

Invitation to the 2024 Annual General Meeting of Shareholders

Monday, 22 April 2024, at 14.00 hrs.
Through Electronic Meeting (E-Meeting) only

Pursuant to the Emergency Decree on Electronic Meetings, B.E. 2563 (2020)

Submit Request Form



The Shareholders or Proxies must submit a request to attend the meeting by Electronic Means (e-Request) at <https://app.inventech.co.th/BAM154672R/#/homepage> or scan the QR Code from Tuesday, 9 April 2024 at 8.30 hrs. onwards. Inquiries about E-Meeting System/Technical Support, please contact Call Center at Tel: 02-931-9130 from 9-22 April 2024, Monday to Friday at 8.30 - 17.30 hrs. (except public holidays).

Privacy Notice



To access the Privacy Notice in accordance with the Personal Data Protection Law, please visit www.bam.co.th or scan the QR code. In case shareholders grant proxy to another person for attending this meeting on their behalf, please notify that person of the Company's Privacy Notice.


- Translation -


18 March 2024

Subject: Invitation to the 2024 Annual General Meeting of Shareholders through electronics method

To: Shareholders of Bangkok Commercial Asset Management Public Company Limited

Enclosures:

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Agenda Item nos. 1 and 2	of the Company for the financial year ended 31 December 2023 in the form of QR Code appearing on the Notification of Meeting	
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Agenda Item no. 4	- Profile of the nominated person for election as the Company's director	22-24
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The Board of Directors of Bangkok Commercial Asset Management Public Company Limited (the “Company”) would like to invite you to attend the 2024 Annual General Meeting of Shareholders (the “Meeting”) on Monday, 22 April 2024 at 14.00 hrs. (Bangkok time) through electronic media according to the Emergency Decree on Electronic Meeting B.E.2563 (2020) (by electronics method only) to consider the following agenda items:

Agenda 1 To acknowledge the report of the Company's business operations for the year 2023

Fact and Rationale: The Company has prepared its business operations report, including the sustainability report relating to Environmental, Social, and Governance (ESG), which are disclosed in the Form 56-1 One Report for the year 2023 in the form of QR Code, as shown in the Notification of Meeting.

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose to the Meeting to acknowledge the Company's business operations for the year 2023 disclosed in the Form 56-1 One Report.

Voting: This matter is for acknowledgment. Therefore, voting is not required.

Agenda 2 To Consider and approve the Statements of Financial Position and the Statements of Comprehensive Income for the year ended 31 December 2023

Fact and Rationale: To comply with Sections 112 and 113 of the Public Limited Company Act B.E. 2535 (1992) (as amended), and Article 44 of the Company's Articles of Association, the Company prepared the Statements of Financial Position and the Statements of Comprehensive Income for the year ended 31 December 2023, which were audited by the EY Office Company Limited, reviewed by the Company's Audit Committee, and approved by the Board of Directors' Meeting No. 3/2024 on 23 February 2024 that they were correct. Therefore, the Board of Directors deemed it appropriate to propose the Statements of Financial Position and the Statements of Comprehensive Income for the year ended 31 December 2023 to the Meeting for approval as detailed in the Form 56-1 One Report for the year 2023 in the form of QR Code as shown in the Notification of Meeting.

Opinion of the Audit Committee: The Audit Committee reviewed the Statements of Financial Position and the Statements of Comprehensive Income for the year ended 31 December 2023, which were audited and signed by a certified public accountant under the EY Office Company Limited. It was deemed appropriate to present to the Board of Directors to propose to the Meeting to consider the Financial Statements for the year ended 31 December 2023.

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose to the Meeting to consider and approve the Statements of Financial Position and the Statements of Comprehensive Income for the year ended 31 December 2023.

A key summary of financial statements in comparison with the previous year

Financial Statements

Items	THB (million)	
	Year 2023	Year 2022
Total assets	137,314.50	132,804.57
Total liabilities	93,685.30	89,096.56
Shareholder's equity	43,629.20	43,708.01
Total revenue	12,004.59	12,780.63
Profit for the year	1,534.50	2,724.76
Earnings per share - attributable to Equity holders of the Company	0.47	0.84

Voting: To approve this matter, a resolution must be passed by a majority vote of the shareholders who attend the meeting and cast their votes.

Agenda 3 To consider and approve profit allocation for the year ended 31 December 2023 and dividend payment

Fact and Rationale: The Company has the policy to pay dividends at the rate of not less than 40 percent of net profit after tax based on standalone financial statements and after legal reserves. Payment of dividends is subject to the Company's investment plans, conditions, and restrictions provided under its loan agreements or other relevant contracts (if any), financial conditions, and operating results, including other factors that may affect the Company. The Board of Directors of the Company may, from time to time, review and revise the dividend payment policy to be in line with the growth strategy of the Company or its subsidiaries (if any), requirements for capital and working capital, and any other factors as it may consider appropriate. The dividend paid shall not exceed the retained earnings as appearing on the Company's separate financial statements and shall be paid in accordance with relevant law.

According to the Company's financial statements, the net profit for the year 2023 was THB 1,534.50 million. Additionally, the net profit was completely allocated as a legal reserve, while no interim dividend was paid during 2023.

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose to the Meeting to approve the annual dividend payment of the Company for the year 2023 at the rate of THB 0.38 per share (subject to any applicable withholding tax) for 3,232,042,300 shares, totaling THB 1,228,176,074.00 or equivalent to 80.04 percent of the net profit of the financial statements of the Company payable from the Company's net profit, which had already been paid a corporate income tax rate at 20%. This complies with the Company's dividend payment policy. An individual shareholder may apply for a tax credit from the annual dividend payment in accordance with Section 47 bis of the Revenue Code.

Dividend Payment Comparison

	Year 2023 (Proposed)	Year 2022	Year 2021
Net Profit (THB: million)	1,534.50	2,724.76	2,600.22
Number of Shares (million)	3,232.04	3,232.04	3,232.04
Dividend Payment Per Share (THB)	0.38	0.55	0.55
Total Paid Dividend (THB: million)	1,228.18	1,777.62	1,777.62

The Company has set the record date to determine the names of shareholders who are entitled to receive the dividend on Tuesday, 30 April 2024, and the dividend will be paid on Tuesday, 21 May 2024.

However, the right to receive the dividend payment remains uncertain until the shareholders approve it at this 2024 Annual General Meeting of Shareholders.

Voting: To approve this matter, a resolution must be passed by a majority vote of the shareholders who attend the meeting and cast their votes.

Agenda 4 To consider the election of the directors to replace those who retire by rotation

Fact and Rationale: In accordance with Section 70 of the Public Limited Company Act B.E. 2535 (1992) (as amended) and Article 17 of the Company's Articles of Association, the director shall be appointed by shareholders' meeting in accordance with the specified criteria and procedure. Moreover, Section 71 of the Public Limited Company Act B.E. 2535 (1992) (as amended) and Article 18 of the Company's Articles of Association stipulated that one-third of the Company's directors shall be retired by rotation at the event of each Annual General Meeting of Shareholders. If the number of directors cannot be equally divided into three parts, the number of directors closest to one-third shall retire. Still, the retired directors would be eligible for re-election.

At this 2024 Annual General Meeting of Shareholders, there are four directors who are due to retire by rotation, the names of which are as follows:

- | | |
|-------------------------------|-----------------------------------|
| 1. Mrs. Tongurai Limpiti | Chairman / Non-Executive Director |
| 2. Mr. Satorn Topothai | Director / Non-Executive Director |
| 3. Mr. Vasant Thienhom | Director / Independent Director |
| 4. Mrs. Maneerat Srisaovajati | Director / Independent Director |

The Company announced on its website from 16 October 2023 to 30 November 2023 to invite the shareholders to nominate qualified persons to be elected as directors according to the Company's criteria. The Company also invited the shareholders by an announcement through the electronics channel of the Stock Exchange of Thailand on 12 October 2023. However, it appeared that on the expiration of the time specified no shareholders nominated any candidates for election as the Company's directors.

Opinion of the Nomination and Remuneration Committee: The Nomination and Remuneration Committee (excluding the directors with related interest) considered qualified candidates to be nominated for election as directors of the Company based on their qualifications, expertise, ability to freely express opinion, experience, and performance of such persons, as well as the continuous service as a director. This time, all due to retired directors are fully qualified directors and do not have prohibited characteristics as specified by the law. They all have experience and knowledge, which suits the Company's business operations well. Additionally, they all express their opinion independently, which is beneficial to the Company. They all have performed their duties responsibly, with caution, and with honesty, as well as using knowledge, abilities, and experiences in providing comments and suggestions that are beneficial to the Board and Management as well. In addition, the two independent directors due to retire by rotation this time have continuous terms of office not exceeding 9 years, which is in line with the corporate governance principles, and it is accepted that their independence is sufficient.

All four retiring directors have knowledge, experience, and specific expertise in line with the Board Skill Matrix. Mrs. Tongurai Limpiti has been the Chairperson of the Board of Directors with excellent manners and has received recognition from all directors. She also possesses finance, accounting, business management, and innovation skills. Mrs. Tongurai Limpiti also has past working experience in executive positions at the Bank of Thailand, and as a director of the listed companies and large financial institutions. Mr. Satorn Topothai specializes in business administration and law, understands the nature of the Company's business, and continues to provide useful legal advice beneficial to the Company. Mr. Vasant Thienhom currently holds the position of independent director and Chairman of the Audit Committee and acts independently when it comes to his duty. He also has knowledge and expertise in regulatory rules, experience, and recognition in working in regulatory agencies.

However, the Company was informed by Mrs. Maneerat Srisaovajati of her intention not to extend the term of office due to personal reasons. Therefore, the Nomination and Remuneration Committee selected a qualified person to fill the position of replacement director to propose to the shareholders' meeting by allowing shareholders to nominate a qualified person and inviting any board members to nominate individuals to be considered for election. The Nomination and Remuneration Committee also considered the list of persons from the directors' pool of the State Enterprise Policy Office (SEPO) and the Thai Institute of Directors Association (IOD).

The Nomination and Remuneration Committee carefully considered the proportion of independent directors, consecutive terms of service, gender diversity, and the overall Board Skill Matrix. To ensure smooth continuity of the business operation and for the Company's best interests, the Nomination and Remuneration Committee then viewed that all three retiring directors, 1) Mrs. Tongurai Limpiti, 2) Mr. Satorn Topothai, and 3) Mr. Vasant Thienhom, are qualified and suitable for re-election to be the Company's directors for another term of office. The Nomination and Remuneration Committee also proposed Mrs. Sirivipa Supantanet, who is an expert in finance and accounting, law, business administration (human resources management), and governance, risk and compliance (GRC), to be elected as a new director replacing Mrs. Maneerat Srisaovajati. The Committee believes that having Mrs. Sirivipa Supantanet as an independent director would fulfill the Board Skill Matrix of the Company perfectly.

Opinion of the Board of Directors: The Board of Directors (excluding the directors with related interest) considered the recommendation of the Nomination and Remuneration Committee, taking into consideration the appropriateness and the best interests of the Company, and viewed that all three the aforementioned directors, who are due to retire by rotation and a newly nominated person, Mrs. Sirivipa Supantanet, have all of the required qualifications and do not possess any prohibited characteristics prescribed by law. They are expert, knowledgeable, competent, and independent, having a clear vision and extensive experience aligned with the Company's strategy. The Board of Directors, therefore, considered and viewed that the two persons nominated as independent directors are qualified in accordance with relevant laws and the requirements relating to the Company's Independent Director Definition.

With all the above mentioned, the Board of Directors deemed it appropriate to propose to the Meeting to re-elect all three retiring directors, 1) Mrs. Tongurai Limpiti, 2) Mr. Satorn Topothai, and 3) Mr. Vasant Thienhom to be the Company's director for another term of office, and to elect the nominated person, Mrs. Sirivipa Supantanet, to be the Company's director. This is in accordance with the criteria for nomination of the Company's director. Profiles of the retiring directors to be re-elected as the Company's directors for another term of office and of the nominated person to be elected as the Company's director are set out in Enclosure 1.

Voting: To approve this matter, a resolution must be passed in accordance with the criteria and procedures described in Article 17 of the Company's Articles of Association as follows:

- (1) Each shareholder shall have one vote for each share held.
- (2) Each shareholder shall cast votes to elect one or several directors up to the number of directors to be elected at such meeting.
- (3) In case of electing several directors, each shareholder shall cast votes in the number held by him to elect each of the directors and shall not divide his votes and allocate them to any particular candidates.
- (4) The candidates shall be ranked in order descending from the highest number of votes received to the lowest and shall be appointed as directors in that order until the required number of directors to be elected is met. Where the votes cast for candidates in descending order are tied, the chairman of the meeting shall have a casting vote so that the required number of directors to be elected is met.

However, to comply with the principles of good corporate governance and best practices of listed companies, voting in this agenda will be done individually. Each nominated director must receive more than half of the votes of the shareholders who attend the meeting and vote.

Agenda 5 To consider the determination of the directors' remuneration for the year 2024

Fact and Rationale: The Company has a policy to consider the remuneration structure of directors every year, considering factors such as current economic conditions, the company's business and performance, market and industry trends, the duties and responsibilities of the Board, and relevant rules and regulations, and then propose it for approval at the Annual General Meeting of Shareholders.

Opinion of the Nomination and Remuneration Committee: The Nomination and Remuneration Committee considered and viewed that the current directors' remuneration was just adjusted and approved by the Shareholders' Meeting in 2023 and it is still appropriate referring to the study results of TRIS Corporation Co., Ltd. (independent external consultant), benchmarking and peer comparison, and studying information from Directors Compensation Survey of Thai Institute of Directors (IOD), as well as considering the roles and responsibilities of the Board and its sub-committees, and the current economic conditions in the Company's business sector which have not changed significantly compared to 2023. Therefore, the Nomination and Remuneration Committee deemed it appropriate to propose to the Board of Directors to further propose to the Meeting to approve the directors' remuneration for the year 2024 at the same rate as 2023's, with the following details:

1. Monetary Remuneration

(1) Meeting Allowance

Comparison between 2024 (proposed year) and 2023 meeting allowance

Position	Meeting Allowance	
	Year 2024 (Proposed Year)	Year 2023
Board of Directors		
Chairman	Baht 72,000 per month ^{1,2}	Baht 72,000 per month ^{1,2}
Vice Chairman	Baht 49,000 per month ^{1,2}	Baht 49,000 per month ^{1,2}
Director	Baht 33,000 per month ^{1,2}	Baht 33,000 per month ^{1,2}
Executive Committee		
Chairman	Baht 32,500 per meeting and not exceeding Baht 65,000 per month ^{1,3}	Baht 32,500 per meeting and not exceeding Baht 65,000 per month ^{1,3}
Member	Baht 16,500 per meeting and not exceeding Baht 33,000 per month ^{1,3}	Baht 16,500 per meeting and not exceeding Baht 33,000 per month ^{1,3}
Audit Committee		
Chairman	Baht 41,000 per meeting ^{1,4}	Baht 41,000 per meeting ^{1,4}
Member	Baht 33,000 per meeting ^{1,4}	Baht 33,000 per meeting ^{1,4}
Risk Oversight Committee		
Chairman	Baht 14,000 per meeting ^{1,3,4}	Baht 14,000 per meeting ^{1,3,4}
Member	Baht 11,000 per meeting ^{1,3,4}	Baht 11,000 per meeting ^{1,3,4}
Corporate Governance for Sustainability Committee		
Chairman	Baht 14,000 per meeting ^{1,3,4}	Baht 14,000 per meeting ^{1,3,4}
Member	Baht 11,000 per meeting ^{1,3,4}	Baht 11,000 per meeting ^{1,3,4}

Position	Meeting Allowance	
	Year 2024 (Proposed Year)	Year 2023
Nomination and Remuneration Committee		
Chairman	Baht 14,000 per meeting ^{1, 3, 4}	Baht 14,000 per meeting ^{1, 3, 4}
Member	Baht 11,000 per meeting ^{1, 3, 4}	Baht 11,000 per meeting ^{1, 3, 4}
Technology Committee		
Chairman	Baht 14,000 per meeting ^{1, 3, 4}	Baht 14,000 per meeting ^{1, 3, 4}
Member	Baht 11,000 per meeting ^{1, 3, 4}	Baht 11,000 per meeting ^{1, 3, 4}
Other Sub-committees or Ad Hoc Committees		
Chairman	Baht 14,000 per meeting ^{1, 3, 4}	Baht 14,000 per meeting ^{1, 3, 4}
Member	Baht 11,000 per meeting ^{1, 3, 4}	Baht 11,000 per meeting ^{1, 3, 4}

Note:

- ¹ Meeting allowance is paid only to directors attending the meeting.
- ² The meetings held more than once a month shall be paid only for one meeting.
- ³ Only for the director who does not hold the executive position and does not receive monthly remuneration.
- ⁴ Meeting allowance payment shall not exceed once a month. In the event of a reasonable reason, it may be considered paying for more than 1 meeting per month but must not exceed 16 meetings per year.

(2) Directors' bonus for the 2023 operating results shall be paid at the rate of 0.25 percent of the dividend and not exceeding Baht 5,000,000, the same rate as the directors' bonus for the 2022 operating results, which the Board of Directors shall be authorized to determine the allocation of such bonus to each director.

2. Other Non-Monetary Remuneration

None (same as the year 2023)

Opinion of the Board of Directors: The Board of Directors, with the recommendation of the Nomination and Remuneration Committee, considered the matter by taking into consideration the duties and responsibilities of the Board of Directors and its subcommittees as well as the current business operating results of the Company, the appropriateness when benchmarking with the Company's business sector, along with relevant economic and industry conditions. Therefore, the Board of Directors deemed it appropriate to propose to the Meeting to approve the directors' remuneration for the year 2024 as proposed above.

Voting: To approve this matter, a resolution must be passed by the vote of not less than two-thirds of the total votes of shareholders attending the meeting.

Agenda 6 To consider the appointment of the auditor for the year 2024 and the determination of the audit fee

Fact and Rationale: To comply with Section 120 of the Public Limited Company Act B.E. 2535 (1992) (as amended) and Article 47 of the Company's Articles of Association, which stipulates that the Annual General Meeting of Shareholders shall elect the auditor and fix the audit fee. The retiring auditor may be re-elected. The auditor shall not be the Company's director, staff member or employee, or a person with any position in the Company. The appointment of the auditor shall be on a rotation basis pursuant to the criteria prescribed by the securities and exchange law and/or other relevant laws.

Opinion of the Board of Directors: The Board of Directors, as proposed by the Audit Committee, considered the auditor from experience, standard, and working efficiency, including expertise in auditing, the independence of auditors, and auditors' fee, as well as the work of the auditors of EY Office Limited (the "EY Office") in 2023 to be satisfactory. The proposed auditors are knowledgeable and have a sophisticated understanding of the Company's business, as well as experience and expertise in auditing. Therefore, the Board of Directors deemed it appropriate to propose to the Meeting to consider and approve as follows:

1) Appoint either one of the following auditors of the EY Office to be the Company's auditor for the financial year ended 31 December 2024 (If approved, it will be the fifth consecutive year).

- | | |
|--|--------------------------------------|
| 1. Miss Ratana Jala | Certified Public Accountant No. 3734 |
| 2. Miss Somjai Khunapasut ¹ | Certified Public Accountant No. 4499 |
| 3. Miss Rachada Yongsawadvanich | Certified Public Accountant No. 4951 |
| 4. Mrs. Saranya Pludsri ² | Certified Public Accountant No. 6768 |

Note: ¹ Miss Somjai Khunapasut was the auditor responsible for auditing and expressing opinions on the Company's Financial Statements for 2020-2023.

² Mrs. Saranya Pludsri Is an additional certified auditor to be proposed for the first year.

If the Meeting approves this agenda item, it will be the fifth consecutive year for the auditor from the EY Office to be the Company's auditor. Each auditor's profile is shown in Enclosure 2.

The aforementioned auditors are not directors, staff, or employees of the Company, nor do they hold any position in the Company. In addition, the proposed auditors and the EY Office do not have any relationship with or interest in the Company, including its management, major shareholders, or any of its related persons, which may affect the independent performance of the EY Office and auditors.

2) If the aforementioned auditors are unable to perform their duties, the EY Office may procure another auditor to audit and express opinions on the Financial Statements of the Company in place of the aforementioned auditors. Such auditors shall perform their duties according to the Company's Articles of Association.

3) Determine the audit fee for the year 2024 in the amount of THB 7,980,000. The proposed audit fee is the same rate as 2023's. Furthermore, for the year 2023, there was no non-audit fee which was paid to the auditors.

The above-mentioned proposed audit fee is duly for the Company self, and there is no audit fee to be paid to subsidiary as the Company has no subsidiary.

The Board of Directors shall ensure the Company can prepare financial statements on time.

Voting: To approve this matter, a resolution must be passed by a majority vote of the shareholders who attend the meeting and cast their votes.

Agenda 7 To consider and approve a 1-year extension of the issuance and offering of the Company's previously approved debentures limit for the year 2023-2024 in the remaining amount of THB 22,300 million with the extension terminating on 31 December 2025, and the issuance and offering of the Company's debentures for the year 2024-2025 in the additional amount of not exceeding THB 10,000 million

Fact and Rationale: Issuance and offering of debentures is to be utilized as the Company's working capital and/or for the business needs and/or business expansion, including debt repayment (refinance) to reduce financial costs, or for other purposes as the Board of Directors deems appropriate.

The 2023 Annual General Meeting of Shareholders approved the issuance and offering of the Company's debenture for the year 2023-2024 in the amount of not exceeding THB 25,000 million. In the year 2023-2024, the Company has issued and offered the debenture for this period as necessary with the amount of only THB 2,700 million, there is still THB 22,300 million remaining in the credit line. Therefore, it is considered appropriate to propose extending the period for using the credit line for issuance and offering of the Company's debenture for the year 2023-2024 for another year. The remaining amount is proposed to expire on 31 December 2025, with all the same terms and conditions as approved by the 2023 Annual General Meeting of Shareholders on 24 April 2023 - *Agenda No.8 To consider and approve the issuance and offering of the Company's debentures for the year 2023-2024. Enclosure No. 3*

Moreover, the Company intends to issue and offer debentures for the year 2024-2025 in the additional amount of not exceeding THB 10,000 million by gradually issuing such debentures as deemed appropriate (the proposed amount for 2024-2025 reflects the remaining credit line of THB 22,300 million from the proposed one-year extension of the Company's debenture as mentioned above).

Details of the proposed debentures to be issued and offered in 2024-2025

Objectives	For working capital and/or business operation and/or expansion of the Company's business including debt repayment (refinance) to reduce financial costs or other purposes as deemed appropriate by the Board of Directors.
Types of Debentures	All types and all kinds of debentures (excluding convertible debentures) which can be subordinated or unsubordinated, characterized as amortizing or bullet, secured or unsecured, with or without debenture holders' representative, subject to the prevailing market conditions at the time of issuance and offering of the relevant debentures and to other relevant factors.
Total Value of Debentures	Not exceeding Baht 10,000 Million (Ten Thousand Million Baht)
Currency	Thai Baht (THB)
Offering	Debentures may be issued and domestically offered to specific investors and/or institutional investors and/or high-net-worth investors totally or partly and/or the public in one or several tranches and/or as project and/or on a revolving basis in accordance with the relevant regulations of the Securities and Exchange Commission, Thailand and/or the Office of the SEC and/or other relevant regulations which are effective at the time of the issuance and offering of debentures.
Tenor	As deemed appropriate
Early Redemption	The Company may or may not have the right to redeem debentures prior to their respective maturity date subject to their respective terms and conditions at each time of issuance.
Other Conditions	Requirements, restrictions, and conditions of the debentures shall be under the authority of the Board of Directors.

In any case, the Board of Directors or individuals authorized by the Board of Directors have the authority to consider monetary amounts, interest rates, tenor, conditions, and other details of debentures as set forth above as deemed appropriate for the issuance and offering of relevant debentures.

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose to the Meeting to consider and approve as follows:

1. A 1-year extension of the issuance and offering of the Company's previously approved debenture limit for the year 2023-2024 in the remaining amount of THB 22,300 million, with the extension terminating on 31 December 2025, under the terms and conditions originally approved by the 2023 Annual General Meeting of Shareholders on 24 April 2023 – *Agenda 8 To consider and approve the issuance and offering of the Company's debentures for the year 2023-2024.*

2. The issuance and offering of the Company's debentures for the year 2024-2025 in the additional amount of not exceeding THB 10,000 million as above-mentioned details. The Company may, from time to time, gradually issue and offer such debentures as it deems fit. In addition, the Meeting shall be proposed to authorize the Board of Directors, or any person appointed by the Board of Directors to consider fixing the offering price, interest rate, tenor, conditions, and other details related to the issuance and offering of such debenture as deems fit.

Voting: To approve this matter, a resolution must be passed by the vote of not less than three-fourths of the total votes of shareholders who attend the meeting and have the right to vote.

Agenda 8 Other matters (if any)

The record date on which the Company relied to determine the names of shareholders who have the right to attend the 2024 Annual General Meeting of Shareholders was on Friday, 8 March 2024, in accordance with Section 89/26 of the Securities and Exchange Act B.E. 2535 (1992).

The Company invited shareholders to propose the matter to be included as an agenda for the 2024 Annual General Meeting of Shareholders or to nominate qualified candidates to be considered for election as the Company's directors in accordance with the good corporate governance principles on protection of shareholders' rights. Shareholders shall propose agendas or nominate candidates pursuant to the Company's criteria from 16 October 2023 to 30 November 2023. In addition, the Company published such an invitation through the Stock Exchange of Thailand's electronic channel on 12 October 2023. However, it appeared that no shareholder proposed any agenda for the Meeting or nominated any candidate to be considered for election as the Company's director.

The registration and voting counting for the 2024 Annual General Meeting of Shareholders shall be conducted by electronic system. The Company shall also invite a representative from a law firm to examine that the voting process and the Meeting is transparent, and in accordance with the law and the Company's Articles of Association, including the good corporate governance principles, to comply with the shareholders' meeting requirements of the Stock Exchange of Thailand.

Shareholders who wish to attend the meeting via the electronic system, please refer to the procedures for using the Inventech Connect Electronic Conferencing System (Enclosure 4). In case of any problems in use, shareholders can contact the hotline number 02-931-9130 (service from 9 - 22 April 2024, Monday - Friday from 8:30 - 17:30 hrs. (except public holidays)).

Shareholders may appoint either Mr. Yos Kimsawatde or Mr. Thakorn Piyapan as their proxy. The appointed independent director shall vote on each agenda as stated by the shareholder in the Proxy Form (Enclosure 5). Profiles of the independent directors are set out in Enclosure 6.

In the case that shareholders would like to appoint any person to act as their proxy, or proxy the provided independent directors to act on their behalf, shareholders must prepare the Proxy Form together with the required documents and send them to Bangkok Commercial Asset Management Public Company Limited, Office of Company Secretary, 12th Floor, No.99 Surasak Road, Silom Sub-district, Bangrak District, Bangkok 10500, or send them via electronic channel (Inventech Connect system according to the procedures in the Enclosure 3) **by 17.00 hrs. on Friday, 19 April 2024.**

Shareholders may download the Invitation to the 2024 Annual General Meeting of Shareholders, including the relevant meeting documents and Proxy Forms, at the Company's website, www.bam.co.th under the heading "Investor Relations", sub-heading "Shareholder Info", select "Shareholders' Meeting". Shareholders are encouraged to submit questions or opinions in relation to any agenda item prior to the Meeting date by emailing the Investor Relations and Shareholder Service Division at ir@bam.co.th.

Please be informed accordingly.

Yours faithfully,

-Signed by-

Mr. Weeravej Sirichatchai

Company Secretary

Office of Company Secretary

Tel. 02-267-1900 Ext. 1051

Investor Relations and Shareholder Service Division

Tel. 02-267-1900 Ext. 1701

Profiles of the nominated retiring directors for re-election as the Company's directors for another term of office

Name-Surname Mrs. Tongurai Limpiti
Age 67 years old
Nationality Thai
Current position in the Company Chairman (Non-Executive Director)



Director tenure (Year/Month) 7 years 6 months until the 2024 Annual General Meeting of Shareholders, 22 April 2024

- Appointed as a director on October 7, 2016
- Re-elected for another term of office on April 27, 2018, and on April 27, 2021

Proposed type of directorship Director (Non-Executive Director)

Number of the Company's shares held by

- ❖ Number of shares directly held by director 100,000 shares
Equivalent to 0.0031 percent of all shares with voting rights (as of 31 December 2023)
- ❖ Number of shares held by spouse and/or minor child None

Education

- Master of Business Administration (Finance, Investment and Accountancy), University of Wisconsin, Madison, USA
- Bachelor's Degree, Faculty of Commerce and Accountancy, Chulalongkorn University

Skills, Knowledge, Expertise

- Finance, Accounting, Business Administration (Human Resources) and Innovation.

Training

- The Board's Role in Mergers and Acquisition (BMA) course, class 6/2023, Thai Institute of Directors Association
- Successful Formulation & Execution of Strategy (SFE) course, class 40/2022, Thai Institute of Directors Association
- Ethical Leadership Program (ELP) course, class 23/2021, Thai Institute of Directors Association
- Board Nomination and Compensation Program (BNCP) course, class 12/2021, Thai Institute of Directors Association
- IT Governance and Cyber Resilience Program (ITG) course, class 14/2020, Thai Institute of Directors Association

Training (continue)

- Role of the Chairman Program (RCP) course, class 46 /2020,
Thai Institute of Directors Association
- Advanced Audit Committee Program (AAP) course, class 33/2019,
Thai Institute of Directors Association
- Boards that Make a Difference (BMD) course, class 3/2016,
Thai Institute of Directors Association
- Director Certification Program Update (DCPU) course, class 5/2015,
Thai Institute of Directors Association
- Director Certification Program (DCP) course, class 8/2001,
Thai Institute of Directors Association
- Advanced Management Program (AMP),
Harvard Business School, USA
- National Defense Course (NDC), Class 52,
National Defense College of Thailand
- Capital Market Academy Course (CMA), Class 12,
Capital Market Academy
- Executive Program in Energy Literacy for a Sustainable Future, Class 1,
Thailand Energy Academy
- Macroeconomic Challenges of Global Imbalances course,
London School of Economics & Political Science, England
- Certificate Course: Corporate Governance for Directors and Senior
Executives of State Enterprises and Public Organizations (PDI), Class 12,
King Prajadhipok's Institute

Work experience

❖ Current position in Bangkok Commercial Asset Management Public Company Limited

Apr. 2017 - Present	Chairman	Bangkok Commercial Asset Management
Oct. 2016 - Present	Director	Public Company Limited
Oct. 2016 - Apr. 2017	Vice Chairman	

❖ Current position at listed companies on the Stock Exchange of Thailand (3)

Apr. 2022 - Present	Chairman of the Audit Committee	Bank of Ayudhya Public Company Limited
Jan. 2020 - Present	Independent Director	
Feb. 2020 - Apr. 2022	Member of the Audit Committee	
Feb. 2020 - Apr. 2022	Member of the Risk and Compliance Committee	

Feb. 2022 - Present	Independent Director	Betagro Public Company Limited
Feb. 2022 - Present	Chairman of the Risk Management Committee	
Feb. 2022 - Present	Member of the Audit Committee	
Feb. 2022 - Present	Member of the Nomination and Remuneration Committee	
Apr. 2021 - Present	Chairman of the Investment Committee	Thai President Foods Public Company Limited
Apr. 2019 - Present	Independent Director Member of the Corporate Governance and Sustainable Development Committee	
2016 - 2018	Independent Director Chairman	AIRA Factoring Public Company Limited
❖ Current position at non-listed companies on the Stock Exchange of Thailand (9)		
Oct. 2022 - Present	Director and Treasurer	Foundation for the Blind of Thailand Under the Royal Patronage of Her Majesty the Queen
Jun. 2021 - Present	Honorary Member of Finance Committee	Srisavarindira Institute of Nursing, Thai Red Cross Society
Jun. 2021 - Present	Member of the Restructuring Committee and Administrative Committee	Chulalongkorn University
Feb. 2021 - Present	Member of the Finance and Asset Committee	Mahamakut Rajavidyalaya University
Jan. 2021 - Present	Chairman of the Investment Sub-Committee	
2021 - Present	Chairman	Opportus Company Limited
2018 - Present	Advisor	Chulalongkorn University Cancer Immunotherapy Fund
2017 - Present	Advisor	Thai Investors Association
2017 - Present	Qualified member of the Monetary and Asset Policy Committee	Srinakharinwirot University
2017 - Present	Member of Civil System Development for Promotion of Good Public Management Sub-Committee	Office of the Public Sector Development Commission

2016 - Dec. 2021	Advisor	Electronic Transactions Development Agency (ETDA)
2019 - Dec. 2019	Independent Director	CIMB Group
2018 - Dec. 2019	Advisor	SCB ABACUS
Jan. 2018 - Dec. 2019	Director Chairman of Audit Committee, Member of Corporate Governance and Social Responsibility Committee	Thai Credit Guarantee Corporation
2017 - 2019	Honorary Member of Technology and Innovation-Based Enterprise Development Fund Management Committee	Ministry of Science and Technology
2016 - 2018	President of Thrift and Credit Cooperative Ltd	Bank of Thailand
Aug. 2014 - Sep. 2016	Deputy Governor, Financial Institutions Stability	

Meeting attendance in 2023 Board of Directors 13/14 times 92.86 percent

Holding a position as a director/executive in other entities that may cause conflicts of interest or compete with the Company's businesses

- None

Family relationships between directors and executives

- None

Interests in any transaction with the Company/ Parent Company/ Subsidiaries/ Associates or any other entities that may have a conflict of interests during the past 2 years

- Not a director who participates in management, an employee, or an advisor who receives a regular salary
- Not being a professional service provider (e.g. auditor, legal advisor)
- No business relationship (e.g. buying/selling raw materials/ products/ services / lending or borrowing money)

Profiles of the nominated retiring directors for re-election as the Company's directors for another term of office

Name-Surname Mr. Satorn Topothai

Age 65 years old

Nationality Thai

Current position in the Company Director (Non-Executive Director)

Executive Committee

Member of the Nomination and Remuneration Committee

Director tenure (Year/Month) 4 years counting until the 2024 Annual General Meeting of Shareholders, April 22, 2024

- Appointed as a director on April 3, 2020

- Re-elected for another term of office on April 27, 2021

Proposed type of directorship Director (Non-Executive Director)

Number of the Company's shares held by

❖ Number of shares directly held by director None

❖ Number of shares held by spouse and/or minor child None

Education

- Master of Laws, Banking Law Studies, Boston University, USA
- Master of Business Administration, Thammasat University
- Barrister-at-Law, Institute of Legal Education, Thai Bar Association
- Bachelor of Laws, Thammasat University.

Skills, Knowledge, Expertise

- Finance, Law, Business Administration (Human Resources)

Training

- Politics and Governance in Democratic System for Top Executives Course, College of Politics and Governance, King Prajadhipok's Institute.
- Anti-Corruption Strategic Management Course for Senior Executives, Office of National Anti-Corruption Commission (NACC), Sanya Dharmasakti.

Work experience

❖ Current position in Bangkok Commercial Asset Management Public Company Limited

Aug. 2020 - Present	Member of Executive Board	Bangkok Commercial Asset
	Member of Nomination and Remuneration Committee	Management Public Company Limited
Apr. 2020 - Present	Director	



❖ Current position at listed companies on the Stock Exchange of Thailand (None)

- - -

❖ Current position at non-listed companies on the Stock Exchange of Thailand (2)

Jan. 2024 - Present	Externally qualified members of the Audit Committee	Bank of Thailand	
Oct. 2014 - Aug. 2016	Assistant Governor, Corporate Services Group		
Oct. 2020 - Present	Chairman of the Audit Committee	Financial Institutions Development	
Oct. 2020 - Present	Director	Fund (FIDF)	
2016 - Mar. 2019	President	Deposit Protection Agency	
Meeting attendance in 2023	Board of Directors	14/14 times	100 percent
	Executive Committee	42/43 times	97.67 percent
	Nomination and	13/13 times	100 percent
	Remuneration Committee		

Holding a position as a director/executive in other entities that may cause conflicts of interest or compete with the Company's businesses

- None


Family relationships between directors and executives

- None

Interests in any transaction with the Company/ Parent Company/ Subsidiaries/ Associates or any other entities that may have a conflict of interests during the past 2 years

- Not a director who participates in management, an employee, or an advisor who receives a regular salary
- Not being a professional service provider (e.g. auditor, legal advisor)
- No business relationship (e.g. buying/selling raw materials/ products/ services / lending or borrowing money)

Profiles of the nominated retiring directors for re-election as the Company's directors for another term of office

Name-Surname	Mr. Vasant Thienhom	
Age	68 years old	
Nationality	Thai	
Current position in the Company	Director (Independent Director) Chairman of the Audit Committee Chairman of the Nomination and Remuneration Committee	
Director tenure (Year/Month)	6 years 4 months until the 2024 Annual General Meeting of Shareholders, April 22, 2024 - Appointed as a director on December 1, 2017 - Re-elected for another term of office on 27 April 2021	
Proposed type of directorship	Director (Independent Director)	
Number of the Company's shares held by		
❖ Number of shares directly held by director	None	
❖ Number of shares held by spouse and/or minor child	None	
Education	- Master's Degree in Law Branch: International Banking Laws, Boston University , USA - Diploma Thai Barrister at Law, Legal Training Center of the Thai Bar Association - Bachelor's Degree, Faculty of Law (Honours), Chulalongkorn University	
Skills, Knowledge, Expertise	- Finance, Legal and GRC	
Training	- Audit Committee Program (ACP) course , class 39/2012, Thai Institute of Directors Association - Director Certification Program (DCP) course , class 3/2000, Thai Institute of Directors Association	

Work experience

❖ Current position in Bangkok Commercial Asset Management Public Company Limited

Dec. 2017 - Present	Independent Director	Bangkok Commercial Asset
	Chairman of the Audit Committee	Management Public Company Limited
	Chairman of the Nomination and	
	Remuneration Committee	

❖ Current position at listed companies on the Stock Exchange of Thailand (1)

Dec. 2021 - Present	Independent Director	Millennium Group Corporation (Asia)
	Chairman of the Audit Committee	Public Company Limited

❖ Current position at non-listed companies on the Stock Exchange of Thailand (None)

2016 - 2023	Consultants and Specialist	The Securities and Exchange Commission
2011 - 2015	Deputy Secretary General	
Apr. 2000 - Jul. 2012	Honorary Director (Finance)	
	of the Securities and Exchange	
	Commission	

May 2020 - Sep. 2020	Chairman of the Audit Committee	Thai Credit Guarantee Corporation
Jun. 2019 - Sep. 2020	Member of the Nomination and	(TCG)
	Remuneration Committee	
May 2019 - May 2020	Chairman of the Good Corporate	
	Governance and Social	
	Responsibility Committee	
Apr. 2019 - May 2020	Member of the Audit Committee	
Nov. 2017 - Sep. 2020	Director	

Meeting attendance in 2023	Board of Directors	14/14 times	100 percent
	Audit Committee	15/15 times	100 percent
	Nomination and	13/13 times	100 percent
	Remuneration Committee		

Holding a position as a director/executive in other entities that may cause conflicts of interest or compete with the Company's businesses

- None

Family relationships between directors and executives

- None

Interests in any transaction with the Company/ Parent Company/ Subsidiaries/ Associates or any other entities that may have a conflict of interests during the past 2 years

- Not a director who participates in management, an employee, or an advisor who receives a regular salary
- Not being a professional service provider (e.g. auditor, legal advisor)
- No business relationship (e.g. buying/selling raw materials/ products/ services / lending or borrowing money)

Profile of the nominated person for election as the Company's director

Name-Surname Mrs. Sirivipa Supantanet

Age 61 years old

Nationality Thai

Type of directors to be proposed for election Independent Director

Number of the Company's shares held by

❖ Number of shares directly held by director None

❖ Number of shares held by spouse and/or minor child None

Education

- Master of Business Administration (Major in Finance), Western Michigan University, USA.
- Bachelor's Degree, Bachelor of Accountancy (Finance major), Faculty of Commerce and Accountancy, Chulalongkorn University

Skills, Knowledge, Expertise

Finance, Accounting, Law, Business Administration (Human Resources) and GRC

Training

- Energy Science Course for Senior Executives (WPC), Class 16, Thailand Energy Academy
- Course on politics and governance in a democratic system For senior executives (Por.Por.), Class 25, King Prajadhipok's Institute
- Management science course For senior executives (B.B.S.), Class 7, National Institute of Development Administration
- Senior Executive Course Trade and Commerce (TEPCoT), Class 11, University of the Thai Chamber of Commerce
- Senior Executive Course Capital Market Academy (CMA), Class 20, Capital Market Academy
- Executive Development Program (EDP) course, class 4, Fiscal Policy Research Institute, Ministry of Finance
- Director Certification Program (DCP) Class 119 / 2009, Thai Institute of Directors Association



Work experience

❖ Current position at listed companies on the Stock Exchange of Thailand (4)

Feb. 2024 - Present	Member of the Audit and Risk Committee	Intouch Holdings Public Company Limited
Oct. 2023 - Present	Independent Director	
2023 - Present	Independent Director Member of the Audit Committee and Risk Management Committee	SCG Decor Public Company Limited
2023 - Present	Advisor	PSG Corporation Public Company Limited
2023 - Present	Advisor	Millennium Group Corporation (Asia) Public Company Limited

❖ Current position at non-listed companies on the Stock Exchange of Thailand (5)

2023 - Present	Independent Director Member of the Audit Committee	Securities Company For the Securities Business Public Company Limited
2023 - Present	Consultant on Capital Market Development and Governance of Listed Companies	Stock Exchange of Thailand
2023 - Present	Advisor to Securities Law and Regulation	Baker McKenzie Thailand (Baker McKenzie)
2023 - Present	Advisor to Securities Law and Regulation	Kiatnakin Phatra Securities Public Company Limited
2023 - Present	Advisor to the Board of Directors	Asset Pro Management Company Limited
2019 - 2023	Member of the Committee Considers Improving Laws Regarding Partnerships, Companies and Business Organizations	Office of the Council of State
2019 - 2022	Director	Capital Market Supervisory Board
2019 - 2022	Vice Chairman Chairman of the Subcommittee on Selection and Compensation	Capital Market Development Promotion Fund
2019 - 2022	Deputy Secretary-General	Securities and Exchange Commission
2017 - 2019	Assistant Secretary-General	
2019 - 2020	Director Chairman of the Audit Committee	Secondary Mortgage Corporation

Duties and responsibilities in the most recent job position

- Providing advice on fundraising by issuing and offering securities to the public and supervision of listed companies according to the Securities and Exchange Act B.E. 2535 (1992) and its amendments.
- Provide advice on corporate governance, management of large organizations, setting vision, mission, policy, and strategic planning.
- Providing advice on business and investment law, Including rules and Various practices related to the capital market.

Knowledge, abilities, and experiences are beneficial to asset management companies' business operations.

- Finance, accounting, and organization management According to the announcement of the Ministry of Finance regarding the list of names of state enterprise directors for the year 2021 (1st time), including the review of the reliability of financial statements.
- Fundraising aspect: issuing and offering securities to the public and supervising listed companies according to the Securities and Exchange Act B.E. 2535 (1992) and its amendments.
- Business and investment law merger, Including rules and various practices related to the capital market.

Holding a position as a director/executive in other entities that may cause conflicts of interest or compete with the Company's businesses

- None

Family relationships between directors and executives

- None

Interests in any transaction with the Company/ Parent Company/ Subsidiaries/ Associates or any other entities that may have a conflict of interests during the past 2 years

- Not a director who participates in management, an employee, or an advisor who receives a regular salary.
- Not being a professional service provider (e.g. auditor, legal advisor)
- No business relationship (such as buying/selling raw materials/products/services / Lending money or borrowing money)

Profiles of the nominated auditors of the Company

1. Miss Ratana Jala : Certified Public Accountant No. 3734: EY Office Company Limited

Education	- Master of Accounting, Thammasat University - Bachelor of Accounting, Chiang Mai University
Qualification	- Certified Public Accountant Federation of Accounting Professions under royal patronage - Authorized Auditor of the Office of the Securities and Exchange Commission - Member of the Federation of Accounting Professions under royal patronage - Member of the Financial Reporting Standards Working Group Group of financial instruments of the Federation of Accounting Professions (Representatives from EY) - The Kellogg Account Leadership Program
Current position	- Country Manager Partner, EY Office Company Limited
Work experience	- 2023 - Present Country Manager Partner, EY Office Company Limited - 1999 - Present Partner, EY Office Company Limited - 1986 - Present EY Office Company Limited
Professional experience	- Have experience in auditing accounts, business financial and accounting consulting of various types, both companies listed on the Stock Exchange of Thailand and other limited companies as well as multinational companies
Period of being an auditor for BAM	- Appointed as the Company's auditor from 2020 - 2023, a total of 4 years
Relationship or interest with the Company/executive / Major shareholder or related people	None

2. Miss Somjai Khunapasut: Certified Public Accountant No. 4499: EY Office Company Limited

Education	- Master's degree in accounting, Thammasat University - Bachelor's degree in accounting, Chulalongkorn University
Qualification	- Certified Public Accountant Federation of Accounting Professions under royal patronage - Authorized Auditor of the Office of the Securities and Exchange Commission - Member of the Federation of Accounting Professions Under the Royal Patronage
Current position	- Partner, EY Office Company Limited
Work experience	- 2005 - Present Partner, EY Office Company Limited - 1992 - Present EY Office Company Limited
Professional experience	- Expert in risk management related to financial reporting standards and financial instruments group.
Period of being an auditor for BAM	- responsible for auditing the Company's accounts and expressing opinions on the Company's financial statements from 2020 - 2023, a total of 4 years
Relationship or interest with the Company/executives / Major shareholder or related people	- None

Profiles of the nominated auditors of the Company

3. Miss Rachada Yongsawadvanich: Certified Public Accountant No. 4951: EY Office Company Limited

Education	<ul style="list-style-type: none"> - Master's degree, Master of Science in Finance Thammasat University - Master's degree, Master of Business Administration Assumption University - Bachelor's degree in Business Administration, Assumption University
Qualification	<ul style="list-style-type: none"> - Certified Public Accountant Federation of Accounting Professions under royal patronage - Authorized Auditor of the Office of the Securities and Exchange Commission - Member of the Federation of Accounting Professions under royal patronage
Current position	- Partner, EY Office Company Limited
Work experience	- 1991 - Present Partner, EY Office Company Limited
Professional experience	- Experience in auditing accounts, and expertise in providing business transaction services
Period of being an auditor for BAM	- Appointed as the Company's auditor from 2020 - 2023, a total of 4 years.
Relationship or interest with the Company/executives / major shareholders or related persons	None

4. Miss Saranya Pludsri: Certified Public Accountant No. 6768: Additional proposal in 2024

Education	<ul style="list-style-type: none"> - Master of Business Administration, Thammasat University - Bachelor of Accounting, Thammasat University
Qualification	<ul style="list-style-type: none"> - Certified Public Accountant Federation of Accounting Professions under royal patronage - Authorized Auditor of the Office of the Securities and Exchange Commission - Member of the Federation of Accounting Professions under royal patronage
Current position	- Partner, EY Office Company Limited
Work experience	<ul style="list-style-type: none"> - 2017 to Present Partner, EY Office Company Limited - 1996 to Present EY Office Company Limited
Professional experience	- Has experience auditing the accounts of various types of businesses, both companies listed on the Stock Exchange of Thailand and other limited companies, especially in these specific areas, i.e., banking, finance, leasing, and asset management
Period of being an auditor for BAM	- None (due to being nominated to be appointed as an additional auditor of the Company for this year 2024)
Relationship or interest with the company / executives / major shareholders or related persons	– none.

Details of the issuance and offering of debentures for the year 2023-2024
approved by the 2023 Annual General Meeting of Shareholders

The 2023 Annual General Meeting of Shareholders was held on Monday, 24 April, 2023, at agenda no. 8. Consider approving the issuance and offering of the Company's debentures for the year 2023-2024. For this matter, the meeting passed a resolution, with a vote of not less than three-thirds of the total votes of shareholders who attended the meeting and had the right to vote, approved (as the Board deemed fit) the issuance and offering of the Company's debentures for the year 2023-2024, with an amount not exceeding THB 25,000 million, and approve the delegation of authority to the Board of Directors or those assigned by the Board of Directors to have the authority to consider fixing the offering price, interest rate, tenor, conditions, and other details related to the issuance and offering of such debenture as deems fit. The details of the Company's debenture as approved at the 2023 Annual General Meeting of Shareholders are as follows:

Objectives	For working capital and/or business operation and/or expansion of the Company's business including debt repayment (refinance) to reduce financial costs or other purposes as deemed appropriate by the Board of Directors.
Types of Debentures	All types and all kinds of debentures (excluding convertible debentures) which can be subordinated or unsubordinated, characterized as amortizing or bullet, secured or unsecured, with or without debenture holders' representative, subject to the prevailing market conditions at the time of issuance and offering of the relevant debentures and to other relevant factors.
Total Value of Debentures	Not exceeding THB 25,000,000,000 (Twenty-Five Thousand Million)
Currency	Thai Baht (THB)
Offering	Debentures may be issued and domestically offered to specific investors and/or institutional investors and/or high-net-worth investors totally or partly and/or the public in one or several tranches and/or as project and/or on a revolving basis in accordance with the relevant regulations of the Securities and Exchange Commission, Thailand and/or the Office of the SEC and/or other relevant regulations which are effective at the time of the issuance and offering of debentures.
Tenor	As deemed appropriate
Early Redemption	The Company may or may not have the right to redeem debentures prior to their respective maturity date subject to their respective terms and conditions at each time of issuance.
Other Conditions	Requirements, restrictions, and conditions of the debentures shall be under the authority of the Board of Directors.

Procedures for the use of the electronic conferencing system: Inventech Connect

Shareholders and proxies wishing to attend the meeting can proceed according to the procedure for submitting the request form to attend the meeting via electronic media as follows :

Step for requesting Username & Password from via e-Request system

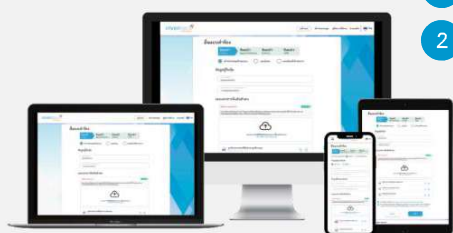
1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at

<https://app.inventech.co.th/BAM154672R/#/homepage> or scan QR Code



and follow the steps as shown

in the picture



1

Click link URL or scan QR Code in the letter invitation of Annual General Meeting

2

Choose type request for request form to 4 step

Step 1 Fill in the information shown on the registration page

Step 2 Fill in the information for verify

Step 3 Verify via OTP

Step 4 Successful transaction, The system will display information again to verify the exactitude of the information

3

Please wait for an email information detail of meeting and Password

**** Merge user accounts, please using the same email and phone number ****

2. For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available from **Tuesday, 9 April 2024 at 8.30 hrs.** and shall be closed on **Monday, 22 April 2024** Until the end of the meeting.
3. The electronic conference system will be available on **Monday, 22 April 2024 at 12.00 hrs.** (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.

Appointment of Proxy to the Company's Independent Directors

For Shareholders who authorize one of the Company's Independent Directors to attend and vote on his or her behalf, The Shareholders can submit a request to attend the meeting by Electronic Means of the specified procedures or send the proxy form together with the required documents to the Company by mail to the following address. The proxy form and required documents shall be delivered to the Company by Friday, 19 April 2024 at 17.00 hrs.

Bangkok Commercial Asset Management Public Company Limited, Head Office,
Office of Company Secretary, 12th Floor,
No.99, Surasak Road, Silom Sub-district, Bangrak District, Bangkok 10500

If you have any problems on the procedures , please contact Inventech Call Center



02-931-9130



@inventechconnect



The system available during 9 - 22 April 2024 at 8.30 - 17.30 hrs.

(Specifically excludes holidays and public holidays)

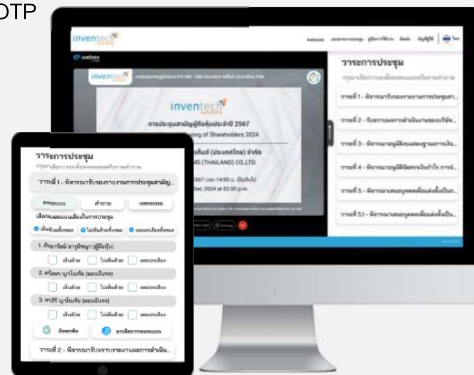


Report a problem

@inventechconnect

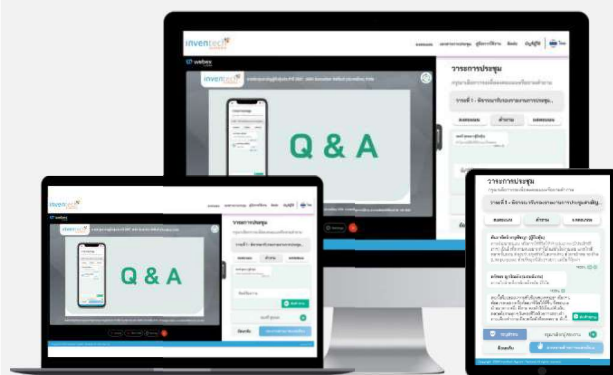
Steps for registration for attending the meeting (e-Register) and voting process (e-Voting)

- 1 Get email and password that you received from your email or request OTP
- 2 Click on "Register" button, the system has already registered and counted as a quorum.
- 3 Click on "Join Attendance", Then click on "Join Meeting" button
- 4 Select which agenda that you want to vote
- 5 Click on "Vote" button
- 6 Click the voting button as you choose
- 7 The system will display status your latest vote



To cancel the last vote, please press the button "Cancel latest vote (This means that your most recent vote will be equal to not voting, or your vote will be determined by the agenda result)". Shareholders can conduct a review of the votes on an agenda basis when the voting results for that agenda are closed.

Step to ask questions via Inventech Connect



- Select which agenda
- Click on "Question" button
- 1 Ask a question
 - Type the question then click "Send"
- 2 Ask the question via video
 - Click on "Conference"
 - Click on "OK" for confirm your queue
 - Please wait for the queue for you then you can open the microphone and camera

How to use Inventech Connect



User Manual e-Request



User Manual e-Voting

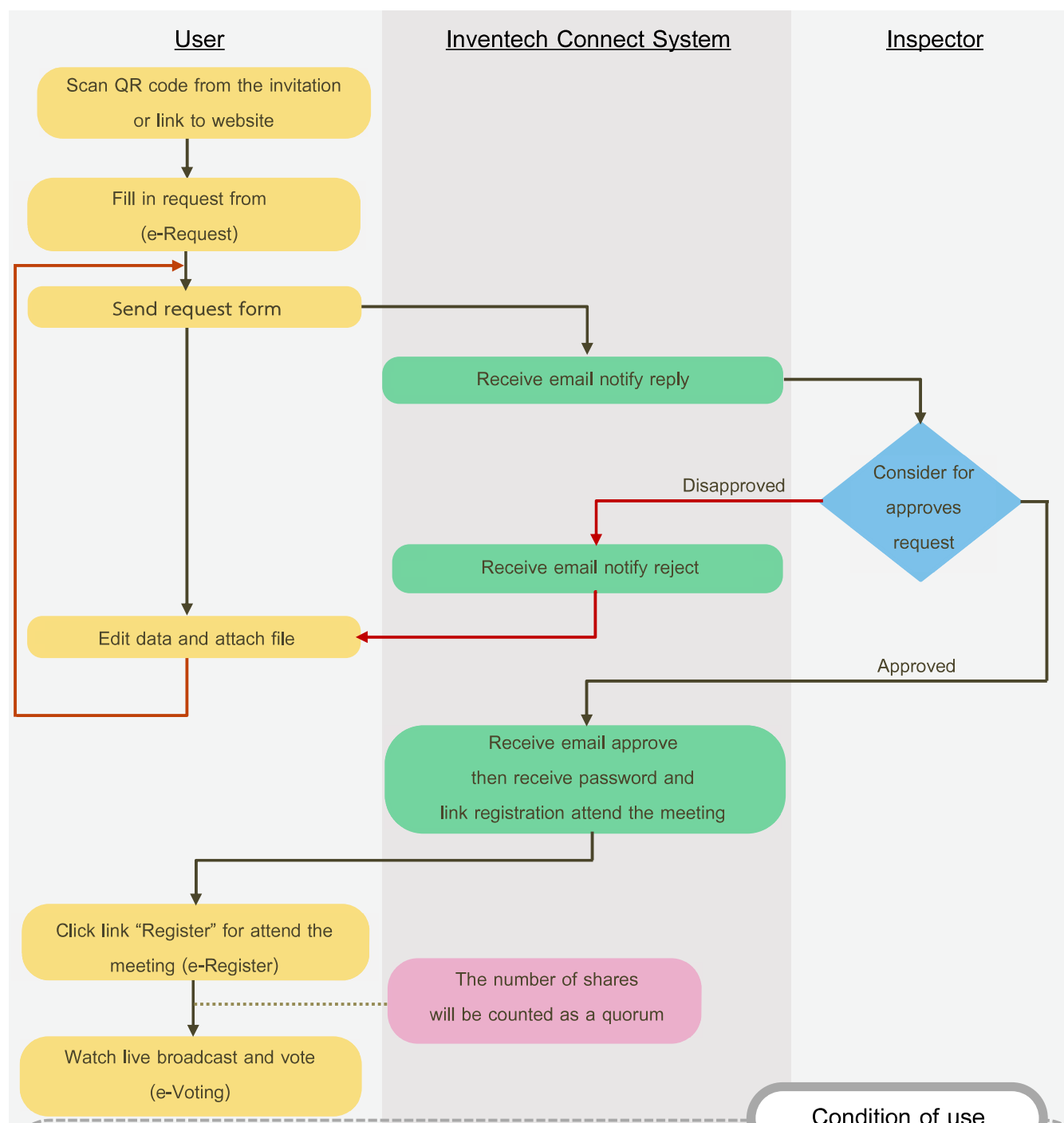


Video of using Inventech Connect

* Note Operation of the electronic conferencing system and Inventech Connect systems. Check internet of shareholder or proxy include equipment and/or program that can use for best performance. Please use equipment and/or program as the follows to use systems.

1. Internet speed requirements
 - High-Definition Video: Must be have internet speed at 2.5 Mbps (Speed internet that recommend).
 - High Quality Video: Must be have internet speed at 1.0 Mbps.
 - Standard Quality Video: Must be have internet speed at 0.5 Mbps.
2. Equipment requirements.
 - Smartphone/Tablet that use IOS or android OS.
 - PC/Laptop that use Windows or Mac OS.
3. Requirement Browser Chrome (Recommend) / Safari / Microsoft Edge **** The system does not supported internet explorer.**

Guidelines for attending of Electronic Meeting



Condition of use

In case Merge account/change account

In case filing request multiple by using the same email and phone number, the systems will merge account or in case user has more than 1 account, you can click on "Change account" and the previous account will still count the base in the meeting.

In case Exit the meeting

Attendees can click on "Register for exit the quorum", the systems will be number of your shares out from the meeting base.

Documents or evidence required to be presented for meeting attendance register

Shareholders or proxies wishing to attend the meeting via electronic media (E-Meeting) must submit the meeting attendance request form (e-Request) by following "Procedures for the use of the electronic conferencing system, Inventech Connect." If the submitted documents are incomplete, incorrect, or in compliance with the requirements stated herein, the Company reserves the right to reject the registration.

Documents required to Attend the Meeting via Electronic Media (E-Meeting)

It is important that the submitted documents be substantially clear, especially in those areas regarding the identity of shareholders, proxies, and proxy holders. Moreover, all critical parts must also not fade or stain.

(1) Natural Person

● **Shareholders attending the e-meeting in person**

A. Shareholder with Thai nationality:

- Copy of valid official documents issued by government authorities, e.g., the identification card, government officer identification card, driving license, or state enterprises officer identification card. In case of a change of name or surname, supporting documents are required.

B. Shareholder with other nationality:

- A copy of the shareholder's passport with a certified true copy. If the passport copy is displayed in languages other than Thai or English, a certified English translation version enough to identify shareholders is required.

● **Appointing a proxy holder to attend the meeting on your behalf**

A. Shareholder with Thai nationality:

- A copy of valid official documents issued by government authorities, e.g., an identification card, a government officer identification card, a driving license, or a state enterprise officer identification card. Supporting documents are required in case of a change of name or surname. (This requirement shall be applied to both shareholders or proxy holders).
- Proxy form A or form B (Enclosure no.4) is completely filled out and signed by the shareholder and the proxy holder, and Baht 20 of stamp duty is affixed.

B. Shareholder with other nationality:

- A copy of the shareholder's passport with a certified true copy. If the passport copy is displayed in languages other than Thai or English, a certified English translation version enough to identify shareholders is required.
- A proxy form that was completely filled out and signed by the shareholder and the proxy holder, and Baht 20 of stamp duty was affixed.

(2) Juristic Person

● **Shareholder representative (authorized director) attending the meeting**

A. Juristic person registered in Thailand:

- A within-one-year-prior-issued Company's affidavit with a certified true copy by authorized persons. In case of a change of name or surname, supporting documents are required.
- A copy of a valid official document issued by government authorities, e.g., the identification card, government officer identification card, driving license, state enterprises officer identification card, or passport (in case of the director holding foreign nationality) of the authorized director. Supporting documents are required in case of a change of name or surname.

B. Juristic person registered outside of Thailand:

- The company's affidavit and certificate of incorporation (within one year) show the name and authorized person of the juristic person, including the condition and limitation to sign on behalf of the juristic person and its head office.
- Copy of valid official document issued by government authorities, e.g., the identification card, government officer identification card, driving license, state enterprises officer identification card, or passport (in case of the authorized person who signed on behalf of the juristic person holding foreign nationality) of the authorized director. In addition, supporting documents are required in case of a change of name or surname, and if such document is displayed in languages other than Thai or English, a certified English translation version is required to identify shareholders.

● **Appointing a proxy holder to attend the meeting on behalf of the juristic person**

A. Juristic person registered in Thailand:

- The company's affidavit issued within one year by the Department of Business Development, Ministry of Commerce, with a certified true copy by an authorized person. Supporting documents are required in case of a change of name or surname.
- Copy of valid official document issued by government authorities, e.g., the identification card, government officer identification card, driving license, state enterprises officer identification card, or passport (in case of the authorized person who signed on behalf of the juristic person holding foreign nationality) of the authorized director who granted the proxy and signed in the Proxy Form. A certified true copy by an authorized person is required. Further, supporting documents are also needed in case of a change of name or surname.

- Copy of valid official documents issued by government authorities, e.g., the identification card, government officer identification card, driving license, state enterprises officer identification card, or passport (in case of proxy holder holding foreign nationality) of proxy holder. A certified true copy by an authorized person is required. Further, supporting documents are also required in case of a change of name or surname.
- The proxy form is completely filled out and signed by an authorized person of the juristic person as the proxy grantor and the proxy holder and affixed Baht 20 of stamp duty.

B. Juristic person registered outside of Thailand:

- The company's affidavit and certificate of incorporation (within one year) must show the name and authorized person of the juristic person, including the condition and limitation to sign on behalf of the juristic person and its head office. A certified true copy by an authorized person is required. Further, supporting documents are also required in case of a change of name or surname.
- A copy of a valid official document issued by government authorities with a certified true copy, e.g., the identification card, government officer identification card, driving license, state enterprises officer identification card, or passport (in case of the authorized person who signed on behalf of the juristic person holding foreign nationality) of the authorized director. A certified English translation version is required to identify shareholders if such a document is displayed in languages other than Thai or English.
- Copy of valid official document issued by government authorities with certified true copy, e.g., the identification card, government officer identification card, driving license, state enterprises officer identification card, or passport (in case of proxy holder holding foreign nationality) of proxy holder.
- The Proxy Form is completely filled and signed by an authorized person of the juristic person as the proxy grantor and the proxy holder and affixed Baht 20 of stamp duty.

● Custodian

- Custodian's company affidavit with a certified true copy by an authorized person.
- Letter certifying or a copy of custodian license to operate Custodian business with a certified true copy by an authorized person.
- Copy of valid official document issued by government authorities, e.g., the identification card, government officer identification card, driving license, state enterprises officer identification card, or passport (in case of the authorized person who signed on behalf of the juristic person holding foreign nationality) of the authorized person who acts on behalf of the Custodian.

- Power of Attorney by shareholder authorizing the Custodian to sign the proxy form on their behalf.
- A copy of a valid official document issued by government authorities, e.g., the proxy holder's identification card, government officer identification card, driving license, state enterprises officer identification card, or passport (in case of the proxy holder holding foreign nationality). Supporting documents are also required in case of a change of name or surname.
- The proxy form C is completely filled out and signed by an authorized person of the juristic person as the proxy grantor and the proxy holder and affixed Baht 20 of stamp duty.

Note

- (1) The holder of an identification card or passport must certify that the copy is true and correct.
- (2) The authorized director of the juristic person registered in Thailand must certify a copy of the company's affidavit as true and correct.
- (3) The company's affidavit and certificate of incorporation, which is issued outside of Thailand by the juristic person registered outside of Thailand, and a copy of said document shall be certified true and correct by the Custodian's authorized person or a notary public or Thai embassy or Thai consular in the country which the document is prepared (not exceed one year until meeting day). Suppose such a document is in a foreign language that is not English. In that case, it must be translated into Thai or English and certified as a true and correct translation by the authorized person of the juristic person.
- (4) If there is any argument regarding proxy legitimacy, the chairman of the Board of Directors or any authorized person entrusted by the chairman of the Board of Directors shall make the decision.
- (5) The right to attend the meeting shall be reserved for the shareholder/proxy holder who has the correct and complete document only. In addition, the Company will facilitate affixing the stamp duty on the meeting day.

Duty Stamp
Baht 20

Proxy Form A
(General Proxy Form (simple form))

Written at.....

Date..... Month.....year.....

(1) I/We.....Nationality.....
residing at..... Road.....Sub-district.....
District.....Province.....Postal code.....

(2) Being a shareholder of Bangkok Commercial Asset Management Public Company Limited ("the Company")
holding a total amount of.....shares, and have the right to vote equal to.....votes
as follows;

Ordinary share.....shares, and have the right to vote equal to.....votes

Preferred share.....shares, and have the right to vote equal to.....votes

(3) Do hereby appoint either of the following person:

- ☐ 1. Mr. Yos Kimsawatde, Independent Director, Chairman of the Technology Committee, Member of the Audit Committee and Member of the Corporate Governance for Sustainability Committee, 69 years old, residing at No.99, Surasak Road, Silom Sub-district, Bangrak District, Bangkok 10500 or;
- ☐ 2. Mr. Thakorn Piyapan, Independent Director, Member of the Risk Oversight Committee and Member of the Nomination and Remuneration Committee, 52 years old, residing at No.99, Surasak Road, Silom Sub-district, Bangrak District, Bangkok 10500 or;
- ☐ 3. Age years
residing at Road Sub-district
District Province Postal code

Anyone of them as my/our proxy to attend and vote on my/our behalf at the **2024 Annual General Meeting of Shareholders (the "Meeting")** to be held on **Monday, 22 April 2024 at 14.00 hrs.** through electronic media according to the Emergency Decree on Electronic Meeting B.E. 2563 (2020), or such other date, time and place as the Meeting may be adjourned.

For any act performed by the Proxy at the Meeting, it shall be deemed as such acts had been done by me/ us in all respects except for vote of the Proxy which is not in accordance with this Proxy.

Signature _____ Grantor
(_____)

Signature _____ Proxy
(_____)

Signature _____ Proxy
(_____)

Signature _____ Proxy
(_____)

Note:

The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.

Proxy Form B
(Form with fixed and specific details authorizing proxy)

Duty Stamp
Baht 20

Shareholder Registration no. Written at.....

Date..... Month..... Year.....

(1) I/We Nationality
residing at Road Sub-district
District Province Postal code

(2) Being the shareholder of **Bangkok Commercial Asset Management Public Company Limited**, ("the Company")
Holding a total amount of.....shares, and have the right to vote equal to.....votes as follows;
Ordinary share.....shares, and have the right to vote equal to.....votes
Preferred share.....shares, and have the right to vote equal to.....votes

(3) Do hereby appoint either one of the following persons:

- ☐ 1. Mr. Yos Kimsawatde, Independent Director, Chairman of the Technology Committee, Member of the Audit Committee and Member of the Corporate Governance for Sustainability Committee, 69 years old, residing at No.99, Surasak Road, Silom Sub-district, Bangrak District, Bangkok 10500 or;
- ☐ 2. Mr. Thakorn Piyapan, Independent Director, Member of the Risk Oversight Committee and Member of the Nomination and Remuneration Committee, 52 years old, residing at No.99, Surasak Road, Silom Sub-district, Bangrak District, Bangkok 10500 or;
- ☐ 3. Age years
residing at Road Sub-district
District Province Postal code

Anyone of them as my/our proxy to attend and vote on my/our behalf at the **2024 Annual General Meeting** of Shareholders (the "Meeting") to be held on **Monday, 22 April 2024 at 14.00 hrs.** through electronic media according to the Emergency Decree on Electronic Meeting B.E.2563, or such other date, time and place as the Meeting may be adjourned.

(4) I/We therefore authorize the proxy to vote on my/our behalf in the Meeting as follows:

Agenda 1 To acknowledge the report of the Company's business operations of the year 2023

This matter is for acknowledgement. Therefore, voting is not required.

Agenda 2 To Consider and approve the Statements of Financial Position and the Statements of Comprehensive Income for the year ended 31 December 2023

- ☐ (a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.
- ☐ (b) The proxy shall have the right to vote according to my/our instruction as follows:
☐ Approve ☐ Disapprove ☐ Abstain

Agenda 3 To consider and approve profit allocation for the year ended 31 December 2023 and dividend payment

- ☐ (a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.
- ☐ (b) The proxy shall have the right to vote according to my/our instruction as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda 4 To consider the election of the directors to replace those who retire by rotation

- ☐ (a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.
- ☐ (b) The proxy shall have the right to vote according to my/our instruction as follows:

Elect individual nominated candidates

(1) Mrs. Tongurai Limpiti

☐ Approve ☐ Disapprove ☐ Abstain

(2) Mr. Satorn Topothai

☐ Approve ☐ Disapprove ☐ Abstain

(3) Mr. Vasant Thienhom

☐ Approve ☐ Disapprove ☐ Abstain

(4) Mrs. Sirivipa Supantanet

☐ Approve ☐ Disapprove ☐ Abstain

Agenda 5 To consider the determination of the directors' remuneration for the year 2024

- ☐ (a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.
- ☐ (b) The proxy shall have the right to vote according to my/our instruction as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda 6 To consider the appointment of the auditor for the year 2024 and the determination of the audit fees

- ☐ (a) The proxy shall have the right to consider and vote on my/our behalf as he/she deem appropriate in all respects.
- ☐ (b) The proxy shall have the right to vote according to my/our instruction as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda 7 To consider and approve a 1-year extension of the issuance and offering of the Company's previously approved debentures limit for the year 2023-2024 in the remaining amount of THB 22,300 million with the extension terminating on 31 December 2025, and the issuance and offering of the Company's debentures for the year 2024-2025 in the additional amount of not exceeding THB 10,000 million

- ☐ (a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.
- ☐ (b) The proxy shall have the right to vote according to my/our instruction as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda 8 Other matters (if any)

- ☐ (a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.
- ☐ (b) The proxy shall have the right to vote according to my/our instruction as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

(5) Voting of proxy in any agenda that is not as specified in this proxy shall be considered as invalid and not signify my voting as a shareholder.

(6) In case I/we have not specified, or not clearly specified, my/our voting instruction in any agenda, or in case the Meeting considers or passes any resolutions other than those specified above, including any amendment or addition of any fact, the proxy shall have the rights to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

For any act performed by the Proxy at the Meeting, it shall be deemed as such acts had been done by me/ us in all respects except for vote of the Proxy which is not in accordance with this Proxy.

Signature.....Grantor

(.....)

Signature.....Proxy

(.....)

Signature.....Proxy

(.....)

Signature.....Proxy

(.....)

Note:

1. A shareholder shall appoint only one proxy to attend and vote at the Meeting and may not divide his/her shares into portions to more than one proxy in order to divide his/her votes.
2. In case there are other agenda other than those specified above, the grantor of the proxy shall use the Supplement to Proxy Form B attached herewith to specify the additional agenda.

Supplement to Proxy Form B

The appointment of proxy by a shareholder of **Bangkok Commercial Asset Management Public Company Limited** for the **2024 Annual General Meeting of Shareholders** (the “Meeting”) to be held on **Monday, 22 April 2024 at 14.00 hrs.** through electronic media according to the Emergency Decree on Electronic Meeting B.E.2563 (2020), or such other date, time and place as the Meeting may be adjourned.

☐ Agenda Subject

☐ (a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

☐ (b) The proxy shall have the right to vote according to my/our instruction as follows:

☐ Approve ☐ Disapprove ☐ Abstain

Agenda Subject

☐ (a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

☐ (b) The proxy shall have the right to vote according to my/our instruction as follows:

☐ Approve ☐ Disapprove ☐ Abstain

Agenda Subject

☐ (a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

☐ (b) The proxy shall have the right to vote according to my/our instruction as follows:

☐ Approve ☐ Disapprove ☐ Abstain

Agenda Subject

☐ (a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

☐ (b) The proxy shall have the right to vote according to my/our instruction as follows:

☐ Approve ☐ Disapprove ☐ Abstain

Agenda Subject

☐ (a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

☐ (b) The proxy shall have the right to vote according to my/our instruction as follows:

☐ Approve ☐ Disapprove ☐ Abstain

Duty
Stamp
Baht 20

Proxy Form C

(For foreign investors appointed custodian in Thailand to be a share depository and keeper)

Written at.....

Date..... Month.....Year.....

(1) I/We Nationality
residing at Road Sub-district
District Province Postal code
As the custodian of.....
Who is a shareholder of **Bangkok Commercial Asset Management Public Company Limited**, (the "Company")
Holding the total amount of.....shares and having the right to vote equal to..... Grant proxy
in partial number of shares held by me/us votes as follows:

Ordinary share.....shares and having the right to vote equal to..... votes

Preference share.....shares and having the right to vote equal to..... votes

(2) Do hereby appoint either one of the following persons:

- ☐ 1. Mr. Yos Kimsawatde, Independent Director, Chairman of the Technology Committee, Member of the Audit Committee and Member of the Corporate Governance for Sustainability Committee, 69 years old, residing at No.99, Surasak Road, Silom Sub-district, Bangrak District, Bangkok 10500 or;
- ☐ 2. Mr. Thakorn Piyapan, Independent Director, Member of the Risk Oversight Committee and Member of the Nomination and Remuneration Committee, 52 years old, residing at No.99, Surasak Road, Silom Sub-district, Bangrak District, Bangkok 10500 or;
- ☐ 3. Age years
residing at Road Sub-district
District Province Postal code

Anyone of them as my/our proxy to attend and vote on my/our behalf at the **2024 Annual General Meeting of Shareholders (the "Meeting")** to be held on **Monday, 22 April 2024 at 14.00 hrs.** through electronic media according to the Emergency Decree on Electronic Meeting B.E. 2563 (2020), or such other date, time and place as the Meeting may be adjourned.

(3) I/We therefore authorize the proxy to vote on my/our behalf in the Meeting as follows:

- ☐ Grant proxy equal to all of the number of shares held by me/us and has the right to vote in accordance with Clause
- ☐ Grant proxy in partial number of shares held by me/us
- ☐ Ordinary share..... and have the right to vote equal to.....votes
- ☐ Preferred share..... and have the right to vote equal tovotes
- Total entitled vote.....votes

(4) I/We therefore authorize the proxy to vote on my/our behalf in the Meeting as follows:

- ☐ **Agenda 1 To acknowledge the report of the Company's business operations for the year 2023**
This matter is for acknowledgement. Therefore, voting is not required.
- ☐ **Agenda 2 To Consider and approve the Statements of Financial Position and the Statements of Comprehensive Income for the year ended 31 December 2023**
- ☐ (a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.
- ☐ (b) The proxy shall have the right to vote according to my/our instruction as follows:
☐ Approvevotes ☐ Disapprovevotes ☐ Abstainvotes
- ☐ **Agenda 3 To consider and approve profit allocation for the year ended 31 December 2023 and dividend payment**
- ☐ (a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.
- ☐ (b) The proxy shall have the right to vote according to my/our instruction as follows:
☐ Approvevotes ☐ Disapprovevotes ☐ Abstainvotes
- ☐ **Agenda 4 To consider the election of the directors to replace those who retire by rotation**
- ☐ (a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.
- ☐ (b) The proxy shall have the right to vote according to my/our instruction as follows:
Elect individual nominated candidates
- (1) **Mrs. Tongurai Limpiti**
☐ Approvevotes ☐ Disapprovevotes ☐ Abstainvotes
- (2) **Mr. Satorn Topothai**
☐ Approvevotes ☐ Disapprovevotes ☐ Abstainvotes
- (3) **Mr. Vasant Thienhom**
☐ Approvevotes ☐ Disapprovevotes ☐ Abstainvotes
- (4) **Mrs. Sirivipa Supantanet**
☐ Approvevotes ☐ Disapprovevotes ☐ Abstainvotes
- ☐ **Agenda 5 To consider the determination of the directors' remuneration for the year 2024**
- ☐ (a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.
- ☐ (b) The proxy shall have the right to vote according to my/our instruction as follows:
☐ Approvevotes ☐ Disapprovevotes ☐ Abstainvotes
- ☐ **Agenda 6 To consider the appointment of the auditor for the year 2024 and the determination of the audit fee**
- ☐ (a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.
- ☐ (b) The proxy shall have the right to vote according to my/our instruction as follows:
☐ Approvevotes ☐ Disapprovevotes ☐ Abstainvotes

- ☐ Agenda 7 To consider and approve a 1-year extension of the issuance and offering of the Company's previously approved debentures limit for the year 2023-2024 in the remaining amount of THB 22,300 million with the extension terminating on 31 December 2025, and the issuance and offering of the Company's debentures for the year 2024-2025 in the additional amount of not exceeding THB 10,000 million

- ☐ (a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

- ☐ (b) The proxy shall have the right to vote according to my/our instruction as follows:

☐ Approvevotes ☐ Disapprovevotes ☐ Abstainvotes

- ☐ Agenda 8 Other matters (if any)

- ☐ (a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

- ☐ (b) The proxy shall have the right to vote according to my/our instruction as follows:

☐ Approvevotes ☐ Disapprovevotes ☐ Abstainvotes

(5) Voting of proxy in any agenda that is not as specified in this proxy shall be considered as invalid and not signify my voting as a shareholder.

(6) In case I/we have not specified, or not clearly specified, my/our voting instruction in any agenda, or in case the Meeting considers or passes any resolutions other than those specified above, including any amendment or addition of any fact, the proxy shall have the rights to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

For any act performed by the Proxy at the Meeting, it shall be deemed as such acts had been done by me/us in all respects except for vote of the Proxy which is not in accordance with this Proxy.

Signature.....Grantor

(.....)

Signature.....Proxy

(.....)

Signature.....Proxy

(.....)

Signature.....Proxy

(.....)

Note:

1. Voting of proxy in any agenda that is not as specified in this proxy shall be considered as invalid and not signify my voting as a shareholder.
2. In case I/we have not specified, or not clearly specified, my/our voting instruction in any agenda, or in case the Meeting considers or passes any resolutions other than those specified above, including any amendment or addition of any fact, the proxy shall have the rights to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
 - (1) For any act performed by the Proxy at the Meeting, it shall be deemed as such acts had been done by me/ us in all respects except for vote of the Proxy which is not in accordance with this Proxy.
 - (2) Voting of proxy in any agenda that is not as specified in this proxy shall be considered as invalid and not signify my voting as a shareholder.
3. In case I/we have not specified, or not clearly specified, my/our voting instruction in any agenda, or in case the Meeting considers or passes any resolutions other than those specified above, including any amendment or addition of any fact, the proxy shall have the rights to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
4. For any act performed by the Proxy at the Meeting, it shall be deemed as such acts had been done by me/ us in all respects except for vote of the Proxy which is not in accordance with this Proxy.

Supplement to Proxy Form C

The appointment of proxy by a shareholder of Bangkok Commercial Asset Management Public Company Limited for the 2024 Annual General Meeting of Shareholders (the "Meeting") to be held on Monday, 22 April 2024 at 14.00 hrs. through electronic media according to the Emergency Decree on Electronic Meeting B.E. 2563 (2020), or such other date, time and place as the Meeting may be adjourned.

☐ Agenda Subject

☐ (a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

☐ (b) The proxy shall have the right to vote according to my/our instruction as follows:

☐ Approvevotes ☐ Disapprovevotes ☐ Abstainvotes

☐ Agenda Subject

☐ (a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

☐ (b) The proxy shall have the right to vote according to my/our instruction as follows:

☐ Approvevotes ☐ Disapprovevotes ☐ Abstainvotes

☐ Agenda Subject

☐ (a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

☐ (b) The proxy shall have the right to vote according to my/our instruction as follows:

☐ Approvevotes ☐ Disapprovevotes ☐ Abstainvotes

☐ Agenda Subject

☐ (a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

☐ (b) The proxy shall have the right to vote according to my/our instruction as follows:

☐ Approvevotes ☐ Disapprovevotes ☐ Abstainvotes

Profiles of independent directors to serve as proxy holders for shareholders

Name-Surname	Mr. Yos Kimsawatde
Age	69 years
Nationality	Thai
Current position in the Company	Independent Director Chairman of the Technology Committee Member of the Audit Committee Member of the Corporate Governance for Sustainability Committee
Contact address	No. 99, Surasak Road, Silom Sub-district, Bangrak District, Bangkok 10500
Director tenure (Year/Month)	6 years 5 months until the date of the 2024 Annual General Meeting of Shareholders, which will be held on 22 April 2024 - Appointed as a director on 14 November 2017 - Re-elected for another term of office on 24 April 2023
Number of the Company's shares held by	
❖ Number of shares directly held by director	None
❖ Number of shares held by spouse and/or minor child	None
Education	- Master's degree in Management Information Systems, University of Louisville, Kentucky, USA - Bachelor's degree in Statistics, Faculty of Commerce and Accountancy, Chulalongkorn University.
Skills, Knowledge, Expertise	- Information and digital technology, Business Management and Innovation
Training	- Director Accreditation Program (DAP) course, class 148/2018, Thai Institute of Directors Association
Work experience	
❖ Current position in Bangkok Commercial Asset Management Public Company Limited	
May 2022 - Present	Member of the Corporate Governance for Sustainability Committee
Jun. 2021 - Present	Chairman of the Technology Committee
Nov. 2017 - Present	Independent Director Member of the Audit Committee
2019 - Jun. 2021	Member of the Risk Oversight Committee



❖ Current position at listed companies on the Stock Exchange of Thailand (1)

Oct. 2018 - Present	Independent Director	I&I Group Public
	Chairman of the Nomination and Remuneration Committee	Company Limited
	Member of the Audit Committee	

❖ Current position at non-listed companies on the Stock Exchange of Thailand (1)

2015 - Present	Head of Payment Systems Office	The Thai Bankers' Association
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Meeting attendance in 2023	Board of Directors	14/14 times	100 percent
	Technology Committee	11/12 times	91.67 percent
	Audit Committee	15/15 times	100 percent
	Corporate Governance Committee for Sustainability	11/11 times	100 percent

Holding a position as a director/executive in other entities that may cause conflicts of interest or compete with the Company's businesses

- None

Family relationships between directors and executives

- None

Conflict of Interest at this Meeting

- Have no any special interest that may differ from other directors in any agenda item proposed to this 2023

Annual General Meeting of Shareholders

Interests in any transaction with the Company/ Parent Company/ Subsidiaries/ Associates or any other entities that may have a conflict of interests during the past 2 years

- Not a director involves in management of salary staff, employees or consultants
- Not a professional service provider (e.g. auditor, legal advisor)
- No business relationship (e.g. purchase/sale of raw material/goods/service, lending/loan)

Profiles of independent directors to serve as proxy holders for shareholders



Name-Surname	Mr. Thakorn Piyapan
Age	52 years
Nationality	Thai
Current position in the Company	-Independent Director Member of the Risk Oversight Committee Member of the Nomination and Remuneration Committee
Contact address	No. 99, Surasak Road, Silom Subdistrict, Bang Rak District, Bangkok 10500
Director tenure (Year/Month)	2 year until the 2024 Annual General Meeting of Shareholders which will be held on 22 April 2024 - First appointed as a director on 22 April 2022
Number of the Company's shares held by	
❖ Number of shares directly held by director	None
❖ Number of shares held by spouse and/or minor child	None
Education	- Master's degree in Finance, University of Colorado at Denver, United States - Bachelor of Economics, Thammasat University
Skills, Knowledge, Expertise	- Finance, information and digital technology, business administration and innovation.
Training	- Director Certification Program (DCP) course, class 198 / 2014 Thai Institute of Directors Association - Black Belt Six Sigma course, GE Capital (Thailand) Company Limited - Capital Market Academy Executive Course, Class 17, Capital Market Academy - Advanced metropolitan administrator course, Bangkok Civil Service Development Institute
Work experience	
❖ Current position in Bangkok Commercial Asset Management Public Company Limited	
Feb. 2024- Present	Member of the Risk Oversight Committee
Feb. 2024 - Present	Member of the Nomination and Remuneration Committee
Apr. 2022 - Present	Independent Director
May 2022 – Feb. 2024	Member of the Technology Committee

❖ Current position at listed companies on the Stock Exchange of Thailand (2)

May 2022 - Present	President	Thanachart Thai Military Bank Public Company Limited
Apr. 2022 - Apr. 2022	Senior Expert	
2022 - Present	Independent Director Member of the Audit Committee Member of the Investment Committee	Index Living Mall Public Company Limited
2020 - 2021	Chief Executive Officer	Thai Group Holdings Public Company Limited (Formerly known as Thai Group Holdings Public Company Limited)
2017 - 2020	Head of Digital Banking and Innovation Division	Bank of Ayudhya Public Company Limited
2016 - 2016	Head of E-Business Division	
	Acting Head of Personal Loan Division	
2012 - 2015	First Executive Vice President, Office of the President	
	Chief Executive Officer	
2010 - 2012	First Executive Vice President, Primary Banking	
2007 - 2010	Executive Vice President, Secured Loan	

❖ Current position at non-listed companies on the Stock Exchange of Thailand (2)

2023 - Present	Chairman	Rise Accel Company Limited	
2022 - Present	Chairman	Thanachart Broker Company Limited	
2020 - 2021	Director	Southeast Life Insurance Public	
	Chief Executive Officer	Company Limited	
2020 - 2021	Director	Southeast Insurance Public Company	
	Chief Executive Officer	Limited	
Meeting attendance in 2023	Board of Directors	13/14 times	92.86 Percent
	Committee Technology	10/12 times	83.33 Percent

Holding a position as a director/executive in other entities that may cause conflicts of interest or compete with the Company's businesses

- None

Family relationships between directors and executives

- None

Conflict of Interest at this Meeting

- Have no any special interest that may differ from other directors in any agenda item proposed to this 2023

Annual General Meeting of Shareholders

Interests in any transaction with the Company/ Parent Company/ Subsidiaries/ Associates or any other entities that may have a conflict of interests during the past 2 years

- Not a director involves in management of salary staff, employees or consultants
- Not a professional service provider (e.g. auditor, legal advisor)
- No business relationship (e.g. purchase/sale of raw material/goods/service, lending/loan)

Definition of the “Independent Director” of the Company

Bangkok Commercial Asset Management Public Company Limited requires independent directors to conduct self-audit concerning their independence, whether following the Company's definition. The Company's independent directors must possess all below qualifications as specified by the Company as follows;

(1) Holding no more than 1% of total voting shares of the Company, parent company, subsidiary, affiliate, major shareholder(s), or controlling parties of the company, including the shareholding of persons related to the independent directors

(2) Not currently be or never been the company's executive director, worker, employee, salaried consultant, or controlling parties of the company, parent company, subsidiary, affiliate, subsidiary in same level, major shareholder(s), or controlling parties of the company, unless It has been at least two years after the person has held the position, such prohibited characteristic does not include cases where an independent director had been a government official or an advisor of the government sector which is a major shareholder or controlling parties.

(3) Not by blood or legally registered as parents, spouse, sibling, and child, including the spouse of a child, executives, major shareholders, controlling parties of the company, or persons who will be nominated as directors, executives, or controlling parties of the company or subsidiary

(4) Not currently having or never having any business relations with the company, parent company, subsidiary, affiliate, major shareholder(s), or controlling parties of the company in the way that such relationships may impede the person from having independent views. Also, the person should not currently be or never be a significant shareholder or controlling person for persons having business relations with the company, parent company, subsidiary, affiliate, major shareholder(s), or controlling parties of the company unless it has been at least two years after the person has held the position

The business relationship under the first paragraph of (4) includes regular commercial transactions for conducting business, renting or leasing real estate, transactions relating to assets or services, or giving or receiving financial assistance by accepting or lending, guaranteeing, giving assets as collateral for liabilities, including other similar behaviors, causing the Company or contractual party to have debt burden to pay another party, from 3% of the net tangible assets of the Company, or from 20 Million Baht or more., whichever is lower. The calculation of debt burden shall be in accordance with the calculation method for the value of related-party transactions under the Notification of the Capital Market Supervisory Board on rules of related-party transactions, mutatis mutandis, but in considering the said debt burden, the debt incurred during one year prior to the date of having a business relationship with the same person must be included.

(5) Not currently being or never been the auditor of the company, parent company, subsidiary, affiliate, major shareholder(s), or controlling parties of the company and not currently be or never be a significant shareholder, controlling person, or partners of current auditor's auditing firm which the auditor of the company, parent company, subsidiary, affiliate, major shareholder(s), or controlling parties of the company is under unless It has been at least two years after the person has held the position.

(6) Not currently be providing or never provided professional services, legal consulting, nor financial consulting services to the company, parent company, subsidiary, affiliate, major shareholder(s), or controlling parties of the company, with a fee more than 2 Million Baht per year and the person should not currently be or never be a significant shareholder, controlling person, or partners of current service providers unless it has been at least two years after the person has held the position.

(7) Not currently a director appointed to represent the company's directors, major shareholders, or the shareholder related to the major shareholder.

(8) Not currently be operating under similar business nature and significant competition to the company or subsidiary; or not a significant partner of the partnership, or executive director, salaried worker, employee, or consultant; or holding more than 1% of voting shares of any other companies operating under similar business nature and significant competition to the company and subsidiary.

(9) Not under any conditions that may impede the person from having independent views toward the Company's operations. Moreover, the Company has a policy to limit the number of years in the position of an independent director to not more than nine years.

Articles of Association of the Company concerning shareholders' meeting

In relation to the proxy to attend the shareholders' meeting and the right to vote at the meeting

Article 31 The board of directors shall arrange for an annual ordinary general meeting of shareholders within four (4) months from the last day of the fiscal year of the Company, the venue of which may be in the areas where the Company's head office is located or in any nearby province or any other place as deemed appropriate by the chairman. Any meeting that may be held other than that mentioned above shall be called an extraordinary general meeting.

Article 32 The board of directors may call an extraordinary general meeting whenever deemed appropriate, or a shareholder or several shareholders holding shares aggregately at least one-tenth (1/10) of the total number of shares sold may submit a written request signed by them to ask the board of directors to call an extraordinary general meeting of shareholders at any time, but they shall clearly state their reasons in such written request. In such case, the board of directors shall arrange for the meeting to be held within forty-five (45) days from the date of the receipt of such request.

In case the board of directors does not hold the meeting within the period specified in the first paragraph, the shareholders who jointly sign the request or other shareholders holding shares aggregately in the number as prescribed may jointly call the meeting within forty-five (45) days from the end of the prescribed period in the first paragraph. In such case, the meeting shall be regarded as the shareholders' meeting called by the board of directors, and the necessary expenses arising from holding and facilitating the meeting shall be borne by the Company as appropriate.

In case the number of shareholders attending the shareholders' meeting called by the shareholders as per the second paragraph fails to constitute a quorum specified in Section 103, the shareholders referred to in the second paragraph shall jointly be responsible for reimbursing the Company for the expenses incurred from holding of such meeting.

Article 33 At the shareholders' meeting, the shareholders entitled to attend the meeting and having the voting right shall be the shareholders whose names appear in the share register as of the date specified by the board of directors. The number of shares by which each shareholder is entitled to vote shall be as appearing in the share register on the same date. The right of each of such shareholders shall not be affected even though the information in the share register as of the meeting date has changed.

The date specified by the board of directors as per the first paragraph shall fall on the date not more than two (2) months prior to the shareholders' meeting date.

Article 34 In calling either an ordinary or an extraordinary general meeting of shareholders, the board of directors shall prepare and send a notice calling the meeting specifying the place, date, time, agenda of the meeting, and the subject matters to be submitted to the meeting together with reasonable details, and also stating clearly any one of which will be for information, for approval or for consideration, including the opinions

of the board of directors on such matters, to the shareholders and the Registrar for their attention at least seven (7) days before the date of the meeting or at least the period otherwise in case of matters to be submitted to the meeting as specifically specified by law. Furthermore, publication of the notice calling the meeting shall be made in a newspaper for three (3) consecutive days at least three (3) days before the date of the meeting.

The notice calling the meeting shall be sent to the shareholders by registered postal mail.

Article 35 Any shareholder may appoint any other person as his/her proxy to attend and vote on his/her behalf at the shareholders' meeting. The proxy form shall have the date specified and the signature of the shareholder who appoints the proxy affixed as well as be in the form prescribed by the Registrar, with at least the following details:

- (a) Number of shares held by the shareholder appointing the proxy;
- (b) Name of the proxy;
- (c) Serial number of the meeting where the proxy is assigned to attend and cast votes.

The proxy form shall be submitted to the chairman or the designated person at the meeting venue before the proxy attends the meeting.

Article 36 In case of appointment of a proxy, the person who is a shareholder and also a proxy of any other shareholder shall have the right to vote based on the number of shares under the proxy appointment besides voting in person as the shareholder.

Article 37 At every ordinary general meeting of shareholders, in order to constitute a quorum, there shall be at least twenty-five (25) shareholders and proxies (if any) or at least half (1/2) of the total number of shareholders present at the meeting, and representing altogether not less than one-third (1/3) of the total number of shares sold of the Company.

In the event that after the lapse of one (1) hour from the time fixed for any ordinary general meeting of shareholders, the number of shareholders present is still not enough to form a quorum as specified above and if such meeting of shareholders has been called at the shareholders' request, such meeting shall be cancelled. If the meeting of shareholders has not been called at the shareholders' request, the meeting shall be called again. A notice calling the meeting shall be sent to the shareholders at least seven (7) days before the meeting date. At this later meeting, a quorum is not required.

Article 38 At the shareholders' meeting, the chairman of the board of directors shall be the chairman of the meeting. If the chairman is absent or is unable to perform his duties, and if there is a vice chairman, he shall perform as chairman. If there is no vice chairman or if there is one but he is absent or unable to perform his duties, the shareholders shall elect one among them to be chairman of that meeting.

Article 39 The chairman of the shareholders' meeting shall have the duty to control the meeting according to the Articles of Association of the Company regarding the meeting of shareholders. The meeting shall proceed according to the agenda items respectively as specified in the invitation notice unless the meeting resolves to change the priority order of the agenda items by the affirmative votes of the shareholders holding not less than two-thirds of the shareholders attending the meeting.

In case the meeting cannot complete consideration of the agenda items in the order mentioned in the first paragraph or cannot complete consideration of the matters proposed by the shareholders at the meeting, as the case may be, and it is required to postpone the consideration, the meeting shall set the place, date and time of the next meeting. The board of directors shall send a notice calling the meeting specifying the place, date, time and agenda of the meeting to the shareholders at least seven (7) days before the date of the meeting. Furthermore, publication of the notice calling the meeting shall be made in a newspaper for three (3) consecutive days at least three (3) days before the date of the meeting.

Article 40 Unless otherwise specified in these Articles of Association, voting at the meeting whether by the show of hand or on a poll, one (1) share shall be entitled to one (1) vote. In case of any shareholder having beneficial interests in any matter, such shareholder shall not be entitled to vote on that matter, unless in case of voting on election of directors. A resolution of the meeting shall be passed by the following affirmative votes:

- (1) In a normal case, the resolution shall be subject to the majority votes of the shareholders who attend the meeting and have the right to vote. In the event of a tie of votes, the chairman of the meeting shall have a casting vote;
- (2) The resolution of the shareholders' meeting concerning the following matters shall be passed by the votes of at least three-fourths (3/4) of the total votes of the shareholders attending the meeting and having the right to vote:
 - (a) Sale or transfer of the whole or a substantial part of the Company's business to another person;
 - (b) Acquisition or acceptance of the transfer of business from other private or public company to the Company;
 - (c) Conclusion, amendment or termination of contracts relating to the lease of the whole or a substantial part of the business of the Company; assignment of any other person to undertake the business of the Company; or consolidation of business with other party with the objective of profit and loss sharing;
 - (d) Amendment of the Memorandum of Association or the Articles of Association of the Company;
 - (e) Increase or decrease of the registered capital of the Company or issuance of debenture or public offering;
 - (f) Consolidation / Amalgamation of the Company with another company or dissolution of the Company.

Article 41 The matters to be undertaken by the ordinary general meeting are as follows:

- (1) Acknowledgment of the board of directors' report on the Company's operating results for the past year;
- (2) Consideration and approval of the Company's statement of financial position and statement of income for the past fiscal year;
- (3) Consideration and approval of profit appropriation, dividend payment and appropriate to legal reserve;
- (4) Election of directors to replace those retiring by rotation and determination of director remuneration;
- (5) Appointment of the auditor and fixing of the audit fee;
- (6) Other businesses.

Articles of Association of the Company concerning.

Agenda 1 : To acknowledge the report of the Company's business operation of the year 2023

Agenda 2 : To consider and approve the Statements of Financial Position and the Statements of Comprehensive Income for the year ended 31 December 2023

Article 44 The Company shall have its accounts prepared and kept together with the audit of which conducted pursuant to the relevant laws. The statement of financial position and statement of profit and loss shall be made available at least once every twelve (12) months, which represent the Company's fiscal year, and submitted to the annual ordinary general meeting of shareholders for approval of the statement of financial position and statement of profit and loss. In such case, the board of directors shall arrange to have the statement of financial position and statement of profit and loss audited by an auditor prior to submission to the annual ordinary general meeting of shareholders for consideration and approval.

Article 45 The board of directors shall ensure the statement of financial position and statement of profit and loss cover the following matters in an accurate and complete manner:

- (1) Amounts of revenues and expenses, all transactions that result in receipt or payment of funds, and profit and loss of the Company;
- (2) The Company's assets and liabilities;
- (3) Shareholders' equity and reserve funds

Article 46 The board of directors shall send the following documents to the shareholders together with the invitation notice to the annual ordinary general meeting of shareholders:

- (1) Certified copies of the duly audited statement of financial position and statement of profit and loss together with report of the auditor;
- (2) Annual report of the board of directors.

Articles of Association of the Company concerning.

Agenda 3 : To consider and approve profit allocation for the year ended 31 December 2023 and dividend payment

Article 48 No dividend shall be paid otherwise than out of profits including retained earnings. If the Company has incurred accumulated losses, no dividend may be paid.

Dividend payment shall be made based on the number of shares each in an equal amount, unless in case where there are preference shares, dividend payment on each preference share shall be in a different amount from that of an ordinary share. Appropriation for dividend payment shall be as prescribed and subject to the approval of the shareholders' meeting.

The board of directors may pay interim dividend to the shareholders from time to time as it deems that the Company has enough profit to do so, and the payment of such dividend shall be reported to the shareholders at the upcoming shareholders' meeting.

In case where the number of shares sold still falls short of the total number of registered shares or the Company has registered capital increase, the Company may pay dividend either in whole or in part by issuing new ordinary shares to the shareholders subject to the approval of the shareholders' meeting.

The payment of dividend shall be made within one (1) month from the date of the resolution of the shareholders' meeting or the resolution of the board of directors, as the case may be. A written notice of such payment of dividend shall be sent to the shareholders and shall also be published in a newspaper for at least three (3) consecutive days. If such dividend payment is made within the period prescribed by law, no claim for interest from the Company shall be made.

Article 49 The Company shall allocate part of the annual net profit as a reserve fund in the amount of at least five (5) percent of the annual net profit less accumulated loss brought forward (if any) until the reserve fund reaches at least ten (10) percent of the registered capital. Besides, the board of directors may propose to the shareholders' meeting that allocation to other reserves be made as deemed appropriate for business undertaking of the Company

Articles of Association of the Company concerning.

Agenda 4 : To consider the election of the directors to replace those who retire by rotation

Article 17 Unless otherwise specified in Article 21, the shareholders' meeting shall elect the directors in accordance with the following criteria and procedure:

- (1) Each shareholder shall have one (1) vote for each share held.
- (2) Each shareholder shall cast votes to elect one or several directors up to the number of directors to be elected at such meeting.
- (3) In case of electing several directors, each shareholder shall cast votes in the number held by him to elect each of the directors and shall not divide his votes and allocate them to any particular candidates.

- (4) The candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as directors in that order until the required number of directors to be elected is met. Where the votes cast for candidates in descending order are tied, the chairman of the meeting shall have a casting vote so that the required number of directors to be elected is met.

Article 18 At every annual ordinary general meeting of shareholders, one-third (1/3) of the total number of the directors shall retire by rotation. If the number of directors cannot be equally divided into three (3), the number of directors closest to one-third (1/3) shall retire.

Directors to vacate office in the first year and the second year after the Company registration shall be decided by drawing lots. For the years thereafter, the directors having been in office the longest shall retire. The vacating directors may be re-elected.

Article 21 In case any vacancy occurs in the board of directors for reasons other than retirement by rotation, the board of directors shall elect a person who has the required qualifications and has no prohibited characteristics under the public limited companies law or the securities and exchange law as a replacement at its upcoming meeting, unless the remaining duration of the vacating director's term of office is less than two (2) months. The replacing director shall hold office only for the remaining term of office of the director whom he has replaced.

The resolution of the board of directors under the first paragraph shall be supported by the votes of at least three-fourths (3/4) of the number of the remaining directors.

In case any vacancies occur in the board of directors to the extent that the number of remaining directors is less than the number required to constitute a quorum, the remaining directors shall hold a shareholders' meeting to elect directors as replacement within one (1) month from the date when the number of remaining directors is less than the number required to constitute a quorum. The replacing directors shall hold office only for the remaining term of office of the directors whom they have replaced.

Articles of Association of the Company concerning.

Agenda 5 : To consider the determination of the directors' remuneration for the year 2024

Article 30 The Company is prohibited from giving monies or any other assets other than remuneration to the directors. The directors are entitled to receipt of remuneration including meeting allowance, other allowance and welfare from the Company in the form of gratuity, bonus or remuneration of similar nature according to the Company's rules and regulations or as resolved by the shareholders' meeting with the votes of at least two-thirds (2/3) of the total votes of the shareholders attending the meeting. The shareholders' meeting may set the definite amount of remuneration or set out the guidelines thereof, either from time to time or on a permanent basis until there is any change otherwise afterward. The remuneration shall also cover the allowance and welfare in accordance with the Company's regulations.

The provisions in the first paragraph shall not affect the rights of the Company's officers or employees appointed as directors to receipt of remuneration and benefits in the capacity of officers and employees of the Company.

Articles of Association of the Company concerning.

Agenda 6 : To consider the appointment of the auditor for the year 2024 and the determination of the audit fee

Article 47 The annual ordinary general meeting of shareholders shall elect the auditor and fix the audit fee. The retiring auditor may be re-elected. The auditor shall not be the Company's director, staff member or employee or a person with any position in the Company. The appointment of the auditor shall be on a rotation basis pursuant to the criteria prescribed by the securities and exchange law and/or other relevant laws.

Articles of Association of the Company concerning.

Agenda 7 : To consider and approve a 1-year extension of the issuance and offering of the Company's previously approved debentures limit for the year 2023-2024 in the remaining amount of THB 22,300 million with the extension terminating on 31 December 2025, and the issuance and offering of the Company's debentures for the year 2024-2025 in the additional amount of not exceeding THB 10,000 million

Article 4 The Company may issue and offer ordinary shares, preferred shares, debentures, convertible debentures, warrants, or any other securities to the public or any persons as permitted by the securities and exchange law. The convertible debentures or any other convertible securities may be converted into ordinary shares or preferred shares, or the preferred shares may be converted into ordinary shares subject to the provisions of the securities and exchange law and the public limited company law.

Shareholders can view the complete version of the Company's Articles of Association on the Company's website at www.bam.co.th or click <https://investor.bam.co.th/storage/document/cg/bam-articles-of-association-en.pdf>

or scan QR Code



Articles of Association

Bangkok Commercial Asset Management Public Company Limited



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