

Capital Nomura Securities Public Company Limited

Notice of Summoning to attend The Annual General Meeting of Shareholders No. 1/2563

Friday, May 22, 2020 at 10.00 a.m.

**Meeting room No. 1105, 11th Floor, 25, Bangkok Insurance Building,
South Sathorn Road, Thungmahamek, Sathorn, Bangkok**

NOMURA

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

Ref: CNS 1193/2020 (E)

May 7, 2020

Subject: Notice of Summoning to attend the Annual General Meeting of Shareholders No. 1/2563

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

Attachments:

1. A copy of the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2562
2. Biographies of the Company's Directors retiring by rotation and whose re-election is proposed to the Shareholders' Meeting to be the Company's Directors for another term
3. Registration and Proxy Procedure
4. Biographies of Independent Director, 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 Annual General Meeting of Shareholders No. 1/2563 (Bangkok Insurance Building)
7. Proxy forms
8. Annual Report 2019
9. Guidelines for attending the Annual General Meeting of Shareholders Year 2020, regarding the outbreak of Coronavirus 2019 (COVID-19)

By the resolution of the Board of Directors' Meeting of the Company No. 4/2563 held on March 10, 2020, the record date was set on March 24, 2020 to determine the list of shareholders who are entitled to attend the Annual General Meeting of Shareholders No. 1/2563 (AGM) which was scheduled on Monday, April 27, 2020 at 10.00 a.m., at Persimmon Room, 11th floor, Banyan tree Hotel, South Sathorn Road, Thungmahamek, Sathorn, Bangkok. However due to the outbreak of Coronavirus Disease 2019 (COVID-19), the Board of Directors agreed on March 26, 2020 to change the meeting venue for the 2020 Annual General Meeting of Shareholders from Persimmon Room, 11th floor, Banyan Tree Hotel to the Meeting room at 15th Floor, the Head Office of Capital Nomura Securities Public Company Limited, 25 Bangkok Insurance Building, South Sathorn Road, Thungmahamek, Sathorn, Bangkok on while the date, time and agendas were maintained. After that, since the outbreak of the COVID-19 was previously not improved, the Board of Directors, held on April 9, 2020, after due consideration, passed the resolution to postpone the AGM No. 1/2563 scheduled on April 27, 2020 until further notice.

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However, by the resolution of the Board of Directors' Meeting of the Company No. 7/2563 held on May 7, 2020, it was approved to convene the Annual General Meeting of Shareholders No. 1/2563 on May 22, 2020 at 10.00 a.m., at the Meeting room No. 1105, 11th Floor, Bangkok Insurance Building, 25 South Sathorn Road, Thungmahamek, Sathorn, Bangkok 10120, by maintaining the meeting agendas of the AGM No.1/2563 as announced on 10 March 2020 except for the dividend payment date stated in the Board of Directors' opinion in paragraph 2 of Agenda 5 : To approve the profit appropriation from the net profit for the year ended December 31, 2019 and the dividend payment, regarding the date of dividend payment. Details of the agendas are as follows:

Agenda 1 To consider adopting the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2562 held on November 27, 2019

Fact and reason

The Minutes of the Extraordinary General Meeting of Shareholders No. 1/2562 held on November 27, 2019 (as per the Attachment No. 1), were taken and submitted to the Stock Exchange of Thailand ("the SET"), the Office of Securities and Exchange Commission ("the SEC") 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 Extraordinary General Meeting of Shareholders No. 1/2562 had been stated correctly and completely. Therefore, the Board of Directors resolved to propose the Shareholders' Meeting to adopt these minutes.

Agenda 2 Matter arising

Fact and reason

The Company is required to report the utilization and non-utilization of the financial amount for issuance and offering for sale of the all type of debenture which was approved by the Shareholder's Meeting. Accordingly, the Company shall report the progress to the Shareholder's Meeting for acknowledgement of such matter.

The Board of Directors' opinion

The Board of Directors resolved to report the matter arising to the Shareholders' Meeting for acknowledgement.

Agenda 3 To acknowledge the Company's performance for the year ended December 31, 2019

Fact and reason

The Chairman of the Board of Directors shall summarize the Company's performance, major factors which had an impact on the business and significant matters occurred during the year ended December 31, 2019 to the Shareholders' Meeting for acknowledgement.

The Board of Directors' opinion

The Board of Directors deemed appropriate to report the Company's performance for the year ended December 31, 2019 to the Shareholders' Meeting.

Agenda 4 To approve the Company's financial statements for the year ended December 31, 2019

Fact and reason

To comply with the Public Company Limited Act B.E. 2535 and the Company's Articles of Association which provide that the Board of Directors must prepare the financial statements as of the end of the Company's fiscal year and submit the same to the Annual General Meeting of Shareholders for approval. The Company, therefore, prepared the financial statements for the year ended December 31, 2019 in accordance with Financial Reporting Standards. These financial statements were already audited by the Certified Public Accountant and reviewed by the Company's Audit Committee. (as detailed in the Attachment No. 8: Annual Report 2019.)

The Board of Directors' opinion

The Board of Directors considered that the Company's financial statements for the year ended December 31, 2019 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 adopt these financial statements which were audited by the Certified Public Accountant and reviewed by the Company's Audit Committee.

Agenda 5 To approve the profit appropriation from the net profit for the year ended December 31, 2019 and the dividend payment

Fact and reason

According to the Public Company Limited Act B.E. 2535 and the Company's Articles of Association, the Company must allocate not less than 5% of its annual net profit, after deducting accumulated deficit brought forward (if any), to be a legal reserve until that legal reserve reaches

a level equal to not less than 10% of the registered capital. As of December 31, 2019, the Company was required to appropriate annual net profit to be a legal reserve of at least Baht 6,500,000.00. 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 a larger budget for business expansion or other significant activities. However, the dividend payment depends on the resolution of the Shareholders' Meeting.

Information of the profit appropriation and the dividend payment

The profit appropriation and the dividend payment	Fiscal year 2019 (Jan19-Dec19)	Fiscal year 2018 (Jan18-Dec18)	Fiscal year 2017 (Jan17-Dec17)	Fiscal year 2016 (Jan16-Dec16)
Net profit (million Baht)	128.81	177.52	475.44	412.18
Legal reserve (million Baht)	6.50	8.90	23.80	20.70
General reserve (million Baht)	-	-	-	-
Number of shares at the end of the year (At par of Baht 1 per share)	2,150,469,000	2,150,469,000	2,150,469,000	2,150,469,000
Dividend payment per share (Baht) (At par of Baht 1 per share)	0.056 ¹	0.078	0.21	0.18
Dividend Pay-out ratio (% of net profit)	93.49 ¹	94.49	94.99	93.91
Dividend payment (million Baht)	120.43 ¹	167.74	451.60	387.08

¹ A dividend payment from the net profit for the year ended December 31, 2019 is subject to the resolution of the Annual General Meeting of Shareholders No. 1/2563.

The Board of Directors' opinion

The Board of Directors considered that the Company had the net profit for the year ended December 31, 2019. Accordingly, the Company was required to set up additional legal reserve at 5% of the annual net profit until the reserve had reached 10% of the Company's registered capital. In addition, the Company had enough profit to pay dividend. Therefore, the Board of Directors resolved to propose the Shareholders' Meeting to approve the profit appropriation from the net profit for the year ended December 31, 2019 as a legal reserve of Baht 6,500,000.00 and the dividend payment at the rate of Baht 0.056 per share or approximately equivalent to 93.49% of the net profit for the year ended December 31, 2019 which was in line with the Company's dividend policy. The details of the profit appropriation and the dividend payment are as below.

Legal reserve	Baht	6,500,000.00
General reserve	Baht	0.00
Dividend payment at Baht 0.056 per share	Baht	120,426,264.00

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

Pursuant to the resolution of the Company's Board of Directors meeting No. 4/2563 held on March 10, 2020, the record date to determine the list of the shareholders entitled to receive the dividend was set on March 24, 2020. The dividend payment date would be on May 8, 2020.

However, due to the situation of COVID-19, the Company's Board of Directors meeting has resolved on April 9, 2020 to postpone the AGM No. 1/2563 dated April 27, 2020 until further notice. Lately the Company's Board of Directors meeting No. 7/2563 held on May 7, 2020 has resolved the new date for the AGM No. 1/2563 on May 22, 2020 and resolved to remain the record date to determine the list of shareholders who are entitled to receive the dividend on March 24, 2020 but has set the date of dividend payment on June 4, 2020. In this regard, this dividend payment depends on the resolution of the Shareholders' Meeting.

Agenda 6 To approve the remuneration of directors and members of the Audit Committee

Fact and reason

The Board of Directors has a policy to propose the Shareholders' Meeting the appropriate and reasonable rate of directors' and Audit Committee's remuneration to align with the below factors.

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

For the fiscal year 2019, the remuneration of directors and members of the Audit Committee are:

Director's annual remuneration for

- Chairman of the Board of Directors at Baht 250,000 annually, which was the approved rate since 1998
- Each Executive Director at Baht 220,000 annually, which was the approved rate since 2008
- Each Independent Director at Baht 260,000 annually, which was the approved rate in 2017
- Each other Non-Executive Director at Baht 220,000 annually, which was the approved rate since 2004

Meeting Allowance for each Independent Director attending the board meetings at Baht 20,000 per meeting which was the approved rate since 2014.

Audit Committee's annual remuneration for

- Chairperson of the Audit Committee at Baht 320,000 annually, which was the approved rate since 2018.
- Each other member of the Audit Committee at Baht 260,000 annually, which was the approved rate since 2018.

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Remuneration (Baht)	Fiscal year 2019 (Jan19-Dec19)	Fiscal year 2018 (Jan18-Dec18)	Fiscal year 2017 (Jan17-Dec17)	Fiscal year 2016 (Jan16-Dec16)
Director's annual remuneration				
Chairman	250,000 ¹	250,000	250,000	250,000
Each Executive Director	220,000 ¹	220,000	220,000	220,000
Each Independent Director	260,000 ¹	260,000	260,000	260,000
Each other Non-Executive Director	220,000 ¹	220,000	220,000	220,000
Meeting allowance for each Independent Director (per meeting)	20,000	20,000	20,000	20,000
Audit Committee's annual remuneration				
Chairperson	320,000	320,000	300,000	300,000
Each other member	260,000	260,000	240,000	240,000

¹ Director's annual remuneration for 2020 from the performance for the year ended December 31, 2019 is subject to the resolution of the Annual General Meeting of Shareholders No. 1/2563.

The Board of Directors' opinion

The Board of Directors considered and resolved to propose the Shareholders' Meeting to maintain the director's annual remuneration for the year 2020 (based on the performance for the year ended December 31, 2019), the Audit Committee's annual remuneration for the year ended December 31, 2020 and the meeting allowance for each Independent Director attending the board meetings for the year ended December 31, 2020, at the same rate as approved by the Shareholders' Meeting last year, as detailed below

Director's annual remuneration for the year 2020 considered from the performance of the year ended December 31, 2019 shall be calculated proportionately to the term in position based on annual remuneration as below.

- | | |
|---------------------------------------|-----------------------|
| 1. Chairman of the Board of Directors | Baht 250,000 annually |
| 2. Each Executive Director | Baht 220,000 annually |
| 3. Each Independent Director | Baht 260,000 annually |
| 4. Each other Non-Executive Director | Baht 220,000 annually |

Meeting allowance for each Independent Director attending the board meetings for the year ended December 31, 2020 shall be paid at the rate of Baht 20,000 per meeting.

Audit Committee's annual remuneration for the year ended December 31, 2020 shall be calculated proportionately to the term in position based on annual remuneration as below.

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

The Company has no other benefits for Non-Executive Directors.

Agenda 7 To consider the appointment of directors to replace those retiring by rotation, to acknowledge the resignation of the directors, and to approve the change in total number of the Company's directors**Fact and reason**

According to the Public Company Limited Act B.E. 2535 and the Company's Articles of Association, it is required that "At each annual general meeting of shareholders, one-third of the directors shall retire. If the number of directors is not a multiple of three, the number of directors nearest to one-third shall retire from office. A director retiring by rotation is eligible for re-election." The directors who are retiring by rotation in 2020 are:

- | | |
|-----------------------------------|--|
| 1. Mr. Suthep Peetakanont | Chairman of the Board of Directors and Chairman of the Executive Directors |
| 2. Col. Ruangsub Kovindha | Independent Director and Audit Committee member |
| 3. Mr. Prasert Virasathienpornkul | Independent Director and Audit Committee Member |
| 4. Mr. Yuji Hibino | Director |

The Board of Directors' opinion**7.1 To consider the appointment of the directors to replace those retiring by rotation**

The Board of Directors, exclusive of any directors to retire by rotation, considered that those 3 directors retired in 2020 as below were knowledgeable and capable with strong determination in performing their jobs as the Company's directors and during the past period, their 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 re-appoint those 3 directors retired in 2020 as below to be the Company's directors for another term.

1. Mr. Suthep Peetakanont
2. Col. Ruangsub Kovindha
3. Mr. Prasert Virasathienpornkul

(Biographies of those 3 directors were in the Attachment No. 2)

For Mr. Yuji Hibino who is also due to retire by rotation and has declared his intention not to be re-appointed, the Board of directors approved to propose to the Shareholders meeting to acknowledge such retirement and that no person should be appointed as his replacement.

7.2 To acknowledge the resignation of the directors

The 3 directors informed to resign from the directorship position with effect since April 27, 2020 as below.

- | | |
|---------------------------------|----------------------|
| 1. Mr. Shinya Yokoyama | Director |
| 2. Mrs. Chrisana Sae-Leiw | Director |
| 3. Dr. Prasit Kanchanasakdichai | Independent Director |

7.3 To consider and approve the change in total number of the Company's directors

As regards the vacancy of the directors who are due to retire by rotation and do not wish to be re-appointed and the directors who tendered resignation with effect from April 27, 2020, the Board of Directors considered that the remaining 6 directors are still sufficient to perform duty of the Board therefore the Board of Directors consider not to propose the Shareholders' Meeting to appoint the replacement of those directors, which consequently result in the number of board of directors reduced to 6 directors. The resultant Board members are as follows:

- | | |
|---|----------------------|
| 1. Mr. Suthep Peetakanont | Director |
| 2. Mr. Katsuya Imanishi | Director |
| 3. Mr. Philip Wing Lun Chow | Director |
| 4. Assoc. Prof. Dr. Danuja Kunpanitchakit | Independent Director |
| 5. Col. Ruangsub Kovindha | Independent Director |
| 6. Mr. Prasert Virasathienpornkul | Independent Director |

Therefore, it is agreed to propose for the Shareholders Meeting's approval of the change in total number of directors from 10 to 6.

Agenda 8 To consider the appointment of Company's auditor and the audit fees for the accounting periods starting from January 1, 2020 and ending on December 31, 2020**Fact and reason**

According to the Public Company Limited Act B.E. 2535, it requires that the Annual General Meeting of Shareholders shall appoint the auditor and determine the annual audit fee.

The Audit Committee considered and agreed to propose the Board of Directors as below.

- To appoint EY Office Limited as the Company's auditors, namely (1) Ms. Ratana Jala, Certified Public Accountant (Thailand) No. 3734 and/or (2) Ms. Somjai Khunapasut, Certified Public Accountant (Thailand) No. 4499 and/or (3) Ms. Rachada Yongsawadvanich, Certified Public Accountant (Thailand) No. 4951 and/or (4) Ms. Wanwilai Phetsang, Certified Public Accountant (Thailand) No. 5315 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, 2020 to December 31, 2020 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 would

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not be available, other auditors from EY Office Limited might be appointed to perform such audit.

- To determine the audit fees of Baht 1,500,000 for the accounting periods starting from January 1, 2020 to December 31, 2020, which decreases from Baht 1,600,000 for the previous year (accounting period starting January 1, 2019 to December 31, 2019).

The proposal of the appointment of the auditors and the determination of the audit fees were considered based on the below factors.

- Knowledge of the auditor which related to Thai Financial Reporting Standards and Thai Standards on Auditing, capability to manage and complete audit work efficiently, standard of the audit firm to control quality of audit job and other services provided to the Company, inclusive of advice, clarification of the new Thai Financial Reporting Standards and update of other information.

The Company has used auditing service from EY Office Limited, an auditor approved by the SEC, since the fiscal year 2003.

Certified Public Accountant	Certified Public Accountant (Thailand) No.	Fiscal year	Period
Mr. Ruth Chaowanagawi	3247	2003	1 fiscal year
Ms. Ratana Jala	3734	2004-2008	5 fiscal years
Mrs. Nonglak Pumnoi	4172	2009-2011	3 fiscal years
Ms. Somjai Khunapasut	4499	for the accounting period from September 1, 2011 to December 31, 2013	3 fiscal years
Ms. Ratana Jala	3734	2014-2019	6 fiscal years

(The SEC requires the rotation of auditors, stipulating that all listed companies must rotate the auditor if he/she has performed his/her audit job for 7 consecutive fiscal years)

From the past, the performance of the auditors from EY Office Limited has been satisfactory. They strictly followed work schedule and provided beneficial advices to the Company.

- Appropriate and sufficient time allocated to serve the Company

The auditors of EY Office Limited have allocated appropriate and sufficient time to attend the meeting with the Company's managements and Audit Committee, and also have attended the Company's Annual General Meeting of Shareholders to answer related questions every year.

- Reputation as auditor and track record of providing audit services to other companies in the same industry

The auditors of EY Office Limited have been appointed to be auditors of several listed securities companies.

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4. Appropriate and comparable audit fee rate with other listed securities companies

The proposed audit fees from EY Office Limited is comparable to the Company's audit fees in the previous fiscal years and other listed securities companies with similar size and services to the Company.

5. Other business relationship with the Company and connected person which might lead to conflict of interest concern

EY Office Limited has been independent and has not had any other business relationship with the Company and the Company has not used any services from EY Office Limited other than auditing and tax services.

Record of appointing auditors and audit fees in the previous fiscal years

For the fiscal year	Fiscal year 2019 (Jan19-Dec19)	Fiscal year 2018 (Jan18-Dec18)	Fiscal year 2017 (Jan17-Dec17)	Fiscal year 2016 (Jan16-Dec16)
Audit firm	EY Office Limited	EY Office Limited	EY Office Limited	EY Office Limited
Auditor Name	Ms. Ratana Jala	Ms. Ratana Jala	Ms. Ratana Jala	Ms. Ratana Jala
Reason of changing the auditor	-	-	-	-
Audit fees (Baht)	1,600,000	1,500,000	1,400,000	1,300,000
Business relationship or other interest between auditor and the Company and/or connected persons	None	None	None	None
Other service fees (Baht)				
- Audit fees for the Company's provident fund	None	None	None	None
- Legal service	None	None	None	None
- Tax service	None	220,000	255,000	None

The Board of Directors' opinion

The Board of Directors considered and resolved to propose the Shareholders' Meeting as below.

- To appoint EY Office Limited as the Company's auditors, namely (1) Ms. Ratana Jala, Certified Public Accountant (Thailand) No. 3734 and/or (2) Ms. Somjai Khunapasut, Certified Public Accountant (Thailand) No. 4499 and/or (3) Ms. Rachada Yongsawadvanich, Certified Public Accountant (Thailand) No. 4951 and/or (4) Ms. Wanwilai Phetsang, Certified Public Accountant (Thailand) No. 5315 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, 2020 to December 31, 2020 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 would not be available, other auditors from EY Office Limited might be appointed to perform such audit.

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2. To determine the audit fees of Baht 1,500,000 for the accounting periods starting from January 1, 2020 to December 31, 2020, which decreases from Baht 1,600,000 for the previous year (accounting period starting January 1, 2019 to December 31, 2019).

The appointment of the auditors and the determination of audit fees were reviewed and proposed by the Audit Committee.

Agenda 9 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 benefit in acknowledgement of the performance of the Company and casting the voting right in the Meeting of Shareholders. If you cannot attend the meeting, please appoint someone or one of the company's independent directors 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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-Translation-

Minutes of the Extraordinary General Meeting of Shareholders No. 1/2562
(Not yet adopted by the Shareholders' Meeting)
of Capital Nomura Securities Public Company Limited,
Held on Wednesday, November 27, 2019 at 10.00 a.m.
At CNS Convention Center, 21/3 Thai Wah Tower, G Floor,
South Sathorn Road, Thungmahamek, Sathorn, Bangkok

Mr. Suthep Peetakanont, Chairman of the Board of Directors and Chairman of the Board of Executive Directors (hereinafter "the Chairman"), presided over the Extraordinary General Meeting of Shareholders No. 1/2562 (hereinafter "the Meeting") that began at 10.00 a.m. There were 132 shareholders attending in person which represented 61,162,216 shares and 18 proxies of shareholders which represented 1,845,146,795 shares, totally representing 150 shareholders who had voting right according to the share register book, totaling 1,906,309,011 shares or 88.70% of total issued and paid-up shares of Capital Nomura Securities Public Company Limited (hereinafter "the Company"), which were not less than the minimum requirement, 25-person with an aggregate of not less than one-third of the Company's total 2,150,469,000 paid-up shares. With a quorum thus constituted in accordance with the Company's Articles of Association, the Chairman declared the Meeting open according to the agenda outlined in the invitation letter sent to the Company's shareholders prior to the Meeting.

The Chairman introduced the 10 directors, who attended the Meeting out of the total 10 members of the Board of Directors (100% Meeting Attendance), as follows:

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|--|--|
| 1. Mr. Suthep Peetakanont | Director, appointed by the Board of Directors to be 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 to be President; |
| 3. Mr. Shinya Yokoyama | Director, appointed by the Board of Directors to be Executive Director; |
| 4. Mrs. Chrisana Sae-Leiw | Director, appointed by the Board of Directors to be Executive Director; |
| 5. Mr. Yuji Hibino | Director, Non-Executive Director and Non-Independent Director; |
| 6. Mr. Philip Wing Lun Chow | Director, Non-Executive Director and Non-Independent Director; |
| 7. Associate Professor Dr. Danuja Kunpanitchakit | Independent Director, appointed by the Board of Directors to be member of the Audit Committee and appointed by the Audit Committee to be Chairperson of the Audit Committee; |
| 8. Col. Ruangsub Kovindha | Independent Director, appointed by the Board of Directors to be member of the Audit Committee; |
| 9. Mr. Prasert Virasathienpornkul | Independent Director, appointed by the Board of Directors to be member of the Audit Committee; |
| 10. Dr. Prasit Kanchanasakdichai | Independent Director |

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The Chairman then introduced Miss Julaporn Namchaisiri, Managing Director-Corporate Finance and Mr. Adulpol Charukesnunt, Supervisor from Grant Thornton Services Limited (the GTSL), the Company's Independent Financial Advisor (IFA), to give advice and provide opinions to shareholders to support their consideration and approval the delisting of the Company's securities from the Stock Exchange of Thailand (the "SET").

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

- The Board of Executive Directors, having Mr. Suthep Peetakanont as the Chairman of the Board of Executive Directors;
- The Credit Review Committee, having Mr. Shinya Yokoyama as the Chairman of the Credit Review Committee;
- The Audit Committee, having Associate Professor Dr. Danuja Kunpanitchakit as the Chairperson of the Audit Committee;
- The Risk Management Committee, having Mr. Shinya Yokoyama as the Chairman of the Risk Management Committee;
- The Anti-Money Laundering Committee, having Miss Rungthip Kittanaseree, Department Head of Compliance Department being the representative from Compliance Department, as the Chairperson of the Anti-Money Laundering Committee.

The Chairman further informed the Meeting that, apart from the above committees, the Company does not have any other sub-committees.

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

The Chairman introduced the attendants of the Meeting, Miss Natnicha Aramtiantamrong, Audit Manager from EY Office Limited, Mr. Theppachol Kosol, a legal advisor from Baker Mckenzie Limited and Mr. Seiji Akimoto and Miss Woraphan Wuttisarn, legal advisors from Chandler MHM Limited for issues in relation to the delisting of the Company's securities from the SET.

The Chairman informed the Meeting that the Company had appointed Mr. Theppachol Kosol, an independent legal advisor from Baker Mckenzie Limited, to be the scrutineer of the vote counting of the Meeting, together with the Company's staff, in compliance with the Company's Good Corporate Governance Policy and supervise the meeting to ensure that the meeting was transparent and legally proceeded.

In addition, the Thailand Investor Association (TIA) also appointed Mr. Shaen Nualklai to be an observer of the Meeting for the EGM assessment. The Chairman asked whether any shareholder would like to reject such observer.

There was no rejection for this observer from shareholder, the Chairman then informed the Meeting about the shareholders' voting and vote counting procedures for each agenda as follows.

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- Each shareholder's or proxy/proxy holder's vote would equal to the number of shares that the shareholder or the proxy grantor owns. Each shareholder can cast their vote to agree, disagree or abstain, with respect to each agenda, with their votes being equivalent to the number of shares held by each shareholder or the proxy grantor. The votes would be cast by using the ballots distributed during the registration process for the Meeting.
- The shareholders attending the Meeting in person and the proxy holders by Proxy Form 1 and Form 2 shall not be allowed to divide his/her vote for each agenda, unlike the proxy holders by Form 3 for foreign shareholders who had custodians in Thailand.
- Void ballot means a voting ballot that is considered invalid when shareholders or proxy holders do not clearly express their intention on the ballots, such as where there are more than one marked boxes in the ballot or there is no initial/signature in the ballot in which change of the vote has been made.
- If the shareholders had appointed proxies to cast his/her votes on his/her behalf in accordance with his/her instructions (Form 2), the Company shall input his/her votes into the computer. The proxies shall not vote again.
- In seeking for the resolutions and counting the votes for each agenda, to avoid any disruption of the vote counting, the Chairman would ask that any shareholder or proxy who votes either disagree or abstain shall raise his/her hand and hand the marked ballot to the Company's staff so that the votes for that particular agenda could be recorded.

The Chairman shall then announce that the rest shall be regarded as having voted "agreed" without having to raise his/her hand before the vote counting begins. In counting the votes, the total votes cast for "disagreed" and for "abstained" shall be deducted from the total number shares attending the Meeting, leaving the remaining votes to be counted as "agreed", for each agenda. The voting result of each agenda shall be announced and put on the screen in the Meeting. In case of void ballots, the Chairman shall announce the number of votes from void ballots.

- If the number of votes is in favor of a particular agenda and found in accordance with the Company's Articles of Association regarding the vote casting, it shall mean that particular agenda has been approved, except agenda 2 "To consider and approve the delisting of the Company's securities from the SET", it shall be approved with the vote not less than three-fourths of the total issued shares of the Company, and also no objections from shareholders holding shares, in aggregate, exceeding 10 percent of the total issued shares of the Company. According to Regulation of the Stock Exchange of Thailand Re: Delisting of Listed Securities B.E. 2542 (1999), all of the shareholders have the right to vote for this agenda.
- The number of voting rights in each agenda may be different from the total number of voting rights announced at the commencement of the Meeting because some shareholders may have made a late registration after such announcement.
- Before casting their votes for each agenda, the shareholders shall be given an opportunity to ask questions that are relevant to each agenda. The shareholders who wish to ask questions are requested to state their names and surnames before asking the questions or expressing their opinions. In case that any shareholder would like to raise questions or express their opinions on irrelevant topics to the main items on the agenda, they shall be allowed to do so during the discussion of agenda 3 (Other Matters).

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- The Company shall collect all the ballots from the shareholders and proxy holders at the end of the Meeting, in order to comply with the SET's and the SEC's principles of good corporate governance.

The shareholders who were to disagree with these voting and vote counting procedures were given an opportunity to express him/herself.

There was no shareholder objected the above shareholders' voting and vote counting procedures. However, a shareholder would like to ask question. The Chairman gave an opportunity to raise questions. The questions asked are as follows;

- **Question** Mr. Anu Wongsarakit, shareholder attending the Meeting, asked about the vote casting for Agenda 2 which shall be approved with the vote not less than three-fourths of the total issued shares of the Company, and also no objections from shareholders holding shares, in aggregate, exceeding 10 percent of the total issued shares of the Company, that major shareholder who has a conflict of interest could whether be able to vote for this agenda.
- **Answers** The Chairman assigned Mr. Theppachol Kosol, legal advisor from Baker McKenzie Limited to clarify.

Mr. Theppachol Kosol, the legal advisor from Baker McKenzie Limited informed that each shareholder is equitable to vote for the delisting of the Company's securities from the SET.

Since there was no more question, the Chairman then further informed the shareholders that the Company has disclosed the Notice of Summoning to attend the Extraordinary General Meeting of Shareholders and other supporting documents, both in Thai and English, on the Company's website and the SET Portal system since morning of November 6, 2019, as well as in the Tunhoon Newspaper for the dates of November 11-13, 2019, totaling 3 business days.

Agenda 1 To consider adopting the Minutes of the Annual General Meeting of Shareholders No. 1/2562 held on April 26, 2019

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. 1/2562 had been recorded correctly and completely. Therefore, the Board of Directors resolved to propose the Meeting to adopt the said minutes.

The shareholders were given an opportunity to ask questions.

No questions were raised. The Chairman informed the Meeting that according to the Company's Articles of Associations, this agenda required a majority of the votes of the shareholders who attended the Meeting and casted their votes then requested the Meeting to consider and vote.

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The Meeting resolved to adopt the Minutes of the Annual General Meeting of Shareholders No. 1/2562 held on April 26, 2019 with a majority of the votes of the shareholders who attended the Meeting and casted their votes comprising of:

Agreed	1,908,751,253 votes	equivalent to	99.9960%
Disagreed	75,693 votes	equivalent to	0.0040%
Abstained	257,983 votes	equivalent to	0.0135%
Void ballots	0 votes	equivalent to	0.0000%

Agenda 2 To consider and approve the delisting of the Company's securities from the SET

The Chairman reported to the Meeting that, according to the facts and reasons given in the invitation letter to the shareholders which could be summarized as follows.

The Company received a Letter of Intent dated 2 October 2019 from Nomura Asia Investment (Singapore) Pte. Ltd ("NAIS"), the major shareholder of the Company holding shares of the Company in the total number of 1,844,659,931 ordinary shares representing 85.78 percent of the total issued shares of the Company. The letter proposed delisting of the Company's securities through a tender offer by NAIS of the remaining shares, which are not owned by NAIS, at the number of 305,809,069 ordinary shares representing 14.22 percent of the total issued shares of the Company with an offering price of Baht 2.51 per share on the ground that Nomura Group (including Nomura Holdings, Inc. ("Nomura HD"), the parent company of NAIS and the subsidiaries and affiliates of Nomura HD) and the Company have built a closer and stronger relationship since the Company became NAIS's subsidiary in 2014 following a tender offer by NAIS. Nomura Group believes that by delisting of the Company's securities and further strengthening of relationships within Nomura group, it will be able to more flexibly implement the Company's business strategy and accelerate decision-making. This will help to provide higher value-added services to the Company's clients.

The Chairman reported to the Meeting to consider the additional details of the delisting of securities of the Company from being securities listed on the SET as follows:

- Enclosure No. 2: Form of Report on Delisting of Shares (F10-6), which was approved by the resolution of the Board of Directors' Meeting held on 3 October 2019, prescribing reasons and facts concerning the delisting of shares of the Company.
- Enclosure No. 3: Opinion of the Independent Directors on the Delisting of the Company's Securities from the SET.
- Enclosure No. 4: Opinion of the Independent Financial Advisor Regarding the Voluntary Delisting of Securities from the Stock Exchange of Thailand and
- Enclosure No. 5: An updated form of report on disclosure of additional information of the Company (Form 56-1) as at June 30, 2019.

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The Chairman then invited Miss Julaporn Namchaisiri, Managing Director-Corporate Finance and Mr. Adulpol Charukesnunt, Supervisor from the GTSL, to present an opinion of the independent financial advisor to the delisting of the Company's securities from the SET.

Miss Julaporn Namchaisiri, Managing Director from the GTSL, presented an opinion of the IFA to the Meeting as detailed in the Enclosure No. 4: Opinion of the Independent Financial Advisor Regarding the Voluntary Delisting of Securities from the Stock Exchange of Thailand which could be summarized as follows:

1. Company Background, Business Overview and Financial Highlights

Company Profile

- Capital Nomura Securities Public Company Limited ("CNS" or "the Company") has been established in 1970 to engage in 7 core securities businesses, namely
 - 1) securities brokerage business,
 - 2) derivatives brokerage business,
 - 3) financial advisory business,
 - 4) underwriting business,
 - 5) fixed income trading business,
 - 6) securities borrowing and lending business,
 - 7) selling agent business

The Company's revenue structure for the last 3 years (2016-2018) was as follows; brokerage commission business shared 43 – 55%, fee and service income shared 15- 24% and interest from margin loan shared 19 -23%.

2. Transaction Background

- Nomura Asia Investment (Singapore) Pte. Ltd. ("NAIS" or "the Offeror") is currently the largest shareholder of CNS by holding 1,844,659,931 shares or equivalent to 85.78 percent of the total issued and paid-up shares of CNS.
- On 2nd October 2019, NAIS announced its intention to make a tender offer for the entire securities of CNS and for the delisting of the securities of the Company from the Stock Exchange of Thailand (the "SET").
- The Offer price is THB 2.51 per share and the intended acquiring amount will be 305,809,069 shares, or the remaining 14.22 percent of the total issued and paid-up shares of the Company.
- The meeting of the Board of Directors No. 10/2019 held on 3rd October 2019 resolved to call the EGM to enable the shareholders to vote on the delisting

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and has engaged the GTSL as the Company's IFA to provide independent opinion to the shareholders regarding the issue.

3. Valuation Methodologies

IFA considered 6 valuation methodologies in total as follows;

- 1) Book Value Approach (BV)
- 2) Adjusted Book Value Approach (ABV)
- 3) Volume Weighted Average Market Value Approach
- 4) Price-to-Book Ratio Approach (P/BV Ratio)
- 5) Price-to-Earning Ratio Approach (P/E Ratio)
- 6) Dividend Discount Model (DDM)

IFA opined that P/BV Ratio was the most appropriate because this approach is suitable for shares with assets for sale or shares in financial business groups that have highly liquid assets and are subject to similar supervision and regulations, such as banks or securities business. Hence, Price-to-book value approach (P/BV) can reasonably reflect the investors' view and give more stable fair share value than P/E Ratio.

4. Valuation Results

P/BV Ratio gave the Company's value at 2.00 – 2.45 Baht per share, the highest among the Valuation Methodologies as mentioned earlier which gave the Company's value at 0.57 – 2.41 Baht per share but lower than the tender offer price at 2.51 Baht per share.

5. Rationale for Delisting

Nomura Group (including Nomura Holdings, Inc. ("Nomura HD"), the parent company of NAIS and its subsidiaries and affiliates), and CNS have developed a closer and stronger relationship since CNS became NAIS's subsidiary in 2014 following a tender offer by NAIS. Nomura Group decided to have NAIS increase its proportion of shares in the Company and delist the securities of the Company from the SET in order to further develop the relationship between the companies in Nomura Group to be closer and stronger. This will help to provide more flexible implementation of its business strategy, accelerate decision-making as well as help provide higher value-added services to its clients.

The request to delist was appropriate because of the following reasons;

- 1) Inability to fulfill the qualification to maintain the status of listed company
The Company has not maintained the qualifications required to maintain the status of a listed company in accordance with the regulation of the SET, which requires the listed company to maintain not less than 150 minority shareholders, whose shares in aggregate shall not be less than 15 percent of total issued and paid-up shares of the listed company.

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2) Inability to monitor and counterbalance the major shareholder

NAIS, the major shareholder of the Company holding the Company's shares equivalent to 85.78 percent of total issued and paid-up share of the Company shows that NAIS has absolute control in the Company.

3) More flexibility for business administration

Delisting from being a listed company in the SET will allow the Board of Directors and/or the management of the Company to administrate the business with greater flexibility as there is no need for the Company to disclose information according to rules and regulations of the SEC and the SET regarding the roles and responsibilities of the listed companies after the delisting of the securities. This will help speed up the decision-making process on investment or expansion of investment, as well as, the consideration of entering into transactions, which will increase the competitive advantages of the Company.

4) No need to raise fund from the SET

The Company has no need to raise capital via the SET. Over the past years, the Company has effectively managed liquidity in the business operation by borrowing money from financial institutions to be used for working capital. However, if there is a requirement to raise capital in the future, Nomura's group will be able to support the Company.

5) Illiquid stock

According to the past 360 days trading data of the Company, from the date of the disclosure of the resolution of the Board of Directors regarding the request to delist the securities, the daily trading volume was low, representing an average percentage of 0.003 of the total paid-up shares of the Company or equal to 0.023 percent of the number of shares of the minority shareholders (Free Float).

6) Reduction of costs and fees associated with maintaining a listed company status

6. Impact of Delisting

6.1 Impact on the Company

1. Inability to raise fund through Stock Exchange

Subsequent to the delisting from being the listed company in the SET, the Company will no longer be able to raise capital via the SET or the offering of securities to the public for the expansion of investments or the use of fund raising as working capital of the Company. However, if the Company has necessity to raise additional capital in the future, the Company may request financial support from Nomura Group.

2. More flexibility for business administration

As the Company no longer being required to disclose information in accordance with the regulations of the SEC and the SET regarding the

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roles and responsibilities of the listed companies after the delisting of the securities, the Company will be able to administrate the business with greater flexibility since the Company can decide to enter into transactions faster and also increase the competitive advantages of the Company. Nonetheless, the Company is liable to follow the rule and regulation of the SET and the SEC as a securities company.

3. Less information distributed to investors and outsiders after delisting

Investors and/or third parties will recognize and receive the Company's information less than when the Company is being a listed company. However, it will not affect the core business of the Company significantly as the Company will continue to engage in the securities and investment banking business, in which the Company's services are well accepted by the market and well known to people in general. In addition, the Company still has marketing and public relations plans to encourage consumers to receive the Company's information continuously.

4. Reduced costs and fees associated with maintaining a listed company status

In the past, the Company has to pay expenses associated with maintaining the status as a listed company in the SET. Most of expenses came from annual fees, fine from inability to fulfill the qualification to maintain the status of listed company, expenses of the arrangement of shareholders' meetings and expenses of disclosure of information to the shareholders. After the delisting, these expenses will be reduced.

6.2 Impact on Shareholders

1. Lack of liquidity in trading of securities

The Company's shares will no longer be traded on the SET, which is the major secondary market. Therefore, the shareholders who wish to trade the Company's shares will not be able to trade flexibly. Moreover, the awareness about the adjustment of share prices or liquidity of the Company's shares will no longer be extensively prevalent.

2. Loss of tax benefits

In case that the Company is still a listed company in the SET, the capital gains from the sales of shares in the stock market will be considered as tax-exempt income for individual. However, subsequent to the delisting from being the listed company in the SET, individual shareholders will no longer receive tax benefits for the exemption of capital gains tax. Individual shareholders who trade the Company's shares after the Company's securities are delisted from being the listed securities in the SET have to include capital gains from the sales of shares in the calculation for filing personal income tax at progressive rate.

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3. The change in form of return on investment in securities

The opportunity for securities holders to receive a capital gain from trading securities will be limited because there is no secondary market for securities trading. However, shareholders will still receive returns in the form of dividends if they are announced after the Company's shares are delisted from being the listed securities.

4. Shareholders will receive less information

Subsequent to the delisting from being the listed company in the SET, the Company will no longer have obligations to disclose information in accordance with the Notification of the SET in a topic of practices regarding the disclosure of information and other acts of listed company or the disclosure of any information applicable to listed company which impacts directly to the shareholders of the Company in terms of limited access to the Company's news and information.

However, the Company is still required to disclose and submit information as the Company is still a public company in accordance with the Public Limited Companies Act B.E. 2535. This will include data and information to be disclosed to the shareholders' meeting of the Company, annual report. Further, if the minority shareholders wish to know about the company affidavit, list of shareholders, and the annual financial statements of the Company, they can make a copy of the Company's information at the Ministry of Commerce.

5. Inability to exercise the checks and balances on the management

NAIS, which is the major shareholder of the Company, held the Company's shares of 1,844,659,931 shares, or equivalent to 85.78 percent of total issued and paid-up share of the Company shows that NAIS has an absolute control in the Company. Moreover, subsequent to the delisting from being the listed securities, NAIS wishes to acquire additional shares of the Company. If the minority shareholders of the Company sell additional shares to NAIS until NAIS has a shareholding in the Company of more than 90 percent of total issued and paid-up shares of the Company, NAIS will be able to set policies regarding the business administration, such as the adjustment of the structure of the business operation of the Company and its subsidiaries, and the dividend policy while minority shareholders cannot gather votes sufficient for the checks and balances on the management.

7. IFA's Opinion

The IFA is of the opinion that shareholders should approve the delisting of the Company's securities from the SET and that the tender offer price of THB 2.51 per share is appropriate.

The Chairman thanked Miss Julaporn Namchaisiri, IFA, and gave an opportunity to the shareholders to ask questions on the opinion of the independent financial advisor regarding the delisting of the Company's securities from the SET.

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The shareholders were given an opportunity to ask questions.

- Questions Mr. Anu Wongsarakit, the shareholder attending the Meeting, asked the following question:

The resolution of this agenda requires approval from votes no less than three-fourths of the total issued shares of the Company OR of the number of shares held by shareholders attending the meeting.

- Answers The Chairman assigned Mr. Theppachol Kosol, a legal advisor from Baker Mckenzie Limited to clarify.

Mr. Theppachol Kosol, a legal advisor from Baker Mckenzie Limited, informed that all shareholders can equally vote for the delisting of the Company's securities from the SET, therefore the vote count will be based from the total issued paid up shares of the Company.

- Questions Mr. Anu Wongsarakit, the shareholder attending the Meeting, asked the following question:

Whether or not the tender offer price of 2.51 Baht per share from book value was appropriate. Since after the tender offer in Y2014, the Company received extraordinary gain from selling of general investment in Y2017 more than Baht 100 million and currently the Company has an allowance for doubtful account of more than Baht 100 million, which may become collectable. Did the IFA take into account these factors when considering the appropriateness of the tender offer price?

- Answers The Chairman assigned Miss Julaporn Namchaisiri, IFA, to clarify.

Miss Julaporn Namchaisiri, IFA, explained that the Company have indeed received extraordinary gain from the selling of general investment, but since all of these have already been concluded and were non-listed securities, they were not taken into account for fair value consideration. In any case, P/BV Ratio would reflect the current valuation of the Company.

- Question Mr. Wiwat Khusakul, the proxy holder attending the Meeting asked the following question:

From the IFA opinion that; delisting from the stock exchange will help reduce annual costs, please provide detail regarding these costs and the proportion reduced compared to overall costs.

- Answers The Chairman assigned Miss Julaporn Namchaisiri, IFA, to clarify.

Miss Julaporn Namchaisiri, IFA, explained that if the Company could be delisted, the total expense would be lower around Baht 2 million while the total expense could be found from the Company's financial statement.

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- Question Mr. Sutheera Ariyawanakit, shareholders attending the Meeting asked the followings.
 1. More details as to whether the IFA has studied the tender offer of other companies in the same sector for comparison such as the case where Thanachart Capital Public Company Limited sold some shares to Scotia Bank or in the case where Srisawad Finance Public Company Limited bought Bangkok First Investment and Trust Public Company Limited or TMB Bank Public Company Limited bought Thanachart Capital Public Company Limited?
 2. Regarding IFA's view about the lower expense as a consequence from delisting, it should be assumed that the Company's performance should be better therefore how should be the trend for dividend?

Answers The Chairman assigned Miss Julaporn Namchaisiri, IFA, to clarify.

Miss Julaporn Namchaisiri, IFA, explained as follows;

1. IFA had already studied the tender offer of other companies in the same sector, however, those tender offers in the same sector were conducted long time ago, when the social and economic status were in a different condition, therefore they were not comparable. In addition, those companies as mentioned by the Shareholder did not operate the securities business. In this regard, in the process of the IFA's work, the IFA could not ask in depth information from tender offerors in the past but would consider from the letter of intent to assess the impact to the company and the shareholders according to the SEC's rules, therefore the information was insufficient to answer the question.
 2. IFA opined that the most appropriate methodology for this valuation was Price to Book Value Ratio Approach which was popular for financial industry. However, the IFA has also considered with other methodologies for the period of last 10 years as mentioned earlier and found that for any methodology, the valuation of the company resulted in the tender offer price of not exceeding 2.51 Baht per share which could reflect the current situation of securities business. The dividend would depend on the Company's performance in the future.
- Question Miss Voranuch Kunavipakorn, shareholders attending the Meeting asked for more clarification on the wording in the Notice of Summoning to attend the Extraordinary General Meeting of Shareholders No.1/2562 page 3, Agenda 2 as below.

"In this regard, NAIS may adjust the tender offer price in case that (1) the Company distributes dividend to its shareholders, (2) the Company changes its par value which results in an increase or decrease in the number of shares of the Company, (3) the Company

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grants the rights to purchase the newly issued shares for right offering or issuance of the transferable subscription rights for a capital increase to the existing shareholders in proportion to the existing number of shares held by them in accordance with Clause 40 of the Notification of the Capital Market Supervisory Board No. TorChor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers (as amended) (the "Notification No. TorChor. 12/2554"). In addition, such tender offer price must not be lower than the highest calculated price based on the procedure for determination of the tender offer price for delisting of securities pursuant to the Notification No. TorChor. 12/2554."

Answers The Chairman assigned Mr. Theppachol Kosol, a legal advisor from Baker Mckenzie Limited to clarify.

Mr. Theppachol Kosol, the legal advisor from Baker Mckenzie Limited, informed the Meeting that the said content provided the information regarding the conditions to shareholders that if there is an event in the future such as the payment of dividend to the shareholders, the change of the share par value, the right offering etc, the tender offeror may consider to adjust the price to reflect the impact from such conditions in accordance with the relevant standards. This was additional information for shareholders but at the moment, the events as mentioned has not yet occurred.

• Question Mr. Sakchai Sakulsrimontri, shareholders attending the Meeting asked the followings.

1. One of reasons mentioned by IFA was that the Company was unable to fulfill the qualifications to maintain the status of listed company regarding the qualifications required to maintain the status of a listed company in accordance with the regulation of the SET, which requires the listed company to maintain not less than 150 minority shareholders, whose shares in aggregate shall not be less than 15 percent of total issued and paid-up shares of the listed company. He would like to know why the Company has not considered to correct it.
2. He would like to know the benefits for the delisting of the Company's securities from the SET.

Answers The Chairman assigned Miss Julaporn Namchaisiri, IFA, to clarify.

Miss Julaporn Namchaisiri, the IFA, explained as follows;

- 1 The inability to fulfill the qualification to maintain the status of listed company regarding the qualifications required to maintain the status of a listed company in accordance with the regulation of the SET, which requires the listed company to maintain not less than 150 minority shareholders, whose shares in aggregate shall not be less than 15 percent of total issued and paid-up shares of the listed company is the fact and the major shareholder would like to buy

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more share stake. The Company could then only inform to the major shareholder of the Company to acknowledge the inability to fulfill the qualification to maintain the status of listed company according to SET. The questions as to whether the major shareholder is would be willing to sell shares to solve such issue should be raised to the major shareholder.

2. The benefit of the delisting of the Company's securities from the SET is more flexibility to do business which may result in more opportunity to do business and to make more profit.

Mr. Adulpol Charukesnunt, Supervisor from Grant Thornton Services Limited (the GTSL), added that:

The IFA created the financial forecast and assumption according to the 6 methodologies based on historical records of the Company on the assumption that the business of the Company would continue its steady growth. Furthermore, in conducting the sensitivity analysis, there has been the adjustment of the increase/decrease of the market share which resulted in the Company share price according to the Dividend Discount Model (DDM) at the range of 0.51-1.61 Baht per share which is around 0.90-1.94 Baht per share lower than the tender offer price.

Miss Julaporn Namchaisiri, the IFA, added that the prospects for the securities business for the next 2 years could not be regarded as optimistic, due to challenges from multiple aspect, such as the business trend in the foreign countries including Computer Trading, Zero Commission which is the negative trend that could have an impact to the Company's business. Nonetheless, in forecasting the assumption, the IFA has not designated that that the Company would experience growth or loss.

Mr. Sirivat Voravetvuthikun, a proxy holder, shared his view that the meeting was to consider the delisting and IFA's role is to protect minority shareholders. The Chairman had already confirmed that there was no attempt to pressure the IFA in the course of its performance and that the final decision rest upon the shareholders' discretion. Since the meeting has already spent enough time with the IFA, the shareholder should then spend time to inquire for information from the Independent Directors and Board of Executive Directors therefore he proposed to end the session with IFA.

- Question Mrs. Sirinun Sansanakom, shareholders attending the Meeting asked the following questions:

Why has the IFA not appraised the value of the assets on the part of lands, premises and equipment of Baht 85.53 million or 0.99% of total asset as at June 30, 2019?

Answers The Chairman assigned Miss Julaporn Namchaisiri, IFA, to clarify.

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Miss Julaporn Namchaisiri, IFA, explained that the reason why assets price of the lands, buildings, and equipment were not included in the valuation was because most permanent assets were assets under lease contract and their proportion compared to total assets was not significant enough to impact the book value since the value of most assets has been reflected in market value.

- Question Mr. Watshira Tayanaraporn, the shareholder attending the Meeting, asked the following questions:

Has the IFA included value of all licenses that held by the Company in the fair value consideration?

Answers The Chairman assigned Miss Julaporn Namchaisiri, IFA, to clarify.

Miss Julaporn Namchaisiri, IFA, explained that all licenses were not taken into account for valuation appraisal because CNS did not purchase those licenses and the value of those license would have been reflected in the profitability of the Company according to the Dividend Discount Model (DDM) valuation methodology. As for other valuation methodologies, the value of those licenses were neither taken into account.

- Question Mr. Sutheera Ariyawanakit, shareholders attending the Meeting asked that the tender offer price at 2.51 Baht per share would be higher / lower than the price at payment date.

Answers The Chairman assigned Miss Julaporn Namchaisiri, IFA, to clarify.

Miss Julaporn Namchaisiri, IFA, explained that the tender offer price was determined by tender offeror. The Shareholders should focus in the tender offer price. The IFA only assessed whether the tender offer price offered by the tender offeror was appropriate or not. The valuation by using P/BV Ratio considered the price from the period of the last 360 days compared to the prices of 6 other companies to reduce bias since the Company's share had low liquidity. The question as to whether or not the tender offer price at the payment date would be higher or lower, should be raised to the tender offeror.

- Question Mr. Chalermphan Srichanachaichok, shareholders attending the Meeting asked that the tender offer price at 2.51 Baht per share compared to the book value at end of 3rd quarter at 2.48 baht per share had difference of 0.03 Baht per share. Such difference was too low from his view especially when compared to the historical dividend payment record at the lowest at 0.08 Baht per share. What was the Company's view on this?

Answers The Chairman assigned Miss Julaporn Namchaisiri, IFA, to clarify.

Miss Julaporn Namchaisiri, IFA, explained that such comment was the future event then she would not explain.

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The Chairman further informed the Meeting that the independent directors of the Company consisting of (1) Associate Professor Dr. Danuja Kunpanitchakit (2) Col. Ruangsub Kovindha (3) Mr. Prasert Virasathienpornkul and (4) Dr. Prasit Kanchanasakdichai, had considered various information relevant to the delisting of the Company's securities from the SET, which include the opinion of the GTSL, who acts as the Independent Financial Advisor and had the opinion as the Enclosure No. 3.

The Chairman then invited Associate Professor Dr. Danuja Kunpanitchakit, the Independent Director and the Chairperson of the Audit Committee to report an opinion of the Independent Directors on the delisting of the Company's securities from the SET.

Associate Professor Dr. Danuja Kunpanitchakit, the Independent Director and the Chairperson of the Audit Committee reported an opinion of the Independent Directors which can be summarized as follows:

The Independent Directors' Meeting had resolved to propose the Meeting the opinion of the Independent Directors on the delisting of the Company's securities from the SET as follows:

The meeting of Independent Directors considered as a representative of shareholders and the Company in a big picture. For the tender offeror, NAIS, which is the major shareholder of the Company and the shares of which is held by Nomura Holdings, Inc. ("Nomura HD"). Considering the strategy of Nomura HD as mentioned in the letter from NAIS of the intention to delist the Company's securities from the SET together with the Opinion of the Independent Financial Advisor regarding the Voluntary Delisting of Securities from the Stock Exchange of Thailand, it could be seen that Nomura HD started its shareholding in the Company since 2014 with its clear business direction at the shareholding proportion of around 85%. This represented that NAIS is able to control and manage all significant matters of the business. It could thus be foreseen that the intention of Nomura HD was to hold 100% of the Company's shares.

She further explained that from her working experiences, Japanese companies will have Japanese controlling pattern which might be partially overlap with those of the SET and SEC. In her opinion, the request for the delisting of the Company's securities from the SET this time did not imply that the management direction of the Company would be worsen in the future. On the other hand, this might result in the better controlling system in accordance with those of Nomura HD. In addition, if considering from Nomura HD's perspective, this could also result in a better growth. Therefore, the Independent Directors opined that the delisting of the Company's securities from the SET this time is appropriate in terms of Nomura HD's strategy.

Considering from minority shareholders' perspective, under the condition of Nomura HD's intention, if the delisting of the Company's securities from the SET is successful, a minority shareholder who does not accept the tender offer would get dividend subject to the Company's performance but could not sell the shares in SET and would have no reference price in the future.

Mr. Prasert Virasathienpornkul, Independent Director and Audit Committee member, added that the Company share price as of the meeting date was at 2.4 Baht per share while the tender offer price is 2.51 Baht per share. However, considering the historical price of the Company's shares for last several months were in the range of 1.50 -1.60 Baht

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per share, it could demonstrate that the share price as of the date was higher due to the tender offer.

The meeting of Independent Directors considered the valuation of the Company's share according to each methodology done by the IFA and it was found that this tender offer price was higher than the price derived from the valuation by all methodologies. In addition, it was important to consider the value of share price in a normal condition without the tender offer of around 1.50 - 1.60 Baht per share together with the dividend, when compared to the tender offer price of 2.51 Baht per share to support the decision making on the tender offer. The Chairman thanked the Independent Directors and additionally informed the shareholders that to vote to whether approve the delisting of the Company's securities from the SET, the shareholders should analyze the Opinion of the Independent Financial Advisor and information from various sources which shareholder viewed as deem reliability to support the decision. The final decision rested with the shareholders' careful discretion.

The shareholders were given an opportunity to ask questions to Independent Directors regarding the delisting of the Company's securities from the SET.

- Question Mrs. Sirinan Sansanakom, shareholders attending the Meeting asked that is there any chance that the tender offeror would increase the tender offer price?

Answers The Chairman advised that at present, the tender offer price by NAIS is currently 2.51 Baht per share.

The Chairman invited Mr. Yuji Hibino, Director, Non-Executive Director and Non-Independent Director, to share more to the Meeting.

Mr. Yuji Hibino, Director, Non-Executive Director and Non-Independent Director reported that at present, there was no information for the tender offer price adjustment.

- Questions Mr. Anu Wongsarakit, the shareholder attending the Meeting, asked about the timeline for this tender offer and it will be in the same period as the dividend payment.

Answers The Chairman assigned Mr. Theppachol Kosol, a legal advisor from Baker Mckenzie Limited to clarify.

Mr. Theppachol Kosol, a legal advisor from Baker Mckenzie Limited informed that in the case where the shareholders' meeting of the Company resolves to approve the delisting of securities of the Company from being securities listed on the SET, the Company is required to submit an application for delisting in a Form of Report on Delisting of Shares (F10-7) to the SET. The Board of Governors of the SET will grant the approval of delisting within 30 days after the Company submits complete and accurate Application for Delisting of Shares (F10-7) to the Board of Governors of the SET. NAIS will then be the tender offeror of the remaining securities of the Company, which are not owned by NAIS, for the purpose of the delisting of securities pursuant to the relevant notifications of the Capital Market Supervisory

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Board and other relevant regulations, at the mentioned offering price of Baht 2.51 per share. The tender offer shall normally be proceeded for 25 working days but due to this is to delist securities of the Company from being securities listed on the SET, the tender offer period is requested to be proceeded for 45 days which might be closed to the dividend payment period in March depending on the announcement period of approval of the delisting of securities of the Company from being securities listed on the SET and of schedule for the annual general meeting of shareholder.

The Chairman informed the meeting that the Board of Directors has considered and resolved to propose to the shareholders meeting to approve the delisting of the Company's securities from the SET in accordance with the fact and reason mentioned earlier. In addition, in order to comply with the procedures of the regulations of the SET Re: Delisting of Listed Securities B.E. 2542 (1999) and other relevant rules, the Board of Directors considered and resolved to also propose the Shareholders' Meeting to approve the delegation of the authority to any 2 of the 4 Executive Directors as follows;

1. Mr. Suthep Peetakanont
2. Mr. Katsuya Imanishi
3. Mr. Shinya Yokoyama
4. Mrs. Chrisana Sae-Leiw

in order to perform the following acts:

1. to prescribe, amend, add or revise the details relating to delisting of securities
2. to sign any documents and its amendments which are necessary for, or pertaining to delisting of securities
3. to liaise with, and to seek permission and waiver in relation to various documents and evidence from, any relevant government agencies or authorities, financial institution, and any concerned persons or entities under delisting of securities
4. to seek permission from or submit documents to the SET, the SEC, or other relevant authorities in connection with delisting of securities
5. to do any acts necessary to comply with the SET's and the SEC's requirements in order to complete the delisting of securities.

In this connection, in the case where the shareholders' meeting of the Company resolves to approve the delisting of securities of the Company from being securities listed on the SET with the vote not less than three-fourths of the total issued shares of the Company, and also no objections from shareholders holding shares, in aggregate, exceeding 10 percent of the total issued shares of the Company, the Company is required to submit an application for delisting in a Form of Report on Delisting of Shares (F10-7) to the SET, and upon the event that the delisting of securities of the Company from being securities listed on the SET has been approved and/or waived from the related organizations, including the SET, NAIS will be the tender offeror of the remaining securities of the Company, which are not owned by NAIS, for the purpose of the delisting of securities pursuant to the relevant notifications of the Capital Market Supervisory Board and other relevant regulations, at the mentioned tender offer price of Baht 2.51 per share.

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- Question Mr. Sakchai Sakulsrimontri, shareholders attending the Meeting asked that what's the net cash to be received from the tender offer price at 2.51 Baht per share.
- Answers The Chairman informed the Meeting the following.

As of now, the detailed expense for the tender offer including commission rate was not concluded yet but initially, shareholders could use the example of commission rate of 0.25% for calculation simulation. However, such commission rate has not yet included the value added tax (VAT).
- Question Mr. Sakchai Sakulsrimontri, shareholders attending the Meeting asked whether the share transfer fee of Baht 100 will be charged in case of accepting the tender offer.
- Answers The Chairman assigned Mrs. Chrisana Sae-Leiw, Director, appointed by the Board of Directors to be Executive Director, to explain to the shareholders.

Mrs. Chrisana Sae-Leiw, Executive Director, explained to the shareholders that if shareholders are the Company's customers, there will be no charge but if shareholders keep the Company's share at other brokers, there might be the share transfer fee up to each broker's policy.
- Questions Mr. Anu Wongsarakit, the shareholder attending the Meeting, asked whether the Company will still use the service of Thailand Securities Depository Co., Ltd (TSD).
- Answers The Chairman explained that the Company accepted this proposal for further consideration.

No further questions were raised. The Chairman then requested the Meeting to consider this agenda. He informed the meeting that in this agenda, according to the procedures of the regulations of the SET Re: Delisting of Listed Securities B.E. 2542 (1999), the delisting of securities of the Company from being securities listed on the SET would require the votes from the shareholders meeting not less than three-fourths of the total issued shares of the Company, and also no objections from shareholders holding shares, in aggregate, exceeding 10 percent of the total issued shares of the Company. The total issued and paid up shares were 2,150,469,000 shares equivalent to 100% then 10% of the total issued and paid up shares were 215,046,900 shares.

The Meeting, with the votes of the shareholders or proxies, who presented at the meeting and had the right to vote of not less than three-fourths of the total issued shares of the Company, and the shares held by the shareholders who objected to delisting did not exceed 10 percent of the total issued shares of the Company as detailed below, approved the delisting of the Company's securities from the Stock Exchange of Thailand (The "SET") and the delegation of the authority to any 2 of the 4 Executive Directors as follows;

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1. Mr. Suthep Peetakanont
2. Mr. Katsuya Imanishi
3. Mr. Shinya Yokoyama
4. Mrs. Chrisana Sae-Leiw

in order to perform the following acts:

1. to prescribe, amend, add or revise the details relating to delisting of securities
2. to sign any documents and its amendments which are necessary for, or pertaining to delisting of securities
3. to liaise with, and to seek permission and waiver in relation to various documents and evidence from, any relevant government agencies or authorities, financial institution, and any concerned persons or entities under delisting of securities
4. to seek permission from or submit documents to the SET, the SEC, or other relevant authorities in connection with delisting of securities
5. to do any acts necessary to comply with the SET's and the SEC's requirements in order to complete the delisting of securities.

The detail of the votes were as follows;

Agreed	1,870,607,431	votes	equivalent to	86.9860%
Disagreed	39,641,004	votes	equivalent to	1.8434%
Abstained	93,600	votes	equivalent to	0.0044%
Void ballots	0	votes	equivalent to	0.0000%

Agenda 3 Other matters

As all agenda in the invitation letter was completely proposed to and resolved by the Meeting, the shareholders were given an opportunity to ask questions.

The shareholders were given an opportunity to ask questions and the questions were as followings;

- Questions Mrs.thitima Deejongkit, the shareholder attending the Meeting, asked how the business doing if the delisting of the Company's securities from the Stock Exchange of Thailand successfully accomplished.

Answers The Chairman explained that the Company would probably still do the same business as currently does except the status of the Company would be changed from listed company to non-listed company.

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Since there were no further questions raised, the Chairman thanked the shareholders for their attendance and declared the Meeting adjourned at 12.30 a.m.

Signed	(Signature)	Chairman

	(Mr. Suthep Peetakanont)	
Signed	(Signature)	Secretary to the Meeting

	(Miss Kridsana Kulpanyalert)	

(Minutes of the Extraordinary General Meeting of Shareholders No. 1/2562 (Not yet adopted by the Shareholders' Meeting))

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Attachment No. 2: Biographies of the Company's Directors retiring by rotation and whose re-election is proposed to the Shareholders' Meeting to be the Company's Directors for another term (Mr. Suthep Peetakanont)



Name	Mr. Suthep Peetakanont	
Current Position	Chairman of the Board of Directors and Chairman of the Board of Executive Directors	
Age	57 years	
Education	Master of Business Administration, University of Missouri - Kansas City, U.S.A	
Training in Director’s program	<ul style="list-style-type: none">• Data Privacy Law, 2019, Dr.Yaowaluk Chadbunchachai, EY Corporate Services Co., Ltd.• How Big Data and Digital Technology can transform your business, 2018, Asama Kulvanitchaiyanunt, Ph.D., Coraline Co., Ltd.• Anti-Corruption and AMLO, 2017, Surasak Suthamcharu, Deloitte Touche Tohmatsu Jaiyos Advisory Co.,Ltd.• Big Data, 2017, Apichai Sakulsureeyadej• National e–Payment Roadmap – Benefits to securities companies, 2016, Anuchit Anuchitanukul, Ph.D., Advisor to the Minister of Finance• Corporate Governance for Capital Market Intermediaries (CGI), 2016, Thai Institute of Directors Association (IOD)• Leader Program 4, 2007, Capital Market Academy• Director Certification Program (DCP), 2000, Thai Institute of Directors Association (IOD)• Chairman 2000, 2002, Thai Institute of Directors Association (IOD)	
Work experience in the last 5 years	Sep 2011 – Present	Chairman of the Board of Directors and Chairman of the Board of Executive Directors, Capital Nomura Securities Public Company Limited
	2012 – Present	Director, Thailand Futures Exchange PCL
	2015 – 2016	Vice Chairman, The Stock Exchange of Thailand
	2012 – 2015	Governor, The Stock Exchange of Thailand
Proposed position to be re-elected	Director	
Nomination Criteria and Process	Considered by the Board of Executive Directors and proposed to the Board of Directors, exclusive of the nominated directors	
Direct and indirect shareholding in the Company (including spouse) (%)	– None –	
Period of holding Director Position (up to Apr 2020)	Approximately 23 years (Started in 1997)	
Meeting Attendance in the fiscal year 2019	Number of the Board of Directors’ Meeting 15 times, Number of attendance 15 times	
Family relationship among Executives	– None –	
Current Director/ Management position in other companies		
- Listed Company	– None –	
- Non-Listed Company	Director, Thailand Futures Exchange PCL	
- Company which may have conflicts of Interest	– None –	

Attachment No. 2: Biographies of the Company's Directors retiring by rotation and whose re-election is proposed to the Shareholders' Meeting to be the Company's Directors for another term (Col. Ruangsub Kovindha)



Name	Col. Ruangsub Kovindha	
Current Position	Audit Committee Member and Independent Director	
Age	67 years	
Education	Bachelor of Science in Engineering, University of Alabama, U.S.A.	
Training in Director's program	<ul style="list-style-type: none"> • Data Privacy Law, 2019, Dr.Yaowaluk Chadbunchachai, EY Corporate Services Co., Ltd. • How Big Data and Digital Technology can transform your business, 2018, Asama Kulvanitchaiyanunt, Ph.D., Coraline Co., Ltd. • AC Hot Update, Preparation for New CG for Sustainability, 2017, Federation of Accounting Professions (FAP) • Anti-Corruption and AMLO, 2017, Surasak Suthamcharu, Deloitte Touche Tohmatsu Jaiyos Co., Ltd. • Big Data, 2017, Apichai Sakulsureeyadej • National e-Payment Roadmap – Benefits to securities companies, 2016, Anuchit Anuchitanukul, Ph.D., Advisor to the Minister of Finance • Assessing Company Performance Enhancing Good Corporate Governance, 2015, Asst. Prof. Mr. J. Thomas Connelly, Chulalongkorn University • Leader Program 14, 2012, Capital Market Academy • Director Accreditation Program (DAP), 2007, Thai Institute of Directors Association (IOD) 	
Work experience in the last 5 years	Jan 2002 –Present	Audit Committee and Independent Director, Capital Nomura Securities Public Company Limited
	Nov 2018 – Present	Director, Brainergy Co.,Ltd.
	Jan 2018 – Present	Chief Executive Officer, United Information Highway Co., Ltd.
	2015 – Present	Director, Telecom Solutions Provider Co.,Ltd.
	2015 – Present	Director, BB Connect Co.,Ltd.
	2015 – Present	Director, Myanmar Information Highway (MIH) Ltd.
	2015 – Present	Director, Cloud HM Co.,Ltd.
	2014 – Present	Director, Shinasub Co.,Ltd.
	2013 – Present	Director, Wide Access Co.,Ltd.
	2011 – Present	Director, BB Broadband Co.,Ltd.
	2017 – 2018	Director, Any Cloud Co., Ltd.
	2007 – 2018	Director, I Secure Co.,Ltd.
	2015 – 2017	Director, Virtual Data Center Co.,Ltd.
	2015 – 2017	Director, UIH International Co.,Ltd.
	2009 – 2017	Director, Top Up For You Co.,Ltd.
	2007 – 2016	Director, BB Technology Co.,Ltd.
	2000 – 2017	Managing Director, United Information Highway Co., Ltd.

Attachment No. 2: Biographies of the Company's Directors retiring by rotation and whose re-election is proposed to the Shareholders' Meeting to be the Company's Directors for another term (Col. Ruangsub Kovindha) (continued)

Proposed position to be re-elected	Non-Executive Director
Nomination Criteria and Process	Considered by the Board of Executive Directors and proposed to the Board of Directors, exclusive of the nominated directors
Direct and indirect shareholding in the Company (including spouse) (%)	– None –
Period of holding Director Position (up to Apr 2020)	Approximately 18 years (Started in 2002)
Meeting Attendance in the fiscal year 2019	Number of the Board of Directors' Meeting 15 times, Number of attendance 15 times
Family relationship among Executives	– None –
Current Director/ Management position in other companies	
- Listed Company	– None –
- Non-Listed Company	<ul style="list-style-type: none"> • Director, Brainergy Co.,Ltd. • Chief Executive Officer, United Information Highway Co., Ltd. • Director, Telecom Solutions Provider Co.,Ltd. • Director, BB Connect Co.,Ltd. • Director, Myanmar Information Highway (MIH) Ltd. • Director, Cloud HM Co.,Ltd. • Director, Shinasub Co.,Ltd. • Director, Wide Access Co.,Ltd. • Director, BB Broadband Co.,Ltd. • Director, Any Cloud Co., Ltd. • Director, I Secure Co.,Ltd. • Director, Virtual Data Center Co.,Ltd. • Director, UIH International Co.,Ltd. • Director, Top Up For You Co.,Ltd. • Director, BB Technology Co.,Ltd. • Managing Director, United Information Highway Co., Ltd.
- Company which may have conflicts of Interest	– None –

Attachment No. 2: Biographies of the Company's Directors retiring by rotation and whose re-election is proposed to the Shareholders' Meeting to be the Company's Directors for another term (Mr. Prasert Virasathienpornkul)



Name	Mr. Prasert Virasathienpornkul	
Current Position	Audit Committee Member and Independent Director	
Age	59 years	
Education	Master of Business Administration, University of Wisconsin Madison, U.S.A.	
Training in Director’s program	<ul style="list-style-type: none">• Data Privacy Law, 2019, Dr.Yaowaluk Chadbunchachai, EY Corporate Services Co., Ltd.• How Big Data and Digital Technology can transform your business, 2018, Asama Kulvanitchaiyanunt, Ph.D., Coraline Co., Ltd.• Anti-Corruption and AMLO, 2017, Surasak Suthamcharu, Deloitte Touche Tohmatsu Jaiyos Co., Ltd.• Big Data, 2017, Apichai Sakulsureeyadej• National e–Payment Roadmap – Benefits to securities companies, 2016, Anuchit Anuchitanukul, Ph.D., Advisor to the Minister of Finance• Assessing Company Performance Enhancing Good Corporate Governance, 2015, Asst. Prof. Mr. J. Thomas Connelly, Chulalongkorn University• Director Certification Program (DCP), 2002, Thai Institute of Directors Association (IOD)	
Work experience in the last 5 years	Mar 1999 – Present	Audit Committee and Independent Director, Capital Nomura Securities Public Company Limited
	2012 – Jan 2017	Chairman of the Board of Directors, Chairman of the Audit Committee and Independent Director, Daii Group PCL
	2010 – 2016	Audit Committee and Independent Director, Kantana Group PCL
	2014 – 2016	Chairman of the Board of Directors, Chairman of the Audit Committee and Independent Director, Master Ad PCL
Proposed position to be re-elected	Non-Executive Director	
Nomination Criteria and Process	Considered by the Board of Executive Directors and proposed to the Board of Directors, exclusive of the nominated directors	
Direct and indirect shareholding in the Company (including spouse) (%)	– None –	
Period of holding Director Position (up to Apr 2020)	Approximately 21 years (Started in 1999)	
Meeting Attendance in the fiscal year 2019	Number of the Board of Directors’ Meeting 15 times, Number of attendance 15 times	
Family relationship among Executives	– None –	
Current Director/ Management position in other companies		
- Listed Company	– None –	
- Non-Listed Company	– None –	
- Company which may have conflicts of Interest	– None –	

Enclosure 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 May 22, 2020.

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 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 at least two independent directors as following in order that anyone of them may attend and vote on behalf of the shareholder:

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

Age: 65 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 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 authorities within 90 days and certified true copy by the authorized person with the company seal (if any) is required. and
- 2.1.2 The appointee must show the original of his/her I.D. card or government official identification card or passport (for foreigner) for registration

2.2 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 signed for an appointer in the Proxy Form is the person who is duly and lawfully authorized to sign on behalf of the juristic person. 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 registration.

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

Associate Professor Dr. Danuja Kunpanitchakit		Chairperson of the Audit Committee and Independent Director
Age	65 years	
Address	25 Bangkok Insurance Building, 15th – 17th Floor, South Sathorn Road, Thungmahamek, Sathorn, Bangkok, 10120	
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	Apr2019 - Present	Chairperson of the Audit Committee and Independent Director, Capital Nomura Securities Public Company Limited
	2018 - Present	Member of Financial Management Committee, Thai Public Broadcasting Service
	2018 - Present	Member of Good Governance and Social Responsibility Committee, Thai Public Broadcasting Service
	2018 - Present	Independent Director and Chairperson of Audit Committee, Vinythai Public Company Limited
	2017 - Present	Academic Council Committee, Rajamangala University of Technology Phra Nakhon
	2017 - Present	Honorable Committee in Accounting, Federation of Accounting Professions
	2017 - Present	Member of the Financial and Property Committee, Walailak University
	2017 - Present	Member of the Audit Subcommittee, Deposit Protection Agency
	2017 - Present	Member of the Faculty of Dentistry Board, Chulalongkorn University
	2016 - Present	Director of Monitoring and Evaluation Committee, Suranaree University of Technology
	2014 - Present	Member of the Audit Committee, Bank of Thailand
	2012 - 2017	Independent Director and Member of the Audit Committee, Vinythai Public Company Limited
	2008 - 2016	Vice President (Accounting and Finance), Chulalongkorn University
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 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;
- 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.

Enclosure No. 6: Map of the meeting location for the Annual General Meeting of Shareholders No. 1/2563 (Bangkok Insurance Building)





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

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปีครั้งที่ 1/2563
anyone of them to be my/our Proxy to attend and vote on my/our behalf at the Shareholders' Annual General Meeting No.1/2563

ในวันที่ 22 พฤษภาคม 2563 เวลา 10.00 น. ณ ห้องประชุม 1105 ชั้น 11 เลขที่ 25 อาคารกรุงเทพประกันภัย ถนนสาทรใต้ แขวงทุ่งมหาเมฆ เขตสาทร
to be held on May 22, 2020 at 10.00 a.m., at Meeting room No. 1105, 11th floor, 25 Bangkok Insurance Building, South Sathorn Road, Thungmahamek, Sathorn, Bangkok

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

กิจการใดที่ผู้รับมอบฉันทะกระทำการในการประชุมนั้น 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.



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.ดรุษา คุณพนิชกิจ... อายุ.....65.....ปี ที่อยู่ เลขที่.....25..... อาคารกรุงเทพประกันภัย ชั้น 15-17
Associate Professor Dr. Danuja Kunpanitchakit, Age 65 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)

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปีครั้งที่ 1/2563
anyone of them to be my/our Proxy to attend and vote on my/our behalf at the Shareholders' Annual General Meeting No.1/2563

ในวันที่ 22 พฤษภาคม 2563 เวลา 10.00 น. ณ ห้องประชุม 1105 ชั้น 11 เลขที่ 25 อาคารกรุงเทพประกันภัย ถนนสาทรใต้ แขวงทุ่งมหาเมฆ เขตสาทร
to be held on May 22, 2020 at 10.00 a.m., at Meeting room No. 1105, 11th floor, 25 Bangkok Insurance Building, 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 พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2562 เมื่อวันที่ 27 พฤศจิกายน 2562

Agenda 1 Subject: To consider adopting the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2562 held on November 27, 2019.

- ☐ (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 เรื่องสืบเนื่อง

Agenda 2 Subject: Matter arising.

วาระนี้เป็นวาระเพื่อทราบจึงไม่มีการลงคะแนน

This agenda is for acknowledgement and not casting of vote

- ☐ วาระที่ 3 เรื่อง รับทราบรายงานผลการดำเนินงานของบริษัทฯ สำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2562

Agenda 3 Subject: To acknowledge the Company's performance for the year ended December 31, 2019.

วาระนี้เป็นวาระเพื่อทราบจึงไม่มีการลงคะแนน

This agenda is for acknowledgement and not casting of vote

- ☐ วาระที่ 4 เรื่อง พิจารณานุมัติงบการเงินของบริษัทฯ สำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2562

Agenda 4 Subject: To approve the Company's financial statements for the year ended December 31, 2019.

- ☐ (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 5 เรื่อง พิจารณานุมัติการจัดสรรกำไรจากกำไรสุทธิสำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2562 และการจ่ายเงินปันผล

Agenda 5 Subject: To approve the profit appropriation from the net profit for the year ended December 31, 2019 and the dividend payment.

- ☐ (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 พิจารณานุมัติจ่ายค่าตอบแทนกรรมการ และกรรมการตรวจสอบ

Agenda 6 Subject: To approve the remuneration of directors and members of the Audit Committee.

- ☐ (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 7 เรื่อง พิจารณาแต่งตั้งกรรมการแทนกรรมการที่ถึงคราวต้องออกจากตำแหน่งตามวาระ รับทราบการลาออกของกรรมการ และอนุมัติการเปลี่ยนจำนวนกรรมการของบริษัท

Agenda 7 Subject: To consider the appointment of directors to replace those retiring by rotation, to acknowledge the resignation of the directors, and to approve the change in total number of the Company's directors

- ☐ วาระที่ 7.1 เรื่อง พิจารณาแต่งตั้งกรรมการแทนกรรมการที่ถึงคราวต้องออกจากตำแหน่งตามวาระ

Agenda 7.1 Subject: To consider the appointment of the directors to replace those retiring by rotation

- ☐ (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) นายสุเทพ พิทยานนท์

Name of Director: (1) Mr. Suthep Peetakanont

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

ชื่อกรรมการ (2) พันเอกเรืองทรัพย์ โฉมวิริยะ

Name of Director: (2) Col. Ruangsub Kovindha

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

ชื่อกรรมการ (3) นายประเสริฐ วีระเสถียรพรกุล

Name of Director: (3) Mr. Prasert Virasathienpornkul

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

- ☐ วาระที่ 7.2 เรื่อง รับทราบการลาออกของกรรมการ

Agenda 7.2 Subject: To acknowledge the resignation of the directors

วาระนี้เป็นวาระเพื่อทราบจึงไม่มีการลงคะแนน

This agenda is for acknowledgement and not casting of vote

- ☐ วาระที่ 7.3 เรื่อง เพื่อพิจารณาและอนุมัติการเปลี่ยนจำนวนกรรมการของบริษัท

Agenda 7.3 Subject: To consider and approve the change in total number of the Company's 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:

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

- ☐ วาระที่ 8 เรื่อง พิจารณาแต่งตั้งผู้สอบบัญชีของบริษัท และกำหนดค่าสอบบัญชี สำหรับรอบระยะเวลาบัญชีเริ่มต้นวันที่

1 มกราคม 2563 และสิ้นสุดวันที่ 31 ธันวาคม 2563

Agenda 8 Subject: To consider the appointment of Company's auditor and the audit fees for the accounting periods starting from January 1, 2020 and ending on December 31, 2020.

- ☐ (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 9 เรื่อง พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 9 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

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 หรือในกรณีที่ที่ประชุมมีการพิจารณา

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,

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
- Remarks
1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
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. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบที่ 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.

ใบประจำตบแบบหนังสือมอบฉันทะแบบที่ 2

Allonge annexed to the Form of Proxy No. 2

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัทหลักทรัพย์ โนมูระ พัฒนสิน จำกัด (มหาชน)

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

ในการประชุมสามัญผู้ถือหุ้นประจำปี ครั้งที่ 1/2563 ในวันที่ 22 พฤษภาคม 2563 เวลา 10.00 น. ณ ห้องประชุม 1105 ชั้น 11

For the Shareholders' Annual General Meeting No. 1/2563 to be held on May 22, 2020 at 10.00 a.m., at Meeting room No.1105, 11th Floor

เลขที่ 25 อาคารกรุงเทพประกันภัย ถนนสาทรใต้ แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร 10120 หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย
 25 Bangkok Insurance Building, 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

☐ จดออกเสียง
 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:

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 Approve

☐ ไม่เห็นด้วย
 Disapprove

☐ จดออกเสียง
 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

☐ จดออกเสียง
 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

☐ จดออกเสียง
 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

☐ จดออกเสียง
 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

☐ จดออกเสียง
 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

☐ จดออกเสียง
 Abstain

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

Agenda

To Consider the Election of Directors.

ชื่อกรรมการ

Name of Director:

☐ เห็นด้วย
Approve

☐ ไม่เห็นด้วย
Disapprove

☐ งดออกเสียง
Abstain

ชื่อกรรมการ

Name of Director:

☐ เห็นด้วย
Approve

☐ ไม่เห็นด้วย
Disapprove

☐ งดออกเสียง
Abstain

ชื่อกรรมการ

Name of Director:

☐ เห็นด้วย
Approve

☐ ไม่เห็นด้วย
Disapprove

☐ งดออกเสียง
Abstain

ชื่อกรรมการ

Name of Director:

☐ เห็นด้วย
Approve

☐ ไม่เห็นด้วย
Disapprove

☐ งดออกเสียง
Abstain

ชื่อกรรมการ

Name of Director:

☐ เห็นด้วย
Approve

☐ ไม่เห็นด้วย
Disapprove

☐ งดออกเสียง
Abstain

ชื่อกรรมการ

Name of Director:

☐ เห็นด้วย
Approve

☐ ไม่เห็นด้วย
Disapprove

☐ งดออกเสียง
Abstain

ลงชื่อ.....ผู้มอบอำนาจ
Signed Appointer
(.....)

หนังสือมอบฉันทะ แบบที่ 3

Proxy Form No. 3

(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงหุ้นต่างประเทศและแต่งตั้งให้คัสโตเดียนในประเทศไทย (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.ดรุณา คุณพนิชกิจ... อายุ.....65.....ปี ที่อยู่ เลขที่...25..... อาคารกรุงเทพประกันภัย ชั้น 15-17
Associate Professor Dr. Danuja Kunpanitchakit, Age 65 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)

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปีครั้งที่ 1/2563
anyone of them to be my/our Proxy to attend and vote on my/our behalf at the Shareholders' Annual General Meeting No.1/2563

ในวันที่ 22 พฤษภาคม 2563 เวลา 10.00 น. ณ ห้องประชุม 1105 ชั้น 11 เลขที่ 25 อาคารกรุงเทพประกันภัย ถนนสาทรใต้ แขวงทุ่งมหาเมฆ เขตสาทร
to be held on May 22, 2020 at 10.00 a.m., at Meeting room No. 1105, 11th floor, 25 Bangkok Insurance Building, 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) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้อย่างนี้

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

- ☐ มอบฉันทะตามจำนวนหุ้นทั้งหมดที่มีสิทธิออกเสียงลงคะแนนได้

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

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

- ☐ วาระที่ 1 เรื่อง พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2562 เมื่อวันที่ 27 พฤศจิกายน 2562

Agenda 1 Subject: To consider adopting the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2562 held on November 27, 2019.

- ☐ (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 เรื่องสืบเนื่อง

Agenda 2 Subject: Matter arising.

วาระนี้เป็นวาระเพื่อทราบจึงไม่มีการลงคะแนน

This agenda is for acknowledgement and not casting of vote

- ☐ วาระที่ 3 เรื่อง รับทราบรายงานผลการดำเนินงานของบริษัทฯ สำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2562

Agenda 3 Subject: To approve the Company's financial statements for the year ended December 31, 2019.

วาระนี้เป็นวาระเพื่อทราบจึงไม่มีการลงคะแนน

This agenda is for acknowledgement and not casting of vote

- ☐ วาระที่ 4 เรื่อง พิจารณานุมัติงบการเงินของบริษัทฯ สำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2562

Agenda 4 Subject: To approve the Company's financial statements for the year ended December 31, 2019.

- ☐ (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 5 เรื่อง พิจารณานุมัติการจัดสรรกำไรจากกำไรสุทธิสำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2562 และการจ่ายเงินปันผล

Agenda 5 Subject: To approve the profit appropriation from the net profit for the year ended December 31, 2019 and the dividend payment.

- ☐ (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 6 เรื่อง พิจารณานุมัติจ่ายค่าตอบแทนกรรมการ และกรรมการตรวจสอบ

Agenda 6 Subject: To approve the remuneration of directors and members of the Audit Committee.

- ☐ (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 7 เรื่อง พิจารณาแต่งตั้งกรรมการแทนกรรมการที่ถึงคราวต้องออกจากตำแหน่งตามวาระ รับทราบการลาออกของกรรมการ และอนุมัติการเปลี่ยนจำนวนกรรมการของบริษัทฯ

Agenda 7 Subject: To consider the appointment of directors to replace those retiring by rotation, to acknowledge the resignation of the directors, and to approve the change in total number of the Company's directors

- ☐ วาระที่ 7.1 เรื่อง พิจารณาแต่งตั้งกรรมการแทนกรรมการที่ถึงคราวต้องออกจากตำแหน่งตามวาระ

Agenda 7.1 Subject: To consider the appointment of the directors to replace those retiring by rotation

- ☐ (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) นายสุเทพ พิटकานนท์

Name of Director: (1) Mr. Suthep Peetakanont

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

ชื่อกรรมการ (2) พันเอกเรืองทรัพย์ ไขวีนทะ

Name of Director: (2) Col. Ruangsub Kovindha

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

ชื่อกรรมการ (3) นายประเสริฐ วีรเสถียรพรกุล

Name of Director: (3) Mr. Prasert Virasathienpornkul

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

- ☐ วาระที่ 7.2 เรื่อง รับทราบการลาออกของกรรมการ

Agenda 7.2 Subject: To acknowledge the resignation of directors

วาระนี้เป็นวาระเพื่อทราบจึงไม่มีการลงคะแนน

This agenda is for acknowledgement and not casting of vote

- ☐ วาระที่ 7.3 เรื่อง เพื่อพิจารณาและอนุมัติการเปลี่ยนจำนวนกรรมการของบริษัทฯ

Agenda 7.3 Subject: To consider and approve the change in total number of the Company's 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:

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

- ☐ วาระที่ 8 เรื่อง พิจารณาแต่งตั้งผู้สอบบัญชีของบริษัทฯ และกำหนดค่าสอบบัญชี สำหรับรอบระยะเวลาบัญชีเริ่มต้นวันที่ 1 มกราคม 2563 และสิ้นสุดวันที่ 31 ธันวาคม 2563

Agenda 8 Subject: To consider the appointment of the Company's auditor and the audit fees for the accounting periods starting from January 1, 2020 and ending on December 31, 2020.

- ☐ (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 9 เรื่อง พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 9 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 และไม่ถือเป็นการลงคะแนนเสียงผู้ถือหุ้น

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	<p>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.</p> <p>(2) หลักฐานที่ต้องแนบพร้อมหนังสือมอบฉันทะ คือ</p> <p>(1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน</p> <p>(2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)</p> <p>The document required to be attached to this Proxy form:</p> <p>(1) Power of Attorney of the shareholder authorizing the custodian to sign on the Proxy form on behalf of the shareholder.</p> <p>(2) Document confirming that the Proxy permitted to conduct custodian business.</p> <p>(3) ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้</p> <p>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.</p> <p>(4) วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล</p> <p>For the election of directors, the voter may elect some or all of the nominees.</p> <p>(5) ในกรณีที่มิ่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบที่ 3 ตามแนบ</p> <p>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.</p>

ใบประจำตอแบบหนังสือมอบฉันทะแบบที่ 3

Allonge annexed to the Form of Proxy No. 3

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัทหลักทรัพย์ ในระยะ พัฒนสิน จำกัด (มหาชน)

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

ในการประชุมสามัญผู้ถือหุ้นประจำปี ครั้งที่ 1/2563 ในวันที่ 22 พฤษภาคม 2563 เวลา 10.00 น. ณ ห้องประชุม 1105 ชั้น 11

For the Shareholders' Annual General Meeting No. 1/2563 to be held on May 22, 2020 at 10.00 a.m., at Meeting room No.1105, 11th Floor

เลขที่ 25 อาคารกรุงเทพประกันภัย ถนนสารใต้ แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร 10120 หรือจะพินิจดูในวัน เวลา และสถานที่อื่นด้วย

25 Bangkok Insurance Building, South Sathorn Road, Thungmahamek, Sathorn, Bangkok 10120, or at any adjournment thereof to any other day, time and venue.

<input type="checkbox"/>	วาระที่.....เรื่อง.....	Subject:				
	Agenda					
<input type="checkbox"/>	(ก)	ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร	Authorizing the Proxy to vote for every items at his/her own discretion.			
<input type="checkbox"/>	(ข)	ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้	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
<input type="checkbox"/>	วาระที่.....เรื่อง.....					
	Agenda					
	Subject:					
<input type="checkbox"/>	(ก)	ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร	Authorizing the Proxy to vote for every items at his/her own discretion.			
<input type="checkbox"/>	(ข)	ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้	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
<input type="checkbox"/>	วาระที่.....เรื่อง.....					
	Agenda					
	Subject:					
<input type="checkbox"/>	(ก)	ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร	Authorizing the Proxy to vote for every items at his/her own discretion.			
<input type="checkbox"/>	(ข)	ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้	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
<input type="checkbox"/>	วาระที่.....เรื่อง.....					
	Agenda					
	Subject:					
<input type="checkbox"/>	(ก)	ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร	Authorizing the Proxy to vote for every items at his/her own discretion.			
<input type="checkbox"/>	(ข)	ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้	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
<input type="checkbox"/>	วาระที่.....เรื่อง.....					
	Agenda					
	Subject:					
		To Consider the Election of Directors.				
	ชื่อกรรมการ.....	Name of Director:				
	<input type="checkbox"/> เห็นด้วย.....เสียง	<input type="checkbox"/> ไม่เห็นด้วย.....เสียง	<input type="checkbox"/> งดออกเสียง.....เสียง			
	Approve	Shares	Disapprove	Shares	Abstain	
	ชื่อกรรมการ.....	Name of Director:				
	<input type="checkbox"/> เห็นด้วย.....เสียง	<input type="checkbox"/> ไม่เห็นด้วย.....เสียง	<input type="checkbox"/> งดออกเสียง.....เสียง			
	Approve	Shares	Disapprove	Shares	Abstain	
	ชื่อกรรมการ.....	Name of Director:				
	<input type="checkbox"/> เห็นด้วย.....เสียง	<input type="checkbox"/> ไม่เห็นด้วย.....เสียง	<input type="checkbox"/> งดออกเสียง.....เสียง			
	Approve	Shares	Disapprove	Shares	Abstain	
	ชื่อกรรมการ.....	Name of Director:				
	<input type="checkbox"/> เห็นด้วย.....เสียง	<input type="checkbox"/> ไม่เห็นด้วย.....เสียง	<input type="checkbox"/> งดออกเสียง.....เสียง			
	Approve	Shares	Disapprove	Shares	Abstain	
	ชื่อกรรมการ.....	Name of Director:				
	<input type="checkbox"/> เห็นด้วย.....เสียง	<input type="checkbox"/> ไม่เห็นด้วย.....เสียง	<input type="checkbox"/> งดออกเสียง.....เสียง			
	Approve	Shares	Disapprove	Shares	Abstain	
	ชื่อกรรมการ.....	Name of Director:				
	<input type="checkbox"/> เห็นด้วย.....เสียง	<input type="checkbox"/> ไม่เห็นด้วย.....เสียง	<input type="checkbox"/> งดออกเสียง.....เสียง			
	Approve	Shares	Disapprove	Shares	Abstain	
	ลงชื่อ.....ผู้มอบอำนาจ					
	Signed	Appointer				
	(.....)					

Attachment No. 9

**Guidelines for attending the Annual General Meeting of Shareholders Year 2020,
regarding the outbreak of Coronavirus 2019 (COVID-19)**

With our deep concern over the health of the meeting attendees and to express our social responsibility to the outbreak of COVID-19, the Company, therefore, kindly asks shareholders to remain informed with the following guidelines:

1. To prevent the outbreak of COVID-19, the Company would like to ask for kind co-operation from Shareholders or Proxy who are in any of these categories, please refrain from the Annual General Meeting of Shareholders (AGM);
 - 1.1 Shareholders who recently visited or returned from any foreign country, no matter which country, less than fourteen (14) days before AGM date or
 - 1.2 Shareholders who are showing any sign of respiratory symptoms such as having a flu, fever, cough sneeze, sore throat or breathless or any other symptom of COVID-19 or
 - 1.3 Body temperature is higher than 37.5-Degree Celsius

Shareholders are advised to proxy a representative or the Company's Independent Director to attend the AGM on behalf of the Shareholders as per the conditions and procedures stated in the Attachment No.3. The Company reserves the right to disallow the high-risk persons to attend the AGM.

2. Even though the Shareholders or Proxy are not in any of the category as stated in 1.1 – 1.3, to reduce the gathering of many persons to attend the AGM which may expose to the risk from to outbreak of COVID-19 as advised by the related authorities. The Company would like to advise the Shareholders consider appointing the company's Independent Directors to attend AGM and vote on behalf of the Shareholders.
3. Regarding that the AGM venue is Meeting Room No. 1105, 11th Floor, 25 Bangkok Insurance Building, South Sathorn Road, Thungmahamek, Sathorn, Bangkok. On the AGM date, the Building shall conduct health screening, in compliance with the guideline of Department of Disease Control, at the reception counter before giving the visitor card to access the elevator zone. All Shareholders who pass the health screening will be welcome to attend the AGM. For those who cannot pass the health screening, the Building will absolutely disallow to access the elevator zone.
4. The Company kindly requests everyone to prepare and wear a facemask at all times.

This is to support Thailand to stop the outbreak of COVID-19 therefore the Company wishes for kind co-operation from Shareholders, proxy and all meeting attendees to strictly follow this guideline.

The Company reserves the right to issue any additional measures as deem necessary.

NOMURA

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