

(Translation)

Ref. CIMBT OFF. 094 /2015

10 April 2015

Subject: Notification of resolutions passed at the Annual General Meeting of Shareholders No. 21 of CIMB Thai Bank Public Company Limited

To: The President
The Stock Exchange of Thailand

Attachment: Form to Report on Names of Members and Scope of Work of Audit Committee (F24-1)

The Annual General Meeting of Shareholders No. 21 of CIMB Thai Bank Public Company Limited (the "Bank"), held on 10 April 2015 at 2.00 p.m., at The Auditorium Room, 9th Floor, CIMB Thai Bank Public Company Limited, 44 Langsuan Road, Lumpini, Patumwan, Bangkok, passed resolutions on the matters as summarized below:

1. To certify the minutes of Annual General Meeting of Shareholders No. 20 held on 11 April 2014

The resolution was passed by:

Approval	19,792,226,288	votes	equivalent to	99.9916	%
Disapproval	1,632,000	votes	equivalent to	0.0082	%
Abstention	15,100	votes	equivalent to	0.0000	%

This agenda item required majority votes of the total shareholders who attended the meeting and voted.

2. To acknowledge the Bank's operating results for the year 2014.
3. To approve the statements of financial position and the statements of comprehensive income for the fiscal year ended 31 December 2014.

The resolution was passed by:

Approval	19,792,888,882	votes	equivalent to	99.9904	%
Disapproval	1,632,050	votes	equivalent to	0.0082	%
Abstention	260,042	votes	equivalent to	0.0013	%

This agenda item required majority votes of the total shareholders who attended the meeting and voted.

4. To approve the appropriation of profit for the year 2014 to the statutory reserve in the amount of THB 47,100,000 and payment of dividend for the operating results of 2014 at the rate of THB 0.0075 per share, totaling THB 158,136,585.19. The Bank will specify the names of the shareholders who have the right to receive the dividend payment on Thursday, 23 April 2015 (Record Date), and close the share register book to suspend the share transfer for the purpose of collecting the names of shareholders in accordance with Section 225 of the Securities and Exchange Act on Friday, 24 April 2015. The dividend payment shall be made on Friday, 8 May 2015.

The resolution was passed by:

Approval	19,793,164,160	votes	equivalent to	99.9894	%
Disapproval	1,897,701	votes	equivalent to	0.0095	%
Abstention	193,500	votes	equivalent to	0.0009	%

This agenda item required majority votes of the total shareholders who attended the meeting and voted.

5. To approve the directors' remuneration for the Board and Board Committee members for the year 2015, as detailed below:

5.1 Meeting and entertainment allowances for Board members:

1. Monthly meeting allowance

- Chairman 130,000 THB/person
- Vice Chairman 88,000 THB/person
- Director 44,000 THB/person

2. Monthly entertainment allowance

- Chairman 70,000 THB/person

5.2 Remuneration for Board Committee members:

Directors who are required to serve on other Board Committees are entitled to receive additional monthly meeting allowances as follows:

1. Audit Committee

- Chairman 72,000 THB/person
- Committee member 40,000 THB/person

2. Other Committees

- Chairperson 52,000 THB/person
- Committee member 40,000 THB/person

Remark: Most of the committees are chaired/served on by the President and CEO. Nevertheless, the President and CEO has declared his intention not to receive the meeting allowances in those committees. (Directors are responsible for paying their own income tax.)

The resolution was passed by:

Approval	19,795,231,938	votes	equivalent to	99.9996	%
Disapproval	37,894	votes	equivalent to	0.0001	%
Abstention	23,100	votes	equivalent to	0.0001	%

This agenda item required at least two-thirds of the total votes of the shareholders who attended the meeting.

6. To appoint PricewaterhouseCoopers ABAS Ltd., represented by Mrs. Anothai Leekijwattana (CPA License No. 3442) and/or Mrs. Unakorn Phruithithada (CPA License No. 3257) and/or Mr. Paiboon Tunkoon (CPA License No. 4298), as CIMB Thai Group auditor for the year 2015, and to determine the auditing fee and other fees for 2015 of THB 9,590,000 for the Bank, as well as to acknowledge the auditing fee of THB 1,870,000 for CIMB Thai – Vientiane Branch and the subsidiaries of the Bank, making up the total auditing fees and other fees of CIMB Thai Group of THB 11,460,000 for the year 2015.

The resolution was passed by:

Approval	19,795,270,503	votes	equivalent to	99.9997	%
Disapproval	37,894	votes	equivalent to	0.0001	%
Abstention	15,100	votes	equivalent to	0.0000	%

This agenda item required majority votes of the total shareholders who attended the meeting and voted.

7. To re-elect three members of the Board of Directors due to retire by rotation as the Bank's directors for another term. The resolution on the election of each of such directors was passed by the majority votes of the total shareholders who attended the meeting and voted as follows:

7.1 Dato' Robert Cheim Dau Meng Director

The resolution was passed by:

Approval	19,795,282,325	votes	equivalent to	99.9997	%
Disapproval	32,839	votes	equivalent to	0.0001	%
Abstention	15,000	votes	equivalent to	0.0000	%

7.2 Dato' Shaarani Bin Ibrahim Independent Director

The resolution was passed by:

Approval	19,795,270,225	votes	equivalent to	99.9996	%
Disapproval	32,839	votes	equivalent to	0.0001	%
Abstention	27,100	votes	equivalent to	0.0001	%

7.3 Mr. Subhak Siwaraksa Director

The resolution was passed by:

Approval	19,795,269,718	votes	equivalent to	99.9996	%
Disapproval	32,839	votes	equivalent to	0.0001	%
Abstention	27,607	votes	equivalent to	0.0001	%

8. To approve an increase in the Bank's registered capital under general mandate by THB 3,162,731,703.50, from THB 10,542,439,012.50 to THB 13,705,170,716.00, via the issuance of 6,325,463,407 new ordinary shares with a par value of THB 0.50 per share.

The resolution was passed by:

Approval	19,795,279,430	votes	equivalent to	99.9997	%
Disapproval	54,939	votes	equivalent to	0.0002	%
Abstention	557	votes	equivalent to	0.0000	%

This agenda item required at least three-fourths of the total votes of the shareholders who attended the meeting and had the rights to vote.

9. To amend Clause 4 of the Bank's Memorandum of Association to correspond with the Bank's increase in registered capital as proposed in agenda item 8. The existing clause shall be repealed and replaced with the following:

"Clause 4	Registered capital	THB 13,705,170,716.00	(thirteen billion seven hundred five million one hundred seventy thousand and seven hundred sixteen baht)
	Divided into	27,410,341,432 shares	(twenty-seven billion four hundred ten million three hundred forty-one thousand and four hundred thirty-two shares)
	Par value per share	THB 0.50	(fifty satang)
	Divided into		
	Ordinary shares	27,410,341,432 shares	(twenty-seven billion four hundred ten million three hundred forty-one thousand and four hundred thirty-two shares)
	Preferred shares	- shares	- shares"

The resolution was passed by:

Approval	19,795,297,269	votes	equivalent to	99.9998	%
Disapproval	37,100	votes	equivalent to	0.0001	%
Abstention	557	votes	equivalent to	0.0000	%

This agenda item required at least three-fourths of the total votes of the shareholders who attended the meeting and had the rights to vote.

10. To approve an allocation of 6,325,463,407 new ordinary shares with a par value of THB 0.50 per share under general mandate ("General Mandate Rights Shares") to existing shareholders in proportion to their shareholding and determination of the terms of allotment of the General Mandate Rights Shares as follows:

- (1) An allocation of 6,325,463,407 General Mandate Rights Shares with a par value of THB 0.50 per share to the existing shareholders in proportion to their shareholding which will not exceed 30% of the paid-up capital as of the date the Board of Directors has passed the resolution thereon. As of 25 February 2015, the Bank's paid-up registered capital was THB 10,542,439,012.50.
- (2) Authorization of the Board of Directors or the President and Chief Executive Officer or any person designated by the Board of Directors to consider and determine the objective for the issuance and allotment of the General Mandate Rights Shares, either in one whole amount or in several times; to fix the offering price, date and time of the offering of the shares, and other terms and conditions relating to the General Mandate Rights Offering, including the closing date of the share register book and the record date for the subscription rights, and other details and conditions relating to the issuance and offering of the new ordinary shares this time; and to execute any relevant documents, and do all acts, deeds and things necessary for and expedient in relation to the General Mandate Rights Offering and the increase in the Bank's registered capital; as well as to give information and file any documents and evidence to the Stock Exchange of Thailand, the Bank of Thailand, the Ministry of Commerce and any other regulatory authorities.
- (3) Such allocation of new ordinary shares shall be completed by the date of the next AGM in 2016 or by the date required by law for the next AGM, whichever is earlier, and shall take place after an approval has been given by relevant regulatory authorities, including the Bank of Thailand and the Ministry of Finance, and the registration of the capital increase and amendment to Memorandum of Association has been made with Department of Business Development, Ministry of Commerce.

The resolution was passed by:

Approval	19,795,279,430	votes	equivalent to	99.9997	%
Disapproval	54,939	votes	equivalent to	0.0002	%
Abstention	557	votes	equivalent to	0.0000	%

This agenda item required majority votes of the total shareholders who attended the meeting and voted.

11. To approve an amendment to the resolution of AGM No. 19, held on 12 April 2013, regarding the issuance and offering of debentures of the Bank (Agenda item 8)

The key amendments are regarding the total issue size of the debentures, from not exceeding THB 70 billion to not exceeding THB 100 billion with revolving condition whereby the Bank can issue and offer any types and any forms of debentures. It is thus requested that the Old Resolution be amended to read as follows:

"Approval for the Bank to raise funds for use in business operations whereby the Bank and/or any branches of the Bank can issue and offer all types and all forms of debentures in any currency, including debentures issued and offered but not yet redeemed at any time, within the limit of THB 100 billion. This shall be at the Bank's discretion and subject to the need to utilize such funds, as well as the following conditions:

Types	:	All types and forms of debentures (including but not limited to subordinated debentures, unsubordinated debentures, hybrid capital debentures, convertible debentures, securitized debentures, secured debentures, unsecured debentures and/or derivative debentures) depending on market condition at the time when the debentures are to be offered.
Amount and Currency	:	Principal amount of debentures, including debentures issued but not redeemed, at any time shall not exceed THB 100 billion. Debentures may be issued in THB or other currency in equivalent amount as applied by exchange rate prevailing at the time when the debentures are issued and offered.
Offer for Sale	:	The debentures shall be offered in Thailand and/or overseas to the public and/or on a limited offering or private placement basis, and/or to institutional investors/high net-worth investors according to notifications of Capital Market Supervisory Board ("CMSB"), the Bank of Thailand ("BOT"), the Securities and Exchange Commission ("SEC") and/or the Office of the SEC and/or other related notifications, rules and regulations in force at the time when the debentures are offered. Debentures may be offered to investors in all types and also be offered in whole or in part, and/or as a program, and/or in revolving nature. The debentures may be issued and offered separately from, in combination of, or together with other securities.

Interest Rate or Yield	:	Interest and yield shall depend on market condition at the time when the debentures are issued and offered or under terms and conditions of the debentures issued at such time. This shall be subject to notifications of CMSB, BOT, SEC and/or the Office of the SEC and/or other related notifications, rules and regulations in force at the time when the debentures are issued and offered.
Redemption Period	:	Redemption period shall depend on market condition at the time when the debentures are issued and offered.
Early Redemption	:	Debenture holders may or may not have the right to request the Bank to redeem any debentures issued prior to the redemption period. The Bank may or may not have the right to make early redemption. This shall be subject to terms and conditions of the debentures issued at such time.

Furthermore, the meeting is requested to entrust the Board of Directors, the President and Chief Executive Officer or a person or group of persons, to determine the condition in offering debt securities, e.g. interest rate, subscription period, offering value in each time of offering, person acting as registrar and debenture holders' representative, including proceeding with other acts and conducts as necessary and executing the debenture issue-related documents as deemed necessary and appropriate, as well as to allow the President and Chief Executive Officer to delegate authority to a person or group of persons to undertake the same."

The resolution was passed by:

Approval	19,795,291,530	votes	equivalent to	99.9997	%
Disapproval	43,296	votes	equivalent to	0.0002	%
Abstention	100	votes	equivalent to	0.0000	%

This agenda item required at least three-fourths of the total votes of the shareholders who attended the meeting and had the rights to vote.

Please be informed accordingly.

Sincerely yours,

-Signed-

(Mr. Thaphop Kleesuwan)
 Executive Vice President, Office of the President

Company Secretariat
 Office of the President
 Tel. 0-2638-8283, 0-2638-8287

Form to Report on Names of Members and Scope of Work of the Audit Committee

The ~~Board of Directors meeting~~/shareholders meeting of CIMB Thai Bank Public Company Limited No. 21, held on 10 April 2015 has passed the resolution as follows:

Appointment of the audit committee/Term renewal:

Chairman of Audit Committee Member of Audit Committee

Namely:

(1) Dato' Shaarani Bin Ibrahim.....

(2)

(2)

, the appointment/term renewal of which shall take effect from 10 April 2015.

Determination/ change in the scope of duties and responsibilities of the Audit Committee with the following details:

1. Authority

The Audit Committee (AC) is a Board delegated committee. The AC, in discharging its duties, has explicit authority to investigate any matter within its terms of reference. It has full access to and co-operation from Management and full discretion to invite any director or executive officer to attend its meetings. The AC shall have the necessary resources made available to it by CIMB Thai Group to enable it to discharge its functions effectively. The AC has full and unrestricted access to information and is able to obtain independent professional advice if necessary, with any expenses related thereto to be borne by the CIMB Thai Group.

3. Roles and responsibilities

3.1 To assist the Board in discharging its statutory duties and responsibilities relating to accounting, reporting practices and corporate governance.

The AC shall review the effectiveness of internal controls, risk management processes and governance practices, taking into account the requirements of relevant BOT guidelines, SET's listing requirements, BOL Guidelines and other relevant guidelines issued by the regulators.

3.2 To review the effectiveness of Internal Audit Function, in particular:

- c. To review the results of the internal audit processes and, where necessary, ensure that appropriate actions are taken on the recommendations of the internal audit function. The reports of internal auditors are not subject to clearance by Management.
- d. To oversee the functions of IAD and ensure compliance with relevant guidelines on internal audit issued by BOT, SET and BOL.

3.3 To review the effectiveness of external auditors, in particular:

- b. To discuss and review with the external auditor before the year-end audit commences the nature and scope of the audit, and ensure co-ordination where more than one audit firm is involved.
- d. To ensure that there are proper checks and balances in place so that the provision of non-audit services does not interfere with the exercise of independent judgement of the auditors.

- i. To meet with the external auditors at least twice a year without the presence of the management or Executive Directors to discuss any concerns and to obtain feedback by IAD and regulatory auditors.
- 3.5 To review the findings of major investigations, routine audit findings, and internal controls and compliance issues reported by the internal, external and regulatory auditors and ensure that appropriate and prompt remedial actions are taken by management.
- 3.8 To approve, revise and conduct annual reviews of the Bank's internal policies related to Compliance, which are not required by regulatory bodies to obtain the Board of Directors' approval.
- 3.9 To review the quarterly, semi-annual and year-end financial statements for submission to the Board of the relevant entities within the CIMB Thai Group and the Stock Exchange of Thailand, focusing particularly on :
 - any change in accounting policies and practices;
 - significant adjustments arising from the audit;
 - the going concern assumption; and
 - compliance with financial reporting standards and other legal or regulatory requirements.
- 3.10 To review all related party transactions and keep the Board informed of such transactions.
- 3.11 To report to the Board any corrective action or improvement required should the AC have concerns over conflict of interest activities, fraud, irregularities, significant internal control weakness, or violation to the relevant regulations. If the Board or management does not take appropriate action within the timeframe determined by the AC, any member of the AC has to report such activity to the SEC or SET.
- 3.12 To report all activities of the AC in the Bank's annual report, which must be signed by the AC Chairman. The report must contain minimum information as stipulated in the SET regulations.
- 3.13 The scope, roles and responsibilities of the advisory service from external expert to AC or appointment of management to perform duty on behalf of AC, if any, must be clearly documented.
- 3.14 To perform other duties as assigned by the Board and agreed by the AC.

, the determination/change of which shall take an effect from 1 January 2015.

The Bank's Audit Committee is consisted of:

- (1) Chairman of Audit Committee Mr. Sukont Kanjana-Huttakit (remaining term in office 1 year)
- (2) Member of Audit Committee Dato' Shaarani Bin Ibrahim (remaining term in office 3 years)
- (3) Member of Audit Committee Ms. Sopawadee Lertmanaschai (remaining term in office 2 years)

Secretary of Audit Committee Ms. Siriporn Sanunpairaue

Mr. Thaphop Kleesuwan

Enclosed hereto is 3 copies of the certificate and biography of Audit Committee member. Audit Committee members no. 1 - 3 has/have adequate expertise and experience to review creditability of the financial reports.

The Audit Committee of the company has the scope of duties and responsibilities to the Board of Director on the following matters:

The AC has been established in compliance with the Bank of Thailand (BOT) Guidelines on Corporate Governance, Securities and Exchange Commission (SEC), as well as Securities Exchange of Thailand (SET)'s listing requirements.

1. AUTHORITY

The AC is a Board delegated committee. The AC in discharging its duties, has explicit authority to investigate any matter within its terms of reference. It has full access to and co-operation from Management and full discretion to invite any director or executive officer to attend its meetings. The AC shall have the necessary resources made available to it by CIMB Thai Group to enable it to discharge its functions effectively. The AC has full and unrestricted access to information and is able to obtain independent professional advice if necessary, with any expenses related thereto to be borne by the CIMB Thai Group.

2. COMPOSITION

The AC must comprise only independent and non-executive directors of at least three members. The independence of all AC members must comply with the SET regulations. The AC members must not be involved in any potential related party activity for at least the last 2 years prior to an appointment. All members of the AC should be financially literate and at least one should be accounting literate. Collectively, the committee should have a wide range of skills.

3. ROLES AND RESPONSIBILITIES

3.1 To assist the Board in discharging its statutory duties and responsibilities relating to accounting, reporting practices and corporate governance.

The AC shall review the effectiveness of internal controls, risk management processes and governance practices, taking into account the requirements of relevant BOT Guidelines, SET's listing requirements, BOL Guidelines and other relevant guidelines issued by the regulators.

3.2 To review the effectiveness of Internal Audit Function, in particular:

- a. To ensure that the internal audit function is well placed to undertake reviews or investigations on behalf of the AC and be placed under the direct authority and supervision of the AC.
- b. To review the adequacy of internal audit scope, functions, competency and resources of the internal audit function, and that it has the necessary authority to carry out its work.
- c. To review the results of the internal audit processes and, where necessary, ensure that appropriate actions are taken on the recommendations of the internal audit function. The reports of internal auditors are not subject to clearance by Management.
- d. To oversee the functions of IAD and ensure compliance with relevant guidelines on internal audit issued by BOT, SET and BOL.
- e. To evaluate the performance and decide on the remuneration package of the CIA.
- f. To approve the appointment, transfer and dismissal of the CIA and to be informed of the resignation of any Unit Head in IAD, providing the resigning staff member an opportunity to submit his/her reasons for resigning.

3.3 To review the effectiveness of external auditors, in particular:

- a. To consider the appointment of external auditors, their remuneration and matters of resignation or dismissal.
- b. To discuss and review with the external auditor before the year-end audit commences the nature and scope of the audit, and ensure co-ordination where more than one audit firm is involved.
- c. To assess objectivity, performance and independence of external auditors (e.g. by reviewing and assessing the various relationships between the external auditors and the CIMB Thai Group or any other entity).
- d. To approve the provision of non-audit services by the external auditors, evaluating whether such non-audit services would impair their independence.
- e. To ensure that there are proper checks and balances in place so that the provision of non-audit services does not interfere with the exercise of independent judgement of the auditors.
- f. To ensure that the financial statements are prepared in a timely and accurate manner with frequent reviews of the adequacy of allowances against contingencies and impairment of assets.
- g. To discuss problems and reservations arising from the interim and final audits, and any matter the auditor may wish to discuss (in the absence of management where necessary).
- h. To review the external auditor's management letter and management's response.
- i. To meet with the external auditors at least twice a year without the presence of the management or Executive Directors to discuss any concerns and to obtain feedback by IAD and regulatory auditors.

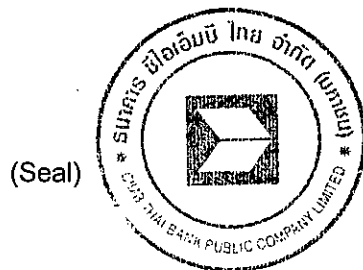
3.4 To review the effectiveness of Compliance Team, in particular:

- a. To ensure that the Compliance function is well placed to under the direct authority and supervision of the AC.

- b. To review the adequacy of Compliance scope, functions, competency and resources of the Compliance function, and that it has the necessary authority to carry out its work.
- c. To oversee the functions of Compliance and ensure compliance with relevant guidelines on Compliance issued by relevant regulators.
- d. To evaluate the performance and decide on the remuneration package of the Head of Compliance.
- e. To approve the appointment, transfer and dismissal of the Head of Compliance.
- 3.5 To review the findings and compliance issues identified by regulators and to ensure that appropriate and prompt remedial actions are taken by management.
- 3.6 To receive continuously information on issues that affect CIMB Thai Group from top management.
- 3.7 To meet with internal auditors, auditors, or both internal auditors and auditors if necessary.
- 3.8 To approve, revise and conduct annual reviews of the Bank's internal policies related to Compliance, which are not required by regulatory bodies to obtain the Board of Directors' approval.
- 3.9 To review the quarterly and year-end financial statements for submission to the Board of the relevant entities within the CIMB Thai Group, focusing particularly on:
- any change in accounting policies and practices;
 - significant adjustments arising from the audit;
 - the going concern assumption; and
 - compliance with accounting standards and other legal requirements.
- 3.10 To review all related party transactions submitted by management that may arise within the CIMB Thai Group and keep the Board informed of such transactions.
- 3.11 To report to the Board any corrective action or improvement required should the AC have concerns over conflict of interest activities, fraud, irregularities, significant internal control weakness, or violation to the relevant regulations. If the Board or management does not take appropriate action within the timeframe determined by the AC, any member of the AC has to report such activity to the SEC or SET.
- 3.12 To report all activities of the AC in the Bank's annual report, which must be signed by the AC Chairman. The report must contain minimum information as stipulated in the SET regulations.
- 3.13 The scope, roles and responsibilities of the advisory service from external expert to AC or appointment of management to perform duty on behalf of AC, if any, must be clearly documented.
- 3.14 To perform other duties as assigned by the Board and agreed by the AC.

The company hereby certifies that

1. The qualifications of the aforementioned members meet all the requirements of the Stock Exchange of Thailand; and
2. The scope of duties and responsibilities of the audit committee as stated above meet all the requirements of the Stock Exchange of Thailand



Signed _____

(Mr. Chitrapongse Kwangsukstith)
Director

Signed _____

(Mr. Subhak Siwaraksa)
President and Chief Executive Officer