

# **Notice of Summoning to attend The Annual General Meeting of Shareholders No. 1/2564**

**Wednesday, April 28, 2021 at 10.00 a.m.**

**Meeting room, 11<sup>th</sup> 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 269/2021 (E)

April 5, 2021

Subject: Notice of Summoning to attend the Annual General Meeting of Shareholders No. 1/2564

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

Attachments:

1. A copy of the Minutes of the Annual General Meeting of Shareholders No. 1/2563
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. Name and biography of the person proposed to the Shareholders' Meeting to appoint as a new Company's director
4. Registration and Proxy Procedure
5. Biographies of Independent Directors, proposed by the Company to serve as proxy for shareholders
6. The Company's Articles of Association (AOA) relating to Shareholders' Meeting
7. Map of the meeting venue for the Annual General Meeting of Shareholders No. 1/2564 (Bangkok Insurance Building)
8. Proxy forms
9. Annual Report 2020
10. Guidelines for attending the Annual General Meeting of Shareholders No. 1/2564, regarding the outbreak of Coronavirus 2019 (COVID-19)

By the resolution of the Board of Directors ("the Board") Meeting of the Company No. 2/2564 held on March 19, 2021, the Company had scheduled the book closing date on April 7, 2021 to collect the shareholders list for the right to attend the Annual General Meeting of Shareholders No. 1/2564 which will be held on Wednesday, April 28, 2021 at 10.00 a.m., at the Meeting room, 11<sup>th</sup> Floor, 25 Bangkok Insurance Building, South Sathorn Road, Thungmahamek, Sathorn, Bangkok, with the following agendas:

**Agenda 1 To consider adopting the Minutes of the Annual General Meeting of Shareholders No. 1/2563 held on May 22, 2020**

**Fact and reason**

The Minutes of the Annual General Meeting of Shareholders No. 1/2563 held on May 22, 2020 (as per the Attachment No. 1), were taken and submitted to the Office of Securities and Exchange

Page 1 of 14

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](http://www.nomuradirect.com)).

### **The Board of Directors' opinion**

The Board of Directors considered that the Minutes of the Annual General Meeting of Shareholders No. 1/2563 had been stated correctly and completely. Therefore, the Board of Directors resolved to propose the Shareholders' Meeting to adopt these minutes.

### **Resolution**

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

## **Agenda 2 Matter arising**

### **Fact and reason**

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

### **The Board of Directors' opinion**

the Board of Directors resolved to report to the Shareholders' Meeting for acknowledgement that the Company didn't utilize the limit of issuance and offering for sale of debenture.

### **Resolution**

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

## **Agenda 3 To acknowledge the Company's performance for the year ended December 31, 2020**

### **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, 2020 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, 2020 to the Shareholders' Meeting for acknowledgement.

**Resolution**

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

**Agenda 4 To consider and approve the Company's financial statements and the Auditor's report for the year ended December 31, 2020****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, 2020 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. 9: Annual Report 2020)

**The Board of Directors' opinion**

The Board of Directors considered that the Company's financial statements for the year ended December 31, 2020 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.

**Resolution**

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

**Agenda 5 To consider and approve the profit appropriation from the net profit for the year ended December 31, 2020 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, 2020, the Company was required to appropriate annual net profit to be a legal reserve of at least Baht 17,671,136.40. 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 2020 (Jan2020-Dec2020)	Fiscal year 2019 (Jan2019-Dec2019)	Fiscal year 2018 (Jan2018-Dec2018)	Fiscal year 2017 (Jan2017-Dec2017)
Net profit (million Baht)	353.62	128.81	177.52	475.44
Legal reserve (million Baht)	17.70	6.50	8.90	23.80
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)	0.16 <sup>1</sup>	0.056	0.078	0.21
Dividend Pay-out ratio (% of net profit)	97.30 <sup>1</sup>	93.49	94.49	94.99
Dividend payment (million Baht)	344.08 <sup>1</sup>	120.43	167.74	451.60

<sup>1</sup> A dividend payment from the net profit for the year 2020 after the legal reserve appropriation and the retained earnings is subject to the resolution of the Annual General Meeting of Shareholders No. 1/2564.

#### The Board of Directors' opinion

The Board of Directors considered that the Company had the net profit for the year ended December 31, 2020. 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, 2020 as a legal reserve of Baht 17,700,000.00 and the dividend payment at the rate of Baht 0.16 per share or approximately equivalent to 97.30% of the net profit for the year ended December 31, 2020 which was in line with the Company's dividend policy. The dividend payment was paid from the net profit for the year 2020 after the legal reserve appropriation and the retained earnings. The detail of the profit appropriation and the dividend payment shall be as below.

Legal reserve	Baht	17,700,000.00
General reserve	Baht	0.00
Dividend payment at Baht 0.16 per share	Baht	344,075,040.00

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

The book closing date to collect the shareholders list entitled to receive the dividend will be on April 7, 2021. The dividend payment date would be on May 11, 2021. However, this dividend payment depends on the resolution of the Shareholders' Meeting.

### **Resolution**

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

## **Agenda 6 To consider and approve the appointment of directors to replace those retiring by rotation, the appointment of the new director, and the change in total number of the Company's directors and to acknowledge the resignation of the directors**

### **6.1 To consider the election of directors to replace those retiring by rotation**

#### **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 shall retire by rotation in 2021 are:

- |   |   |
|---|---|
| 1. Assoc. Prof. Dr. Danuja Kunpanitchakit | Independent Director and Chairperson of the Audit Committee |
| 2. Mr. Philip Wing Lun Chow               | Director  |

#### **The Board of Directors' opinion**

The Board of Directors, excluding directors with the beneficial interest, considered that those 2 directors as listed below were knowledgeable and capable with strong determination in performing their duties 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 2 directors due to retire in 2021 whose names are listed below to be the Company's directors for another term.

1. Assoc. Prof. Dr. Danuja Kunpanitchakit
2. Mr. Philip Wing Lun Chow

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

### **Resolution**

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

## **6.2 To consider and approve the appointment of a new director**

### **Fact and reason**

The Board of Directors, having regarded to the principle of corporate governance, considered that it is appropriate to propose to the Shareholders to appoint the new director. The Board of Directors has sought qualified candidate and considered that Mr. Naoyuki Oguri is the qualified person considering his knowledge, expertise, and experiences that are suitable for the Company and thus resolved in its meeting No. 2/2564 to propose the Shareholders' Meeting to consider and approve to appoint Mr. Naoyuki Oguri as the new director of the Company effective on April 28, 2021 upon the approval from the Shareholders Meeting and subject to the approval from the Office of Securities and Exchange Commission ("SEC") for the appointment of Mr. Naoyuki Oguri as the Company's non-executive director.

### **The Board of Directors' opinion**

The Board of Directors therefore propose to the Shareholders Meeting to consider and appoint Mr. Naoyuki Oguri as the new director of the Company effective on April 28, 2021 upon the approval from the Shareholders Meeting and subject to the approval from the Office of Securities and Exchange Commission ("SEC") for the appointment of Mr. Naoyuki Oguri as the Company's non-executive director.

(Biography of Mr. Naoyuki Oguri is as attached in the Attachment No. 3)

### **Resolution**

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

## **6.3 To acknowledge the resignation of directors**

### **Fact and reason**

The following 2 directors have tendered their resignation from the directorship position with effect on April 28, 2021 upon the completion of the Annual General Meeting of Shareholders.

- |    |                                |                      |
|----|--------------------------------|----------------------|
| 1. | Col. Ruangsub Kovindha         | Independent Director |
| 2. | Mr. Prasert Virasathienpornkul | Independent Director |

**The Board of Directors' opinion**

The Board of Directors agreed to propose for the Shareholders Meeting's acknowledgement of the resignation of directors above.

**Resolution**

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

**6.4 To consider and approve the change in total number of the Company Directors****Fact and reason**

As regards the vacancy of the director offices due to the resignation of the two directors with effect from April 28, 2021 upon the completion of the Annual General Meeting of Shareholders and the proposal to appoint a new director as stated in the above agendas, the Board of Directors considered that the Board composition of 5 directors are sufficient to perform duty of the Board and therefore propose for the Shareholders Meeting's approval of the change in total number of directors from 6 to 5 due to no appointment of directors to replace those who have tendered the resignation effective on April 28, 2021 upon the completion of the Annual General Meeting of Shareholders.

The list of the Board members after the completion of the AGM, subject to the Shareholder's approval on agenda 6.1, 6.2, and 6.4 shall be as follows:

- |    |  |                        |
|----|--|------------------------|
| 1. | Mr. Suthep Peetakanont                 | Director               |
| 2. | Mr. Katsuya Imanishi                   | Director               |
| 3. | Mr. Philip Wing Lun Chow               | Non-Executive Director |
| 4. | Assoc. Prof. Dr. Danuja Kunpanitchakit | Independent Director   |
| 5. | Mr. Naoyuki Oguri                      | Non-Executive Director |

**The Board of Directors' opinion**

The Board of Directors therefore agreed to propose for the Shareholders Meeting's consideration and approval of the change in total number of the Company Directors as proposed.

Page 7 of 14

**Resolution**

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

**Agenda 7 To consider and 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. Other related factors

**For the fiscal year 2020, 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 same rate as approved since 1998
- Each Executive Director at Baht 220,000 annually, which was the same rate as approved since 2008
- Each Independent Director at Baht 260,000 annually, which was the same rate as approved since 2017
- Each other Non-Executive Director at Baht 220,000 annually, which was the same rate as approved since 2004

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

**Audit Committee's annual remuneration for**

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

Remuneration (Baht)	Fiscal year 2021 (Jan2021- Dec2021)	Fiscal year 2020 (Jan2020- Dec2020)	Fiscal year 2019 (Jan2019- Dec2019)
Director's annual remuneration			
Chairman	250,000 <sup>1</sup>	250,000	250,000
Each Executive Director	-	220,000	220,000
Each Independent Director	260,000 <sup>1</sup>	260,000	260,000
Each other Non-Executive Director	-	220,000	220,000
Meeting allowance for each Independent Director (per meeting)	20,000 <sup>2</sup>	20,000	20,000
Audit Committee's annual remuneration			
Chairperson	320,000 <sup>3</sup>	320,000	320,000
Each other member	260,000 <sup>3</sup>	260,000	260,000

<sup>1</sup> Director's annual remuneration is remuneration for the director performance in the year 2020 is subject to the resolution of the Annual General Meeting of Shareholders No. 1/2564.

<sup>2</sup> The meeting allowance for each Independent Director attending the board meetings for the year ended December 31, 2021 is subject to the resolution of the Annual General Meeting of Shareholders No. 1/2564

<sup>3</sup> The Audit Committee annual remuneration for the year ended December 31, 2021 is subject to the resolution of the Annual General Meeting of Shareholders No. 1/2564

### The Board of Directors' opinion

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

1. To maintain the director's annual remuneration for the director performance in the year 2020 at the same rate as last year which is to only the Chairman of the Board of Directors and Independent Directors. There will be no director's annual remuneration to the remaining Executive Director and Non-Executive Director.
2. To maintain the Audit Committee annual remuneration for the year ended December 31, 2021 at the same rate as last year. The annual remuneration for the Audit Committee's Chairperson or member who is not an independent director shall not be entitled to the annual remuneration for audit committee
3. To maintain the meeting allowance for each Independent Director attending the board meetings for the year ended December 31, 2021 at the same rate as last year as below.

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

Director's annual remuneration is remuneration for the director performance in the year 2020 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 Independent Director          | Baht 260,000 annually |

Meeting allowance for each Independent Director for attending the board meetings for the year ended December 31, 2021 shall be paid at the rate of Baht 20,000 per meeting.

Audit Committee's annual remuneration for the year ended December 31, 2021 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 Audit Committee's annual remuneration as above shall be applied only with Chairperson and audit committee members who are independent directors.

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

### **Resolution**

The resolution for this agenda must be passed by a majority of the votes of the shareholders who attend the meeting according to the Company's AOA, Article 39.

### **Agenda 8 To consider the appointment of Company's auditor and the audit fees for the accounting periods starting from January 1, 2021 and ending on December 31, 2021**

#### **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.**

1. 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, 2021 to December 31, 2021 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.

- To determine the audit fees of Baht 1,500,000 for the accounting periods starting from January 1, 2021 to December 31, 2021, which is the same rate as the previous year (accounting period starting January 1, 2020 to December 31, 2020). Out-of-pocket expenses such as overtime cost, accommodation, traveling expenses, fax and photocopying charged are to be reimbursed by the Company at actual cost but not exceed 80,000 Baht.

**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	2014-2020	7 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.



## 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.

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 2020 (Jan20-Dec20)	Fiscal year 2019 (Jan19-Dec19)	Fiscal year 2018 (Jan18-Dec18)	Fiscal year 2017 (Jan17-Dec17)
<b>Audit firm</b>	EY Office Limited	EY Office Limited	EY Office Limited	EY Office Limited
<b>Auditor Name</b>	Ms. Ratana Jala	Ms. Ratana Jala	Ms. Ratana Jala	Ms. Ratana Jala
<b>Reason of changing the auditor</b>	-	-	-	-
<b>Audit fees (Baht) (excluding Out of Pocket expense)</b>	1,500,000	1,600,000	1,500,000	1,400,000
<b>Business relationship or other interest between auditor and the Company and/or connected persons</b>	None	None	None	None
<b>Other service fees (Baht)</b>				
- Audit fees for the Company's provident fund	None	None	None	None
- Legal service	None	None	None	None
- Tax service	None	None	220,000	255,000

**The Board of Directors' opinion**

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

1. 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, 2021 to December 31, 2021 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.
2. To determine the audit fees of Baht 1,500,000 for the accounting periods starting from January 1, 2021 to December 31, 2021, which is the same rate as the previous year (accounting period starting January 1, 2020 to December 31, 2020). Out-of-pocket expenses such as overtime cost, accommodation, traveling expenses, fax and photocopying charged are to be reimbursed by the Company at actual cost but not exceed 80,000 Baht.

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

**Resolution**

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

**Agenda 9 To consider and approve the amendment of the Company's Article of Association****Fact and reason**

Following the delist of the company's total common shares from the Stock Exchange of Thailand ("SET") effective since March 20, 2020, the regulations of the SET regarding the connected transaction is no longer applied to the Company. It is therefore appropriate to revoke the Company's articles of associations in the Chapter 8, the Article 59 which currently states that "In case that the company enter into a connected transaction, the company shall follow the regulation and procedures announced by the Stock Exchange of Thailand" which is no longer applied since the Company is not listed company.

**The Board of Directors' opinion**

The Board of Directors considered and resolved to propose the Shareholders' Meeting to consider and approve the amendment of the Company's article of association by the revocation of "Chapter 8 Others" which contains only one article, Article 59 stating that "In case that the company enter into a connected transaction, the company shall follow the regulation and procedures announced by the Stock Exchange of Thailand".

After the amendment, the Company's Articles of Association in chapter 8 will read as follows:

**"Chapter 8 (revoked)"**

Other provisions in the Articles of Associations shall remain unchanged.

**Resolution**

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

**Agenda 10 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

Page 14 of 14

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

*-Translation-*

Minutes of the Annual General Meeting of Shareholders No. 1/2563  
(Not adopted by the Shareholders' Meeting yet.)  
of Capital Nomura Securities Public Company Limited,  
Held on Friday, May 22, 2020 at 10.00 a.m.  
At Meeting room No. 1105, 11<sup>th</sup> Floor, 25 Bangkok Insurance Building,  
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 Annual General Meeting of Shareholders No. 1/2563 (hereinafter "the Meeting") that began at 10.00 a.m. A total of 35 shareholders and 6 authorized representatives with voting rights attended the Meeting, representing total 41 shareholders according to the share register book. Those presented at the Meeting owned a total of 2,131,270,124 shares, or 99.10% of the 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 5 directors, who attended the Meeting out of the total 7 members of the Board of Directors (71.43% Meeting Attendance), as follows:

- |   |  |
|---|--|
| 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. Associate Professor Dr. Danuja Kunpanichakit | 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; |
| 4. Col. Ruangsub Kovindha                       | Independent Director, appointed by the Board of Directors to be member of the Audit Committee;   |
| 5. Mr. Prasert Virasathienpornkul               | Independent Director, appointed by the Board of Directors to be member of the Audit Committee  |

The other 2 directors who were foreigners could not travel abroad to attend this Meeting due to the outbreak of COVID-19 as namely below:

- |                             |   |
|-----------------------------|---|
| 1. Mr. Philip Wing Lun Chow | Director, Non-Executive Director and Non-Independent Director |
| 2. Mr. Yuji Hibino          | Director, Non-Executive Director and Non-Independent Director |

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
- Credit Review Committee, having Mr. Katsuya Imanishi as the Chairman of the Credit Review Committee in replacement of Mr. Shinya Yokoyama who resigned from the Company with effective from April 27, 2020.
- The Audit Committee, having Associate Professor Dr. Danuja Kunpanichakit as its Chairperson
- Risk Management Committee, having Mr. Katsuya Imanishi as its Chairman
- Anti-Money Laundering Committee, having Ms. Rungthip Kittanaseree, Chief Compliance Officer, as the Chairperson of the Committee.
- In 2019, the Company has dissolved the Marginable Securities Committee.

The Chairman further informed the Meeting that the Company does not have any other sub-committees than what were said above.

According that Personal Data Protection Act B.E. 2562 (2019) would be effective from May 27, 2020, the Company has set up the working group to prepare the implementation of Personal Data Protection as requested by the law. However, the Royal Decree extended the enforcement of the PDPA involved for one-year.

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

The Chairman further introduced the attendants of the Meeting, Ms. Ratana Jala, Certified Public Accountant from EY Office Limited, and Ms. Natnicha Aramtiantamrong, Audit Manager from EY Office Limited.

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

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

- Each shareholder's or proxy holder's vote would be equal to the number of shares that the shareholder or the proxy grantor owns. Each shareholder would be allowed to cast their vote to agree, disagree or abstain with respect to each agenda item with their votes being equal to the number of shares held by each shareholder or the person who granted them the proxy rights. The votes would be cast using the voting card that was distributed during the registration process for the Meeting.
- The shareholders attending the meeting in person and by proxy for Form 1 and Form 2 shall not be allowed to divide his/her vote for each agenda item, unlike the proxy for Form 3 for foreign shareholders who had custodians in Thailand.

- A voting ballot is considered invalid when shareholders or proxies do not clearly express their intention on the ballots, such as there are more than one marked box on the ballots or there is no countersign on the ballot where changes of votes are made.
- If the shareholder had appointed a proxy to cast their votes on their behalf in accordance with his/her instructions (for Form 2), the Company shall input his/her votes into the computer. Therefore, the proxy holder shall not be allowed to vote again.
- For Agenda 7 concerning the election of the directors, the shareholders shall be allowed to cast their vote for each director on individual basis. Then, the Chairman shall count the number of votes that each director has received and announce the results in accordance with the principles of good corporate governance.
- Regarding the counting of votes for each agenda, to avoid any disruption of the vote counting, the Chairman would ask shareholders or proxy with the following steps:
  1. Any shareholder or proxy who votes to disagree shall raise his/her hand so that the staff could collect their ballot, then the votes for that particular agenda could be recorded.
  2. Any shareholder or proxy who abstains from voting shall raise his/her hand so that the staff could collect their ballot, then the votes for that particular agenda could be recorded.

The remaining votes shall be considered as votes of agree. Only the votes to disagree or abstain with respect to each agenda item shall be counted and affect the vote calculation according to regulation and the Company's Article of Association (AOA). The result of each agenda will show on the screen. In case of voided ballots, the total voided ballots of each agenda will be shown on screen for Shareholders' acknowledgement.

- The resolution of the Meeting to either agree or approve of each agenda will follow the Company's Article of Association.
- The number of votes with respect to each agenda item might be different from the total number of voting rights that were announced at the commencement of the Meeting in case some shareholders had registered afterwards.
- Before casting their votes for each agenda item, the shareholders shall be given an opportunity to ask questions relevant to a particular agenda item. The shareholders who wished to ask questions were requested to state their names and surnames before asking questions or expressing their opinions. In case that any shareholder would like to raise questions or express their opinions on topics that were not related to the main items on the agenda, they shall be allowed to do so during the discussion of Agenda 9 (Other matters).
- The Company requested to collect all of the ballots from the shareholders and proxy holders at the end of the Meeting, in compliance with the good corporate governance.

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



As no shareholders went against the above shareholders' voting and vote counting procedures, the Chairman then further informed the shareholders that the Company has disclosed the Notice of Invitation to attend the Annual General Meeting of Shareholders and other supporting documents, both in Thai and English, on the Company's website as well as in the Tunhoon Newspaper for the dates of May 13-15, 2020 totaling 3 business days.

**Agenda 1 To consider adopting the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2562 held on November 27, 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 Extraordinary General Meeting of Shareholders No. 1/2562 held on November 27, 2019 had been recorded correctly and completely. Therefore, the Board of Directors resolved to propose the Meeting to adopt these minutes.

The Meeting resolved with a majority of the votes of the shareholders who attended the Meeting and casted their votes to adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2562 held on November 27, 2019 with the votes comprising of:

Agreed	2,131,270,826	votes	equivalent to	100.0000%
Disagreed	0	votes	equivalent to	0.0000%
Abstained	83	votes		
Void ballots	0	votes		

**Agenda 2 Matter arising**

The Chairman reported to the Meeting that, according to the facts and reasons given in the invitation letter to shareholders, the Board of Directors resolved to report the matter arising to the Meeting for acknowledgement.

1. In December 2019, in accordance with the Company's Anti-Bribery and Corruption Policy, the Company sent out messages through new year e-card to several customers to inform that the Company does not accept gifts or benefits on festive occasions.
2. The Company informed vendors and service providers who provided service to the Company, to acknowledge the Company's Anti-Bribery and Corruption of all forms together with no gift to the Company's management and staffs whether for festive occasions or any other occasion.
3. The Company has also arranged a training course to create Anti-Bribery and Corruption awareness among all staffs.
4. As requested to report the utilization and non-utilization of the financial amount for issuance and offering for sale of the all types of debenture which was approved by the Shareholder's Meeting, the Company didn't utilize the limit in 2019.

The Meeting acknowledged the matter arising.

**Agenda 3 To acknowledge the Company's performance for the year ended December 31, 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 resolved to report the Company's performance for the year ended December 31, 2019 to the Meeting.

The Chairman assigned Miss Kridsana Kulpanyalert, Division Head of Finance Division and the person supervising accounting (Chief Accountant), to report the Company's performance for the year ended December 31, 2019 to the Meeting.

Miss Kridsana Kulpanyalert, Division Head of Finance Division and the person supervising accounting (Chief Accountant), reported the Company's performance for the year ended December 31, 2019 to the Meeting. (Details of the Company's performance were disclosed in the 2019 Annual Report.)

The Meeting acknowledged the Company's performance for the year ended December 31, 2019.

**Agenda 4 To approve the Company's financial statements for the year ended December 31, 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 Company's financial statements for the year ended December 31, 2019 were reasonably accurate and fairly presenting 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.

The Meeting resolved with a majority of the votes of the shareholders who attended the Meeting and casted their votes to approve the Company's financial statements for the year ended December 31, 2019 with the votes comprising of:

Agreed	2,132,284,952	votes	equivalent to	100.0000%
Disagreed	200	votes	equivalent to	0.0000%
Abstained	3,000	votes		
Void ballots	0	votes		



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

The Chairman reported to the Meeting that, according to the facts and reasons given in the invitation letter to shareholders, as of December 31, 2019, the Company was required to appropriate the annual net profit as a legal reserve of at least Baht 6,500,000. The Company also has the policy to propose dividend payment of at least 60% of the annual net profit to the Shareholders' Meeting, except for the cases where the Company needs to set aside a larger budget for business expansion or other significant activities. However, the dividend payment would still depend on the resolution of the Meeting. As the Board of Directors had considered that the Company had the net profit for the year ended December 31, 2019, the Company was required to set up additional legal reserve at 5% of the annual net profit until the reserve reaches 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 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 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 detail of the profit appropriation and the dividend payment shall be as per 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. However, this dividend payment would still depend on the resolution of the Shareholders' Meeting.

The Meeting resolved with a majority of the votes of the shareholders who attended the Meeting and casted their votes to approve the profit appropriation from the net profit for the year ended December 31, 2019 as a legal reserve of Baht 6,500,000.00 and the dividend payment at Baht 0.056 per share, with the record date to determine the list of shareholders who are entitled to receive the dividend on March 24, 2020 and set the date of dividend payment on June 4, 2020 with the votes comprising of:

Agreed	2,132,290,661	votes	equivalent to	99.9997%
Disagreed	6,493	votes	equivalent to	0.0003%
Abstained	0	votes		
Void ballots	0	votes		

**Agenda 6 To consider the remuneration of directors and members of the Audit Committee**

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

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

The Board of Directors had considered and resolved to propose the Meeting to maintain the Director's annual remuneration based on 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 rates as last year as per 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 the Audit Committee	Baht 320,000 annually
2. Each other member of the Audit Committee	Baht 260,000 annually

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

The Meeting resolved with a majority of the votes of the shareholders who attended the Meeting to approve the payment of Director's annual remuneration for the year 2020 which



considered from the performance of the year ended December 31, 2019, Audit Committee's annual remuneration for the year ended December 31, 2020 and Meeting allowance for each Independent Director attending the board meetings for year ended December 31, 2020 with the votes comprising of:

Agreed	2,132,235,661	votes	equivalent to	99.9971%
Disagreed	61,493	votes	equivalent to	0.0029%
Abstained	0	votes		
Void ballots	0	votes		

**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**

The Chairman reported to the Meeting that, according to the facts and reasons given in the invitation letter to shareholders, the directors who shall retire in 2020 were:

- |                                   |   |
|-----------------------------------|---|
| 1. Mr. Suthep Peetakanont         | Chairman of the Board of Directors and<br>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  |

**Agenda 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 by rotation 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. The Board of Directors then resolved to propose the Shareholders' Meeting to re-elect those 3 directors to be retired in 2020 as below to be the Company's directors for another term as per below.

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

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 resolved to propose to the Shareholders meeting to acknowledge such retirement and that no person should be appointed as Mr. Yuji Hibino's replacement, since Agenda 7.3, the Board of Directors considered not to propose the Meeting to appoint the replacement of directors and changing the number of board of directors reduced to 6 directors.

The Meeting acknowledged the retirement by rotation of Mr. Yuji Hibino who has declared his intention not to be re-appointed, and also acknowledged that no person should be appointed as Mr. Yuji Hibino's replacement.

The Chairman thanked Mr. Yuji Hibino for having performed his duty as Director for the best interest of the Company.

The Chairman asked the Meeting to consider the election for each director on individual basis and he would announce the voting result on individual basis.

The Meeting resolved with a majority of the votes of the shareholders who attended the Meeting and casted their votes to re-elect Mr. Suthep Peetakanont to serve as Director for another term with the votes comprising of:

Agreed	2,132,290,861	votes	equivalent to	100.0000%
Disagreed	0	votes	equivalent to	0.0000%
Abstained	6,293	votes		
Void ballots	0	votes		

The Meeting resolved with a majority of the votes of the shareholders who attended the Meeting and casted their votes to re-elect Col. Ruangsub Kovindha to serve as Director for another term with the votes comprising of:

Agreed	2,132,290,561	votes	equivalent to	100.0000%
Disagreed	300	votes	equivalent to	0.0000%
Abstained	6,293	votes		
Void ballots	0	votes		

The Meeting resolved with a majority of the votes of the shareholders who attended the Meeting and casted their votes to re-elect Mr. Prasert Virasathienpornkul to serve as Director for another term with the votes comprising of:

Agreed	2,132,290,561	votes	equivalent to	100.0000%
Disagreed	300	votes	equivalent to	0.0000%
Abstained	6,293	votes		
Void ballots	0	votes		

Those 3 directors thanked the shareholders.

**Agenda 7.2 To acknowledge the resignation of the directors**

The Chairman informed that 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 |

It's resolved to propose the Shareholders Meeting to acknowledge their resignations. In accordance with the law, the registration of the change of directors shall be conducted within 14 working days, therefore, on April 28, 2020, the Company registered the board change to the Department of Business Development, Ministry of Commerce, which caused the Board Members decrease from 10 persons to 7 persons.

The Meeting acknowledged the resignation of directors and the registration of the change of directors to the Department of Business Development, Ministry of Commerce.

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

The Chairman informed the Meeting that as regards the vacancy of the directors who were due to retire by rotation and did 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 considered not to propose the Shareholders' Meeting to appoint the replacement of those directors, which consequently resulted in the number of board of directors reduced to 6 directors namely:

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



The Chairman additionally informed that the number of 6 Board members is still in accordance with the Company's Articles of Association of Chapter 4 Board of Directors on Article 21, which the Company shall have a Board of Directors consisting of at least 5 directors. Not less than one half of all the Directors must have domicile in the Kingdom.

The Meeting resolved with a majority of the votes of the shareholders who attended the Meeting and casted their votes to consider not to re-appoint on the vacancy of 4 directors and to approve the change of number of board of directors to 6 directors as proposed with the votes comprising of:

Agreed	2,132,290,861	votes	equivalent to	100.0000%
Disagreed	0	votes	equivalent to	0.0000%
Abstained	6,293	votes		
Void ballots	0	votes		

**Agenda 8 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**

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

1. To appoint auditors from 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. 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 for other related periods to be used in comparing 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 may be appointed to perform such audit.
2. To determine the audit fee of Baht 1,500,000 for the accounting periods starting from January 1, 2020 to December 31, 2020, the fee of which decreased from the audit fee of Baht 1,600,000 for the previous year (accounting period starting January 1, 2019 to December 31, 2019).

The Meeting resolved with a majority of the votes of the shareholders who attended the Meeting and casted their votes to approve the appointment of Company's auditor and audit fees of Baht 1,500,000 for the accounting periods starting from January 1, 2020 and ending on December 31, 2020 with the votes comprising of:

บริษัทหลักทรัพย์โนมูระ พัฒนสิน จำกัด (มหาชน)  
CAPITAL NOMURA SECURITIES PUBLIC COMPANY LIMITED

Agreed	2,132,247,661	votes	equivalent to	100.0000%
Disagreed	200	votes	equivalent to	0.0000%
Abstained	49,293	votes		
Void ballots	0	votes		

**Agenda 9 Other matters**

None

Signed \_\_\_\_\_ (Signature) \_\_\_\_\_ Chairman  
(Mr. Suthep Peetakanont)

Signed \_\_\_\_\_ (Signature) \_\_\_\_\_ Secretary to the Meeting  
(Miss Kridsana Kulpanyalert)

(Minutes of the Annual General Meeting of Shareholders No. 1/2563 (Not adopted by the Shareholders' Meeting yet))

**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  
(Associate Professor Dr. Danuja Kunpanitchakit)**



<b>Name</b>	<b>Associate Professor Dr. Danuja Kunpanitchakit</b>	
<b>Current Position</b>	Chairperson of the Audit Committee and Independent Director	
<b>Age</b>	67 years	
<b>Education</b>	Doctor of Philosophy (Business Administration), University of Wisconsin (Madison), USA Master of Business Administration (Accounting), University of Wisconsin (Madison), USA	
<b>Training in Director's program</b>	<ul style="list-style-type: none"> <li>IT Governance and Cyber Resilience Program 15/2020, Thai Institute of Directors Association (IOD)</li> <li>Risk Management for Corporate Leaders (RCL) 16/2019, Thai Institute of Directors Association (IOD)</li> <li>Data Privacy Law, 2019, EY Corporate Services Co., Ltd.</li> <li>Certificate in Audit Committee Program (ACP) Class 44/2013, Thai Institute of Directors Association (IOD)</li> <li>Certificate in Director Accreditation Program (DAP) Class 98/2012, Thai Institute of Directors Association (IOD)</li> </ul>	
<b>Work experience in the last 5 years</b>	2019 - Present	Chairperson of the Audit Committee and Independent Director Capital Nomura Securities Public Company Limited
	2020 - Present	Honorable Committee Member of the University Council Chulalongkorn University
	2020 - Present	Chairperson of the Audit Committee Chulalongkorn University
	2020 - Present	Member of the Investment Policy, Finance and Budgeting Subcommittee Thai Public Broadcasting Service (THAI PBS)
	2019 - Present	Nomination and Remuneration Committee Vinythai Public Company Limited
	2018 - Present	Director of Corporate Governance and Social Responsibility Committee Thai Public Broadcasting Service (THAI PBS)
	2017 - 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	Member of the TFAC Board Thailand Federation of Accounting Professions under the Royal Patronage of His Majesty the King
	2017 - Present	Member of the Audit Subcommittee Deposit Protection Agency
	2017 - Present	Member of the Faculty of Dentistry Board Chulalongkorn University
	2016 - Present	Director of Monitoring and Evaluation Committee Suranaree University of Technology
<b>Proposed position to be re-elected</b>	<b>Independent Director</b>	
<b>Nomination Criteria and Process</b>	Considered by the Board of Executive Directors and proposed to the Board of Directors, exclusive of the nominated directors	



<b>Direct and indirect shareholding in the Company (including spouse) (%)</b>	– None –
<b>Period of holding Director Position (up to Apr 2021)</b>	Approximately 2 years (Started in 2019)
<b>Meeting Attendance in the fiscal year 2020</b>	Number of the Board of Directors' Meeting 12 times, Number of attendance 12 times
<b>Family relationship among Executives</b>	– None –
<b>Current Director/ Management position in other companies</b>	
<b>- Listed Company</b>	Nomination and Remuneration Committee, Independent Director and Chairperson of Audit Committee Vinythai Public Company Limited
<b>- Non-Listed Company</b>	– None –
<b>- Company which may have conflicts of Interest</b>	– 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. Philip Wing Lun Chow)**



<b>Name</b>	<b>Mr. Philip Wing Lun Chow</b>	
<b>Current Position</b>	Director	
<b>Age</b>	58 years	
<b>Education</b>	Master of Business Administration, Hong Kong University of Science and Technology, Hong Kong Master of Science, Imperial College London, University of London, United Kingdom	
<b>Training in Director's program</b>	<ul style="list-style-type: none"> <li>• Data Privacy Law, 2019, Dr. Yaowaluk Chadbunchachai, EY Corporate Services Co., Ltd.</li> <li>• How Big Data and Digital Technology can transform your business, 2018, Asama Kulvanitchaiyanunt, Ph.D., Coraline Co., Ltd.</li> <li>• Anti-Corruption and AMLO, 2017, Surasak Suthamcharu, Deloitte Touche Tohmatsu Jaiyos Co., Ltd.</li> <li>• Certified Financial Risk Manager (FRM) from the Global Association of Risk Professional (GARP)</li> <li>• Certified Professional Risk Manager (PRM) from the Professional Risk Managers' International Association (PRIMA)</li> <li>• National e-Payment Roadmap – Benefits to securities companies, 2016, Anuchit Anuchitanukul, Ph.D., Advisor to the Minister of Finance</li> <li>• Responsible risk management, 2016, Grant Thornton Singapore</li> <li>• Directors as gatekeepers of market participants, 2016, Securities Industry Development Corporation</li> <li>• Financial Services – Information Security (FS-IS) Forum, 2016, The Association of Banks in Singapore</li> <li>• Common Reporting Standards – The Early Adopter Experience, 2016, British High Commission</li> <li>• Building Effective Anti-Corruption Ethics and Compliance Programs, 2016, British High Commission</li> <li>• CMDP Module 3: Risk oversight and compliance – Action plan for Board of Directors, 2016, Securities Industry Development Corporation</li> <li>• CMDP Module 4: Current and Emerging Regulatory Issues in the Capital Market, 2016, Securities Industry Development Corporation</li> <li>• Cyber Security Training, 2016, Nomura – Conducted by MWR InfoSecurity</li> <li>• Cybersecurity, the Cloud and Privacy: The Way Forward, 2016, ASIFMA</li> </ul>	
<b>Work experience in the last 5 years</b>	Apr 2015 – Present	Director Capital Nomura Securities Public Company Limited
	Nov 2006 – Present	Managing Director and Chief Administrative Officer, Wealth Management Department Nomura Singapore Limited
<b>Proposed position to be re-elected</b>	Non-Executive Director	
<b>Nomination Criteria and Process</b>	Considered by the Board of Executive Directors and proposed to the Board of Directors, exclusive of the nominated directors	
<b>Direct and indirect shareholding in the Company (including spouse) (%)</b>	– None –	
<b>Period of holding Director Position (up to Apr 2021)</b>	Approximately 6 years (Started in April 2015)	

<b>Meeting Attendance in the fiscal year 2019</b>	Number of the Board of Directors' Meeting 12 times, Number of attendance 6 times
<b>Family relationship among Executives</b>	– None –
<b>Current Director/ Management position in other companies</b>	
<b>- Listed Company</b>	– None –
<b>- Non-Listed Company</b>	Managing Director and Chief Administrative Officer, Wealth Management Department Nomura Singapore Limited
<b>- Company which may have conflicts of Interest</b>	– None –

**Attachment No. 3: Name and biography of the person proposed to the Shareholders' Meeting to appoint as a new Company's director**



Name	Mr. Naoyuki Oguri	
Current Position	- None -	
Age	55 years	
Education	B.A. Faculty of Law, Keio University	
Training in Director’s program	- None -	
	Apr 2020 – Present	Nomura Holdings SMD, Group Data Officer Nomura Securities SMD, Operation
	Apr 2019 – Apr 2020	Nomura Securities PMD, Operation
	Apr 2018 – Apr 2019	Nomura Holdings SMD, Data Management Officer and Head of Data Management Office
	Jul 2014 – Apr 2018	Nomura Holdings, Group Risk Management Department, Global Operation Risk Management Head and Global New Business Group Head
	Dec 2014 – Apr 2018	Head of Data Management Office
	Apr 2013 – Apr 2018	Nomura Holdings, Head of Group Risk Management
	Jul 2009 – Apr 2013	Nomura International Plc (London), Risk Management, Global Chief Operation Officer
	Jul 2007 – Jul 2009	Nomura International Plc (London), Head of European Equity Division
	Jul 2005 – Jul 2007	Nomura Securities International, Global Market planning Department, Deputy general Manager
	May 2003 – Jul 2005	Nomura Securities International (NY) America Equity Division Japan Equity Sales
	Jun 1998 – May 2003	Nomura Netherlands, Europe Equity Division Japan Equity Sales
	Jun 1992 – Jun 1998	Nomura Securities, International Sales Department
	Apr 1989 – Jun 1992	Nomura Securities, Sakai Branch
Proposed position to be re-elected	Director	
Nomination Criteria and Process	Considered from various qualification by the Board of Directors, exclusive of directors with the beneficial interest	
Direct and indirect shareholding in the Company (including spouse) (%)	– None –	
Period of holding Director Position (up to Apr 2021)	– None –	
Meeting Attendance in the fiscal year 2020	– None –	
Family relationship among Executives	– None –	
Current Director/ Management position in other companies		
- Listed Company	– None –	

<b>- Non-Listed Company</b>	Nomura Holdings SMD, Group Data Officer Nomura Securities SMD, Operation
<b>- Company which may have conflicts of Interest</b>	– None –

*Remark:*

*March 19, 2021 is the date that the Company's Board of Directors resolved to propose Mr. Naoyuki Oguri to be the Company's Director.*

**Enclosure No. 4: 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 April 28, 2021.

**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:

**Col. Ruangsub Kovindha, Audit Committee Member and Independent Director** Age: 68 Years  
Address: 25 Bangkok Insurance Building, 15<sup>th</sup> – 17<sup>th</sup> Floor, South Sathorn Road, Thungmahamek, Sathorn, Bangkok 10120 or

**Mr. Prasert Virasathienpornkul, Audit Committee Member and Independent Director** Age: 60 Years  
Address: 25 Bangkok Insurance Building, 15<sup>th</sup> – 17<sup>th</sup> 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. 5: Biographies of Independent Director, proposed by the Company to serve as proxy for shareholders**

<b>Col. Ruangsub Kovindha</b>	<b>Audit Committee and Independent Director</b>	
<b>Age</b>	68 years	
<b>Address</b>	25 Bangkok Insurance Building, 15th – 17th Floor, South Sathorn Road, Thungmahamek, Sathorn, Bangkok, 10120	
<b>Education Background</b>	Bachelor of Science in Engineering, University of Alabama, U.S.A.	
<b>Direct and indirect shareholding in CNS (including spouse) (%)</b>	– None –	
<b>Work experience in the last 5 years</b>	Jan 2002 – Present	Audit Committee and Independent Director, Capital Nomura Securities Public Company Limited
	May 2020 – Present	Advisors, United Information Highway Co., Ltd.
	Nov 2018 – Present	Director, Brainergy Co.,Ltd.
	Jan 2018 – May 2020	Chief Executive Officer, United Information Highway Co., Ltd.
	2015 – May 2020	Director, Telecom Solutions Provider Co.,Ltd.
	2015 – May 2020	Director, BB Connect Co.,Ltd.
	2015 – May 2020	Director, Myanmar Information Highway (MIH) Ltd.
	2015 – May 2020	Director, Cloud HM Co.,Ltd.
	2014 – May 2020	Director, Shinasub Co.,Ltd.
	2013 – May 2020	Director, Wide Access Co.,Ltd.
	2011 – May 2020	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.
<b>Interest on meeting agenda</b>	– None –	
<b>Special interests which are different from other directors</b>	– None –	

<b>Mr. Prasert Virasathienpornkul</b>		<b>Audit Committee and Independent Director</b>
<b>Age</b>	60 years	
<b>Address</b>	25 Bangkok Insurance Building, 15th – 17th Floor, South Sathorn Road, Thungmahamek, Sathorn, Bangkok, 10120	
<b>Education Background</b>	Master of Business Administration, University of Wisconsin Madison, U.S.A.	
<b>Direct and indirect shareholding in CNS (including spouse) (%)</b>	– None –	
<b>Work experience in the last 5 years</b>	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
<b>Interest on meeting agenda</b>	– None –	
<b>Special interests which are different from other directors</b>	– None –	



**Attachment No. 6: 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. 7: Map of the meeting venue for the Annual General Meeting of Shareholders  
No. 1/2564 (Bangkok Insurance Building)**





## สิ่งที่ส่งมาด้วยลำดับที่ 8

Enclosure No. 8

อากรแสตมป์  
Stamp  
20 บาท

หนังสือมอบฉันทะ แบบที่ 1

Proxy Form No. 1

เขียนที่.....

Made at

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

(1) ข้าพเจ้า.....สัญชาติ.....อยู่บ้านเลขที่.....  
I / We Nationality Residing at No.

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....  
Street Sub-district District Province Post Code

(2) เป็นผู้ถือหุ้นของบริษัทหลักทรัพย์ โนมูระ พัฒนสิน จำกัด (มหาชน)  
As a shareholder of Capital Nomura Securities Public Company Limited,

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

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

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

(3) ขอมอบฉันทะให้  
Hereby appoint

(1) .....อายุ.....ปี อยู่บ้านเลขที่.....  
Age Years Residing at No.

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

(2) .....อายุ.....ปี อยู่บ้านเลขที่.....  
Age Years Residing at No.

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

(3) .....อายุ.....ปี อยู่บ้านเลขที่.....  
Age Years Residing at No.

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....  
Street Sub-district District Province Post Code

## สิ่งที่ส่งมาด้วยลำดับที่ 8

Enclosure No. 8

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปีครั้งที่ 1/2564  
anyone of them to be my/our Proxy to attend and vote on my/our behalf at the Shareholders' Annual General Meeting No.1/2564

ในวันที่ 28 เมษายน 2564 เวลา 10.00 น. ณ ห้องประชุม ชั้น 11 เลขที่ 25 อาคารกรุงเทพประกันภัย ถนนสาทรใต้ แขวงทุ่งมหาเมฆ เขตสาทร  
to be held on April 28, 2021 at 10.00 a.m., at Meeting room, 11<sup>th</sup> 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.

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

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

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

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

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

หมายเหตุ: ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวน  
หุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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



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) ...พันเอกเรืองทรัพย์ โควินทะ... อายุ.....68.....ปี ที่อยู่ เลขที่...25..... อาคารกรุงเทพประกันภัย ชั้น 15-17  
Col. Ruangsub Kovindha, Age 68 Years Residing at No. 25 Bangkok Insurance Building, 15<sup>th</sup> -17<sup>th</sup> Floor  
ถนน..สาทรใต้..ตำบล/แขวง..ทุ่งมหาเมฆ..อำเภอ/เขต..สาทร..จังหวัด...กรุงเทพฯ...รหัสไปรษณีย์...10120... (ไม่มีส่วนได้เสียในระเบียบวาระการประชุม) หรือ  
☐ (4) ...นายประเสริฐ วีระเสถียรพกุล... อายุ.....60.....ปี ที่อยู่ เลขที่...25..... อาคารกรุงเทพประกันภัย ชั้น 15-17  
Mr. Prasert Virasathienpornkul, Age 60 Years Residing at No. 25 Bangkok Insurance Building, 15<sup>th</sup> -17<sup>th</sup> 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 1/2564  
anyone of them to be my/our Proxy to attend and vote on my/our behalf at the Shareholders' Annual General Meeting No.1/2564

ในวันที่ 28 เมษายน 2564 เวลา 10.00 น. ณ ห้องประชุม ชั้น 11 เลขที่ 25 อาคารกรุงเทพประกันภัย ถนนสาทรใต้ แขวงทุ่งมหาเมฆ เขตสาทร  
to be held on April 28, 2021 at 10.00 a.m., at Meeting room, 11<sup>th</sup> 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 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปีครั้งที่ 1/2563 เมื่อวันที่ 22 พฤษภาคม 2563

Agenda 1 Subject: To consider adopting the Minutes of the Annual General Meeting of Shareholders No. 1/2563 held on May 22, 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:

<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 2563

Agenda 3 Subject: To acknowledge the Company's performance for the year ended December 31, 2020

วาระนี้เป็นวาระเพื่อทราบจึงไม่มีการลงคะแนน

This agenda is for acknowledgement and not casting of vote

- ☐ วาระที่ 4 เรื่อง พิจารณานุมัติงบการเงินของบริษัทฯ และรายงานของผู้สอบบัญชี สำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2563

Agenda 4 Subject: To consider and approve the Company's financial statements and the Auditor's report for the year ended 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:

<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 2563 และการจ่ายเงินปันผล

Agenda 5 Subject: To consider and approve the profit appropriation from the net profit for the year ended December 31, 2020 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 พิจารณาแต่งตั้งกรรมการแทนกรรมการที่ถึงคราวต้องออกจากตำแหน่งตามวาระ แต่งตั้งกรรมการใหม่ อนุมัติการ  
เปลี่ยนจำนวนกรรมการของบริษัทฯ และ รับทราบการลาออกของกรรมการ

Agenda 6 Subject: To consider and approve the appointment of directors to replace those retiring by rotation, the appointment of the new director, and the change in total number of the Company's directors and to acknowledge the resignation of the directors

- ☐ วาระที่ 6.1 เรื่อง พิจารณาแต่งตั้งกรรมการแทนกรรมการที่ถึงคราวต้องออกจากตำแหน่งตามวาระ

Agenda 6.1 Subject: To consider the election of 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:

☐ การแต่งตั้งกรรมการทั้งชุด  
Appointment of all directors

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

☐ การแต่งตั้งกรรมการเป็นรายบุคคล

Appointment of the certain directors as follows:

ชื่อกรรมการ (1) รศ. ดร. ดนุชา คุณพนิชกิจ

Name of Director: (1) Assoc. Prof. Dr. Danuja Kunpanitchakit

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

ชื่อกรรมการ (2) นายฟิลลิป วิง ลุน ชอว

Name of Director: (2) Mr. Philip Wing Lun Chow

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

☐ วาระที่ 6.2 เรื่อง พิจารณานุมัติการแต่งตั้งกรรมการใหม่

Agenda 6.2 Subject: To consider and approve the appointment of a new director

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

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

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

☐ วาระที่ 6.3 เรื่อง รับทราบการลาออกของกรรมการ

Agenda 6.3 Subject: To acknowledge the resignation of directors

วาระนี้เป็นวาระเพื่อทราบจึงไม่มีการลงคะแนน

This agenda is for acknowledgement and not casting of vote

☐ วาระที่ 6.4 เรื่อง พิจารณานุมัติการเปลี่ยนจำนวนกรรมการของบริษัท

Agenda 6.4 Subject: To consider and approve the change in total number of the Company Directors

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

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

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

☐ วาระที่ 7 เรื่อง พิจารณานุมัติจ่ายค่าตอบแทนกรรมการ และกรรมการตรวจสอบ

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

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

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

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

☐ วาระที่ 8 เรื่อง พิจารณาแต่งตั้งผู้สอบบัญชีของบริษัท และกำหนดค่าสอบบัญชี สำหรับรอบระยะเวลาบัญชีเริ่มต้นวันที่

1 มกราคม 2564 และสิ้นสุดวันที่ 31 ธันวาคม 2564

Agenda 8 Subject: To consider the appointment of Company's auditor and the audit fees for the accounting periods starting from January 1, 2021 and ending on December 31, 2021

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

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

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



☐ วาระที่ 9 เรื่อง พิจารณานุมัติการแก้ไขข้อบังคับของบริษัทฯ

Agenda 9 Subject: To consider and approve the amendment of the Company's Article of Association

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

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

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

☐ วาระที่ 10 เรื่อง พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 10 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 ให้ถือว่ากรลงคะแนนเสียงนั้นไม่ถูกต้อง

Voting of the Proxy on any agenda that is not in accordance with my/our instruction stated herein.

และไม่ใช้เป็นกรลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

will be regarded as incorrect voting and will not be regarded as a vote of shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณา

In case I/We have not stated my/our instruction of how to vote, or such instruction is ambiguous,

หรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด  
or in cases this meeting has to consider or approve any other matter other than the items stated herein, as well as there is

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
any change of any fact, the Proxy shall be entitled to freely vote at his/her own discretion.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ

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

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. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
- Remarks The voting right has to be assigned to only one Proxy, therefore, this voting right cannot be divided and separately assigned to more than one Proxy.
2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล  
For the election of directors, the voter may elect some or all of the nominees.
3. 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.

## ใบประจำตอบแบบหนังสือมอบฉันทะแบบที่ 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 1/2564 ในวันที่ 28 เมษายน 2564 เวลา 10.00 น. ณ ห้องประชุม ชั้น 11

For the Shareholders' Annual General Meeting No. 1/2564 to be held on April 28, 2021 at 10.00 a.m., at Meeting room, 11<sup>th</sup> 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:☐ 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.....

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

(.....)

อากรแสตมป์  
Stamp  
20 บาท

## หนังสือมอบฉันทะ แบบที่ 3

Proxy Form No. 3

(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียนในประเทศไทย (Custodian) เป็นผู้รับฝากและดูแลหุ้น)  
(For Custodian)

เขียนที่.....

Made at

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

(1) ข้าพเจ้า.....สำนักงานตั้งอยู่เลขที่.....  
I / We Residing at No.

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....  
Street Sub-district District Province Post Code

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ.....  
As a custodian for

ซึ่งเป็นผู้ถือหุ้นของบริษัทหลักทรัพย์ โนมูระ พัฒนสิน จำกัด (มหาชน)

Who is a shareholder of Capital Nomura Securities Public Company Limited

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

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

(2) ขอมอบฉันทะให้

Hereby appoint

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

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

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

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

☐ (3) ...พันเอกเรืองทรัพย์ โสมวินทะ... อายุ.....68.....ปี ที่อยู่ เลขที่.....25..... อาคารกรุงเทพประกันภัย ชั้น 15-17  
Col. Ruangsub Kovindha, Age 68 Years Residing at No. 25 Bangkok Insurance Building, 15<sup>th</sup> -17<sup>th</sup> Floor

ถนน..สาทรใต้..ตำบล/แขวง..ทุ่งมหาเมฆ..อำเภอ/เขต..สาทร..จังหวัด...กรุงเทพฯ...รหัสไปรษณีย์...10120... (ไม่มีส่วนได้เสียในระเบียบวาระการประชุม) หรือ

☐ (4) ...นายประเสริฐ วีระเสถียรพรกุล... อายุ.....60.....ปี ที่อยู่ เลขที่.....25..... อาคารกรุงเทพประกันภัย ชั้น 15-17  
Mr. Prasert Virasathienpornkul, Age 60 Years Residing at No. 25 Bangkok Insurance Building, 15<sup>th</sup> -17<sup>th</sup> 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 1/2564  
anyone of them to be my/our Proxy to attend and vote on my/our behalf at the Shareholders' Annual General Meeting No.1/2564

ในวันที่ 28 เมษายน 2564 เวลา 10.00 น. ณ ห้องประชุม ชั้น 11 เลขที่ 25 อาคารกรุงเทพประกันภัย ถนนสาทรใต้ แขวงทุ่งมหาเมฆ เขตสาทร  
to be held on April 28, 2021 at 10.00 a.m., at Meeting room, 11<sup>th</sup> 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) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

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

- ☐ มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

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

- ☐ มอบฉันทะบางส่วน คือ

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

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

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

- ☐ วาระที่ 1 เรื่อง พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปีครั้งที่ 1/2563 เมื่อวันที่ 22 พฤษภาคม 2563

Agenda 1 Subject: To consider adopting the Minutes of the Annual General Meeting of Shareholders No. 1/2563 held on May 22, 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:

<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 2563

Agenda 3 Subject: To acknowledge the Company's performance for the year ended December 31, 2020

วาระนี้เป็นวาระเพื่อทราบจึงไม่มีการลงคะแนน

This agenda is for acknowledgement and not casting of vote

- ☐ วาระที่ 4 เรื่อง พิจารณานุมัติงบการเงินของบริษัทฯ และรายงานของผู้สอบบัญชี สำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2563

Agenda 4 Subject: To consider and approve the Company's financial statements and the Auditor's report for the year ended 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:

<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 2563 และการจ่ายเงินปันผล

Agenda 5 Subject: To consider and approve the profit appropriation from the net profit for the year ended December 31, 2020 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 พิจารณาแต่งตั้งกรรมการแทนกรรมการที่ถึงคราวต้องออกจากตำแหน่งตามวาระ แต่งตั้งกรรมการใหม่ อนุมัติการ

เปลี่ยนจำนวนกรรมการของบริษัทฯ และ รับทราบการลาออกของกรรมการ

Agenda 6 Subject: To consider and approve the appointment of directors to replace those retiring by rotation, the appointment of the new director, and the change in total number of the Company's directors and to acknowledge the resignation of the directors

- ☐ วาระที่ 6.1 เรื่อง พิจารณาแต่งตั้งกรรมการแทนกรรมการที่ถึงคราวต้องออกจากตำแหน่งตามวาระ

Agenda 6.1 Subject: To consider the election of directors to replace those retiring by rotation

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

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

- ☐ การแต่งตั้งกรรมการทั้งหมด  
Appointment of all directors

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

- ☐ การแต่งตั้งกรรมการเป็นรายบุคคล

Appointment of the certain directors as follows:

ชื่อกรรมการ (1) รศ. ดร. ดนุชา คุณพนิชกิจ  
Name of Director: (1) Assoc. Prof. Dr. Danuja Kunpanitchakit

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

ชื่อกรรมการ (2) นายฟิลลิป วิง ลุน ชอว

Name of Director: (2) Mr. Philip Wing Lun Chow

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

- ☐ วาระที่ 6.2 เรื่อง พิจารณานุมัติการแต่งตั้งกรรมการใหม่

Agenda 6.2 Subject: To consider and approve the appointment of a new director

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

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

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

- ☐ วาระที่ 6.3 เรื่อง รับทราบการลาออกของกรรมการ

Agenda 6.3 Subject: To acknowledge the resignation of directors

วาระนี้เป็นวาระเพื่อทราบจึงไม่มีการลงคะแนน  
This agenda is for acknowledgement and not casting of vote

- ☐ วาระที่ 6.4 เรื่อง พิจารณานุมัติการเปลี่ยนจำนวนกรรมการของบริษัท

Agenda 6.4 Subject: To consider and approve the change in total number of the Company Directors

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

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

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

- ☐ วาระที่ 7 เรื่อง พิจารณานุมัติจ่ายค่าตอบแทนกรรมการ และกรรมการตรวจสอบ

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

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

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

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

- ☐ วาระที่ 8 เรื่อง พิจารณาแต่งตั้งผู้สอบบัญชีของบริษัทฯ และกำหนดค่าสอบบัญชี สำหรับรอบระยะเวลาบัญชีเริ่มต้นวันที่ 1 มกราคม 2564 และสิ้นสุดวันที่ 31 ธันวาคม 2564

Agenda 8 Subject: To consider the appointment of Company's auditor and the audit fees for the accounting periods starting from January 1, 2021 and ending on December 31, 2021

- ☐ (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                                |

- ☐ วาระที่ 9 เรื่อง พิจารณานุมัติการแก้ไขข้อบังคับของบริษัทฯ

Agenda 9 Subject: To consider and approve the amendment of the Company's Article of Association

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
Authorizing the Proxy to vote for every item at his/her own discretion.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The Proxy shall vote in accordance with my/our instruction as marked ( / ) in the selected agendas herein:
- |   |  |   |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง |
| Approve                                     | Shares Disapprove                              | Shares Abstain                                |

- ☐ วาระที่ 10 เรื่อง พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 10 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:
- |   |  |   |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง |
| Approve                                     | Shares Disapprove                              | Shares Abstain                                |

- (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.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ

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

ให้ถือเสมือนว่าข้าพเจ้าได้กระทำให้เองทุกประการ  
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>



## Allonge annexed to the Form of Proxy No. 3

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

For the Shareholders' Annual General Meeting No. 1/2564 to be held on April 28, 2021 at 10.00 a.m., at Meeting room, 11<sup>th</sup> Floor

เลขที่ 25 อาคารกรุงเทพประกันภัย ถนนสารสิน 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.

<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 Shares	<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 Shares	<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 Shares	<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 Shares
<input type="checkbox"/> วาระที่.....เรื่อง เลือกตั้งกรรมการ Agenda To Consider the Election of Directors.			
<hr/>			
ชื่อกรรมการ.....			
Name of Director:			
<input type="checkbox"/> เห็นด้วย.....เสียง <input type="checkbox"/> ไม่เห็นด้วย.....เสียง <input type="checkbox"/> งดออกเสียง.....เสียง Approve Shares Disapprove Shares Abstain Shares			
<hr/>			
ชื่อกรรมการ.....			
Name of Director:			
<input type="checkbox"/> เห็นด้วย.....เสียง <input type="checkbox"/> ไม่เห็นด้วย.....เสียง <input type="checkbox"/> งดออกเสียง.....เสียง Approve Shares Disapprove Shares Abstain Shares			
<hr/>			
ชื่อกรรมการ.....			
Name of Director:			
<input type="checkbox"/> เห็นด้วย.....เสียง <input type="checkbox"/> ไม่เห็นด้วย.....เสียง <input type="checkbox"/> งดออกเสียง.....เสียง Approve Shares Disapprove Shares Abstain Shares			
<hr/>			
ชื่อกรรมการ.....			
Name of Director:			
<input type="checkbox"/> เห็นด้วย.....เสียง <input type="checkbox"/> ไม่เห็นด้วย.....เสียง <input type="checkbox"/> งดออกเสียง.....เสียง Approve Shares Disapprove Shares Abstain Shares			
<hr/>			
ชื่อกรรมการ.....			
Name of Director:			
<input type="checkbox"/> เห็นด้วย.....เสียง <input type="checkbox"/> ไม่เห็นด้วย.....เสียง <input type="checkbox"/> งดออกเสียง.....เสียง Approve Shares Disapprove Shares Abstain Shares			
<hr/>			
ลงชื่อ.....		ผู้มอบอำนาจ	
Signed		Appointer	
(.....)			

**Attachment No. 10****Guidelines for attending the Annual General Meeting of Shareholders No. 1/2564,  
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.4. 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, 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

## **Capital Nomura Securities Public Company Limited**

25 Bangkok Insurance Building, 15<sup>th</sup>- 17<sup>th</sup> Floor, South Sathorn Road, Sathorn, Bangkok 10120

Telephone : +66 (0) 2638 5000, +66 (0) 2081 2000, Fax : +66 (0) 2081 2001

NOMURA DIRECT : +66 (0) 2638 5500

Public Company Registration No. 0107537000653

[www.nomuradirect.com](http://www.nomuradirect.com)