมป์
Stamp
20 บาท

หนังสือมอบฉันทะ แบบที่ 3

Proxy Form No. 3

(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียนในประเทศไทย (Custodian) เป็นผู้รับฝากและดูแลหุ้น)
(For Custodian)

เขียนที่.....

Made at

วันที่.....

เดือน.....

พ.ศ.....

Date

Month

Year

(1) ข้าพเจ้า.....สำนักงานตั้งอยู่เลขที่.....

I / We

Residing at No.

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....

Street.....Sub-district.....District.....Province.....Post Code

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ.....

As a custodian for

ซึ่งเป็นผู้ถือหุ้นของบริษัทหลักทรัพย์ โนมูระ พัฒนสิน จำกัด (มหาชน)

Who is a shareholder of Capital Nomura Securities Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้
holding a total number of.....shares, with total voting right of.....votes as follow:

หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง
Ordinary share.....shares, with the voting right of.....votes

หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง
Preferred share.....shares, with the voting right of.....votes

(2) ขอมอบฉันทะให้

Hereby appoint

☐ (1)อายุ.....ปี อยู่บ้านเลขที่.....ซอย.....ถนน.....
Age.....Years Residing at No.Soi.....Street

ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....หรือ
Sub-district.....District.....Province.....Post Code.....or

☐ (2)อายุ.....ปี อยู่บ้านเลขที่.....ซอย.....ถนน.....
Age.....Years Residing at No.Soi.....Street

ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....หรือ
Sub-district.....District.....Province.....Post Code.....or

☐ (3) ...รองศาสตราจารย์ ดร.ดนุชา คุณพนิชกิจ ...อายุ.....69.....ปี ที่อยู่ เลขที่...25..... อาคารกรุงเทพประกันภัย ชั้น 15-17

Associate Professor Dr. Danuja Kunpanitchakit, Age 69 Years Residing at No. 25 Bangkok Insurance Building, 15th -17th Floor

ถนน...สาทรใต้...ตำบล/แขวง...ทุ่งมหาเมฆ...อำเภอ/เขต...สาทร...จังหวัด...กรุงเทพฯ...รหัสไปรษณีย์...10120... (ไม่มีส่วนได้เสียในระเบียบวาระการประชุม)
Street...South Sathorn...Sub-district...Thungmahamek...District...Sathorn...Province...Bangkok...Post Code...10120...(No conflict of interest in any Agenda of the meeting)

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2566
anyone of them to be my/our Proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No.1/2566

ในวันที่ 7 มีนาคม 2566 เวลา 10.00 น. ณ CNS Convention Center เลขที่ 21/3 อาคารไทยวา ชั้น G ถนนสาทรใต้ แขวงทุ่งมหาเมฆ เขตสาทร
to be held on March 7, 2023 at 10.00 a.m., at CNS Convention Center, 21/3 Thai Wah Tower, G Floor, South Sathorn Road, Thungmahamek, Sathorn,

กรุงเทพมหานคร 10120 หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Bangkok, 10120, or at any adjournment thereof to any other day, time and venue.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

In this meeting, I/We hereby appoint my/our Proxy to attend and vote as follows:

☐ มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

Authorizing the Proxy to attend and vote for the whole of my/our holding shares which have the voting right.

☐ มอบฉันทะบางส่วน คือ

Authorizing the Proxy to attend and vote for the partial of my/our holding shares which have the voting right as follows:

<input type="checkbox"/> หุ้นสามัญ.....	หุ้น และมีสิทธิออกเสียงลงคะแนนได้.....	เสียง
Ordinary share	shares , with the voting right of	votes
<input type="checkbox"/> หุ้นบุริมสิทธิ.....	หุ้น และมีสิทธิออกเสียงลงคะแนนได้.....	เสียง
Preferred share	shares, with the voting right of	votes
รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด.....	เสียง	
Total voting right of	votes	

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

In this meeting, I/We hereby appoint my/our Proxy to vote as follows:

☐ วาระที่ 1 เรื่อง พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปีครั้งที่ 1/2565 เมื่อวันที่ 22 เมษายน 2565

Agenda 1 Subject: To consider adopting the Minutes of the Annual General Meeting of Shareholders No. 1/2565 held on April 22, 2022

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

Authorizing the Proxy to vote for every item at his/her own discretion.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The Proxy shall vote in accordance with my/our instruction as marked (/) in the selected agendas herein:

<input type="checkbox"/> เห็นด้วย.....	เสียง	<input type="checkbox"/> ไม่เห็นด้วย.....	เสียง	<input type="checkbox"/> งดออกเสียง.....	เสียง
Approve	Shares	Disapprove	Shares	Abstain	Shares

☐ วาระที่ 2 เรื่อง พิจารณานุมัติการเปลี่ยนชื่อบริษัทและตราประทับของบริษัท การแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 1 และข้อบังคับของบริษัท เพื่อให้สอดคล้องกับการเปลี่ยนชื่อบริษัทและตราประทับของบริษัทภายหลังการเปลี่ยนแปลงผู้ถือหุ้นใหญ่ และการแก้ไขเพิ่มเติมพระราชบัญญัติบริษัทมหาชนจำกัด พ.ศ. 2535 และกฎเกณฑ์ต่างๆ ที่เกี่ยวข้อง

Agenda 2 Subject: To consider and approve the change of Company's name and the Company's seal, the amendment to Clause 1 of the Company's Memorandum of Association, and the Company's Articles of Association to reflect the change of Company's name and the Company's seal following the change of major shareholder and the amended Public Limited Company Act B.E. 2535 and related regulations

☐ วาระที่ 2.1 เรื่อง การเปลี่ยนชื่อบริษัทและตราประทับของบริษัท

Agenda 2.1 Subject: Change of Company's name and Company's seal

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

Authorizing the Proxy to vote for every item at his/her own discretion.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The Proxy shall vote in accordance with my/our instruction as marked (/) in the selected agendas herein:

<input type="checkbox"/> เห็นด้วย.....	เสียง	<input type="checkbox"/> ไม่เห็นด้วย.....	เสียง	<input type="checkbox"/> งดออกเสียง.....	เสียง
Approve	Shares	Disapprove	Shares	Abstain	Shares

☐ วาระที่ 2.2 เรื่อง การแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 1

Agenda 2.2 Subject: Amendment to Clause 1 of the Company's Memorandum of Association

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

Authorizing the Proxy to vote for every item at his/her own discretion.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The Proxy shall vote in accordance with my/our instruction as marked (/) in the selected agendas herein:

<input type="checkbox"/> เห็นด้วย.....	เสียง	<input type="checkbox"/> ไม่เห็นด้วย.....	เสียง	<input type="checkbox"/> งดออกเสียง.....	เสียง
Approve	Shares	Disapprove	Shares	Abstain	Shares

☐ วาระที่ 2.3 เรื่อง การแก้ไขเพิ่มเติมข้อบังคับของบริษัท

Agenda 2.3 Subject: Amendment to the Company's Articles of Association

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

Authorizing the Proxy to vote for every item at his/her own discretion.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The Proxy shall vote in accordance with my/our instruction as marked (/) in the selected agendas herein:

<input type="checkbox"/> เห็นด้วย.....	เสียง	<input type="checkbox"/> ไม่เห็นด้วย.....	เสียง	<input type="checkbox"/> งดออกเสียง.....	เสียง
Approve	Shares	Disapprove	Shares	Abstain	Shares



- ☐ วาระที่ 3 เรื่อง รับทราบการลาออกของกรรมการและการเพิกถอนอำนาจลงนามของธนาคารของกรรมการบริหารที่ลาออก

Agenda 3 Subject: To acknowledge the resignation of the directors and revocation of bank signing authority of the resigning executive director

วาระนี้เป็นวาระเพื่อทราบจึงไม่มีการลงคะแนน

This agenda is for acknowledgement and not casting of vote

- ☐ วาระที่ 4 เรื่อง พิจารณานุมัติแต่งตั้งกรรมการใหม่

Agenda 4 Subject: To consider and approve the appointment of the new directors

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
Authorizing the Proxy to vote for every item at his/her own discretion.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy shall vote in accordance with my/our instruction as marked (/) in the selected agendas herein:

- ☐ การแต่งตั้งกรรมการทั้งหมด

Appointment of all directors

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง
Approve Shares Disapprove Shares Abstain Shares

- ☐ การแต่งตั้งกรรมการเป็นรายบุคคล

Appointment of the certain directors as follows:

ชื่อกรรมการ (1) นายพงษ์อนันต์ ธนัตติไทร

Name of Director: (1) Mr. Phongnant Thanattrai

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง
Approve Shares Disapprove Shares Abstain Shares

ชื่อกรรมการ (2) นางวรลักษณ์ พุดผิวงมมงคล

Name of Director: (2) Mrs.Varaluck Prutthiworamongkon

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง
Approve Shares Disapprove Shares Abstain Shares

ชื่อกรรมการ (3) นางกฤติยา ศรีสนิท

Name of Director: (3) Mrs. Kittiya Srisanit

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง
Approve Shares Disapprove Shares Abstain Shares

ชื่อกรรมการ (4) นายวิโรจน์ ชื่นรัตนกุล

Name of Director: (4) Mr. Wirote Chuenratanakul

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง
Approve Shares Disapprove Shares Abstain Shares

ชื่อกรรมการ (5) นางอภนิษฐ์ แมทธิสัน

Name of Director: (5) Mrs. Akanit Mattison

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง
Approve Shares Disapprove Shares Abstain Shares

ชื่อกรรมการ (6) นายวิน พรหมแพทย

Name of Director: (6) Mr. Win Phromphaet

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง
Approve Shares Disapprove Shares Abstain Shares

- ☐ วาระที่ 5 พิจารณานุมัติการเปลี่ยนแปลงผู้มีอำนาจลงนามของบริษัท

Agenda 5 To consider and approve the change of authorized signatories of the Company

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

Authorizing the Proxy to vote for every item at his/her own discretion.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy shall vote in accordance with my/our instruction as marked (/) in the selected agendas herein:

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง
Approve Shares Disapprove Shares Abstain Shares

☐ วาระที่ 6 เรื่อง พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 6 Subject: Other matters (if any).

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
Authorizing the Proxy to vote for every item at his/her own discretion.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy shall vote in accordance with my/our instruction as marked (/) in the selected agendas herein:

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง
Approve Shares Disapprove Shares Abstain Shares

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ถือเป็นการลงคะแนนเสียงของผู้ถือหุ้น

Voting of the Proxy on any agenda that is not in accordance with my/our instruction stated herein will be regarded as incorrect voting and will not be regarded as a vote of shareholder.

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/We have not stated my/our instruction of how to vote, or such instruction is ambiguous, or in cases this meeting has to consider or approve any other matter other than the items stated herein, as well as there is any change of any fact, the Proxy shall be entitled to freely vote at his/her own discretion.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ

Any act undertaken by the Proxy in this meeting, except the case that the Proxy did not vote as instructed herein,

ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ
shall be deemed as my/our own act (s) in every respect.

ลงชื่อ.....ผู้มอบฉันทะ

Signed Appointer

(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ

Signed Proxy

(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ

Signed Proxy

(.....)

ลงชื่อ.....ผู้รับมอบฉันทะ

Signed Proxy

(.....)

หมายเหตุ (1) หนังสือมอบฉันทะแบบที่ 3 นี้ ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น

Remarks This Proxy form No.3 is used only for the shareholder whose name is shown in the registered book as a foreign investor and has appointed custodian in Thailand to hold the shares.

- (2) หลักฐานที่ต้องแนบพร้อมหนังสือมอบฉันทะ คือ

(1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน

(2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)

The document required to be attached to this Proxy form:

- (1) Power of Attorney of the shareholder authorizing the custodian to sign on the Proxy form on behalf of the shareholder.
(2) Document confirming that the Proxy permitted to conduct custodian business.

- (3) ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The voting right has to be assigned to only one Proxy, therefore, this voting right cannot be divided and separately assigned to more than one Proxy.

- (4) วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

For the election of directors, the voter may elect some or all of the nominees.

- (5) ในกรณีที่มิมีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบปะจําต่อแบบหนังสือมอบฉันทะแบบที่ 3 ตามแนบ

In case, there is any agenda, other than those stipulated above, the Proxy may set forth in an Allonge annexed to the form of Proxy No. 3 as attached herewith.



ใบประจำตอแบบหนังสือมอบฉันทะแบบที่ 3

Allonge annexed to the Form of Proxy No. 3

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัทหลักทรัพย์ โนมูระ พัฒนสิน จำกัด (มหาชน)

The Proxy as a shareholder of Capital Nomura Securities Public Company Limited

ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2566 ในวันที่ 7 มีนาคม 2566 เวลา 10.00 น. ณ CNS Convention Center

For the Extraordinary General Meeting of Shareholders No. 1/2566 to be held on March 7, 2023 at 10.00 a.m., at CNS Convention Center,

เลขที่ 21/3 อาคารไทยวา ชั้น G ถนนสาทรใต้ แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร 10120 หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

21/3 Thai Wah Tower, G Floor, South Sathorn Road, Thungmahamek, Sathorn, Bangkok 10120, or at any adjournment thereof to any other day, time and venue.

<input type="checkbox"/> วาระที่.....	เรื่อง.....
Agenda	Subject:
<input type="checkbox"/> (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร Authorizing the Proxy to vote for every items at his/her own discretion.	
<input type="checkbox"/> (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้ The Proxy shall vote in accordance with my/our instruction as marked (/) in the selected agendas herein:	
<input type="checkbox"/> เห็นด้วย.....	เสียง <input type="checkbox"/> ไม่เห็นด้วย.....เสียง <input type="checkbox"/> ดออกเสียง.....เสียง
Approve	Shares Disapprove Shares Abstain Shares
<input type="checkbox"/> วาระที่.....	เรื่อง.....
Agenda	Subject:
<input type="checkbox"/> (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร Authorizing the Proxy to vote for every items at his/her own discretion.	
<input type="checkbox"/> (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้ The Proxy shall vote in accordance with my/our instruction as marked (/) in the selected agendas herein:	
<input type="checkbox"/> เห็นด้วย.....	เสียง <input type="checkbox"/> ไม่เห็นด้วย.....เสียง <input type="checkbox"/> ดออกเสียง.....เสียง
Approve	Shares Disapprove Shares Abstain Shares
<input type="checkbox"/> วาระที่.....	เรื่อง.....
Agenda	Subject:
<input type="checkbox"/> (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร Authorizing the Proxy to vote for every items at his/her own discretion.	
<input type="checkbox"/> (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้ The Proxy shall vote in accordance with my/our instruction as marked (/) in the selected agendas herein:	
<input type="checkbox"/> เห็นด้วย.....	เสียง <input type="checkbox"/> ไม่เห็นด้วย.....เสียง <input type="checkbox"/> ดออกเสียง.....เสียง
Approve	Shares Disapprove Shares Abstain Shares
<input type="checkbox"/> วาระที่.....	เรื่อง.....
Agenda	Subject:
<input type="checkbox"/> (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร Authorizing the Proxy to vote for every items at his/her own discretion.	
<input type="checkbox"/> (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้ The Proxy shall vote in accordance with my/our instruction as marked (/) in the selected agendas herein:	
<input type="checkbox"/> เห็นด้วย.....	เสียง <input type="checkbox"/> ไม่เห็นด้วย.....เสียง <input type="checkbox"/> ดออกเสียง.....เสียง
Approve	Shares Disapprove Shares Abstain Shares
<input type="checkbox"/> วาระที่.....	เรื่อง เลือกตั้งกรรมการ
Agenda	To Consider the Election of Directors.
ชื่อกรรมการ.....	
Name of Director:	
<input type="checkbox"/> เห็นด้วย.....	เสียง <input type="checkbox"/> ไม่เห็นด้วย.....เสียง <input type="checkbox"/> ดออกเสียง.....เสียง
Approve	Shares Disapprove Shares Abstain Shares
ชื่อกรรมการ.....	
Name of Director:	
<input type="checkbox"/> เห็นด้วย.....	เสียง <input type="checkbox"/> ไม่เห็นด้วย.....เสียง <input type="checkbox"/> ดออกเสียง.....เสียง
Approve	Shares Disapprove Shares Abstain Shares
ชื่อกรรมการ.....	
Name of Director:	
<input type="checkbox"/> เห็นด้วย.....	เสียง <input type="checkbox"/> ไม่เห็นด้วย.....เสียง <input type="checkbox"/> ดออกเสียง.....เสียง
Approve	Shares Disapprove Shares Abstain Shares
ชื่อกรรมการ.....	
Name of Director:	
<input type="checkbox"/> เห็นด้วย.....	เสียง <input type="checkbox"/> ไม่เห็นด้วย.....เสียง <input type="checkbox"/> ดออกเสียง.....เสียง
Approve	Shares Disapprove Shares Abstain Shares
ชื่อกรรมการ.....	
Name of Director:	
<input type="checkbox"/> เห็นด้วย.....	เสียง <input type="checkbox"/> ไม่เห็นด้วย.....เสียง <input type="checkbox"/> ดออกเสียง.....เสียง
Approve	Shares Disapprove Shares Abstain Shares
ชื่อกรรมการ.....	
Name of Director:	
<input type="checkbox"/> เห็นด้วย.....	เสียง <input type="checkbox"/> ไม่เห็นด้วย.....เสียง <input type="checkbox"/> ดออกเสียง.....เสียง
Approve	Shares Disapprove Shares Abstain Shares
ลงชื่อ.....ผู้มอบฉันทะ	
Signed Appointer	
(.....)	



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