

LorOr. 16/2562

2 April 2019

To : Shareholders

Subject : Notice of the Annual General Meeting of the Shareholders No. 26 (2019)

Enclosed :

1. Copy of the Minutes of the Annual General Meeting of the Shareholders No. 25 (2018) held on 26 April 2018
2. Details on the Appropriation of the Net Profit for the Year 2018 and the Reasons for the Omission of Payment of Dividend
3. The Bank's new Dividend Policy and the amendment to Article 55 of the Articles of Association
4. Profiles of the Retiring Directors Nominated for Re-election
5. Remuneration of Directors
6. List of the Auditors and their Remuneration
7. 2018 Annual Report in the form of a CD-ROM
8. Guidelines for Appointment of Proxy, Meeting Proceeding and Voting Procedures for the Shareholders' Meeting
9. Documents Required as Evidence of the Rights to Attend the Shareholders' Meeting
10. Proxy Form B and Intent to Sell Shares Form
11. Map of the Meeting Location

By the resolution of the Board of Directors' Meeting of Industrial and Commercial Bank of China (Thai) Public Company Limited No. 1/2019 held on 22 March 2019, the Annual General Meeting of the Shareholders (AGM) No. 26 (2019) will be held on 26 April 2019 at 14.00 hours at the Chamber Room (Basement Floor), **S31** Hotel, 545 Sukhumvit 31 Road, Khlongtoei-Nua, Wattana, Bangkok 10110 to consider the following agenda:

***Agenda 1 To adopt the minutes of the Annual General Meeting of the Shareholders No. 25 (2018)***

The Board of Directors' Opinion : The minutes of the Annual General Meeting of the Shareholders No. 25 (2018) held on 26 April 2018 should be proposed to the AGM for adoption. A copy of the minutes is attached.

**Agenda 2 To acknowledge the report on the results of the business operations of the Bank during 2018**

The Board of Directors' Opinion : The results of the business operations of the Bank during 2018 should be reported to the AGM for acknowledgment.

**Agenda 3 To approve the statement of financial position and the statement of comprehensive income for the year ended 31 December 2018**

The Board of Directors' Opinion : The AGM is recommended to approve the statement of financial position and the statement of comprehensive income for the year ended 31 December 2018, which had been audited and certified by the auditors of the Bank.

**Agenda 4 To approve the appropriation of the net profit for the year 2018 and the omission of payment of dividend**

The Board of Directors' Opinion : The AGM is recommended to approve the appropriation of the net profit for the year 2018 and the omission of dividend payment for the year 2018. Details of the profit appropriation and reasons for the omission of dividend payment are attached.

**Agenda 5 To approve the Bank's new Dividend Policy and the amendment to Article 55 of the Articles of Association**

The Board of Directors' Opinion : The AGM is recommended to approve the Bank's new Dividend Policy and specify the Bank's Dividend Policy in Article 55 of the Articles of Association ("AOA"), details of which are attached.

The AGM is also proposed to authorize a director or any other person delegated by any director to register the amendments to the Bank's AOA with the Department of Business Development, the Ministry of Commerce, as well as to be authorized to amend the wordings, as requested by the registrar, or take other actions necessary for the completion of such registration.

**Agenda 6 To approve the election of the directors to replace those who are scheduled to retire by rotation**

At this AGM 26 (2019) there are 3 directors scheduled to retire:

- |                                  |                      |
|----------------------------------|----------------------|
| 1. Ms. Ladda Siriwattanakosol    | Independent Director |
| 2. Pol.Gen. Werapong Chuenpagdee | Independent Director |
| 3. Dr. Supot Tiarawut            | Independent Director |

The Board of Directors' Opinion : The Board of Directors, excluding the interested directors, concurs with the Nomination, Compensation and Corporate Governance Committee's recommendation to propose to the AGM to re-elect the 3 retiring directors as the Bank's directors for another term. Profiles of the retiring directors nominated for re-election are attached.

**Agenda 7 To approve the remuneration of directors**

The Board of Directors' Opinion : The Board of Directors concurs with the Nomination, Compensation and Corporate Governance Committee's recommendation to propose to the AGM to approve the remuneration of directors. The details of the remuneration of directors are attached.

**Agenda 8 To approve the appointment of the auditors and their remuneration for the year 2019**

The Board of Directors' Opinion : The Board of Directors concurs with the Audit Committee's recommendation to propose to the AGM to approve the appointment of Ms. Aorapin Sinthawornkul, Ms. Wilai Buranakittisophon and Mr. Chanchai Sakulkoedsin of KPMG Phoomchai Audit Limited as the Bank's auditors for the year 2019 with the audit fee of Baht 3,207,600 and to acknowledge the 2019 audit fee of the Bank's subsidiary in the amount of Baht 1,768,994. The list of the auditors together with their remuneration is attached.

**Agenda 9 To consider other matters (if any)**


The closing date of the share register book to determine the rights to attend the AGM No. 26 (2019) is scheduled to be from 9 April 2019 until the AGM is adjourned.

The shareholders' registration to attend the AGM will start at 13.00 hours on 26 April 2019. If you are unable to attend the meeting personally, please appoint a proxy by using the Proxy Form B attached.

You may also authorize Dr. Prasit Damrongchai, Chairman of the Nomination, Compensation and Corporate Governance Committee or Ms. Ladda Siriwattanakosol, Chairperson of the Audit Committee to attend and vote in the meeting on your behalf. Should you decide to assign one of the abovementioned Directors as your proxy, please send the completed Proxy Form to the Bank in the enclosed reply envelope prior to the meeting date.

You are hereby invited to attend the meeting on the date, at the time and venue as mentioned above.

Yours sincerely,

A handwritten signature in black ink, appearing to be the Chinese characters '李志刚' (Lǐ Zhìgāng), written in a cursive style.

Zhigang Li

Chairman