

Ref. CIMBT. OFP 128/2559

9 May 2016

Subject: Appointment of Independent Director and Audit Committee Member

To: The President  
The Stock Exchange of Thailand

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

Regarding to the Board of Directors of CIMB Thai Bank Public Company Limited No. 4/2016, held on 28 April 2016 resolved the meeting resolution to appoint Mr. Pravej Ongartsittigul, Director to be Independent Director and the Audit Committee Member replacing Mrs. Watanan Petersik who has resigned. This appointment will be effective on 1 May 2016.

Please be informed accordingly.

Sincerely yours,

- *Thaphop Kleesuwan* -

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

Company Secretary Unit  
Office of the President  
Tel. +66 2638 8274 and +66 2638 8287

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

The Board of Directors of CIMB Thai Bank Public Company Limited No. 4/2016, held on 28 April 2016 resolved the meeting's resolutions in the following manners:

- Appointment of the audit committee / ~~Renewal for the term of audit committee:~~  
 Chairman of the Audit Committee  Member of the Audit Committee

As follows:

- (1) Mr. Pravej Ongartsittigul

, the appointment / ~~renewal~~ of which shall take an effect as of 1 May 2016.

Determination / Change in the scope of duties and responsibilities of the audit committee with the following details:

- There is no change. -

The audit committee is consisted of:

- |                                    |                |                  |                                  |
|------------------------------------|----------------|------------------|----------------------------------|
| 1. Chairman of the audit committee | Mr. Sukont     | Kanjana-Huttakit | remaining term in office 1 year  |
| 2. Member of the audit committee   | Dato' Shaarani | Bin Ibrahim      | remaining term in office 1 year  |
| 3. Member of the audit committee   | Mr. Pravej     | Ongartsittigul   | remaining term in office 3 years |
| Secretary of the audit committee   | Ms. Siriporn   | Sanunpairaue     |                                  |
|                                    | Mr. Thaphop    | Kleesuwana       |                                  |

Enclosed hereto is 1 copies of the certificate and biography of the audit committee. The audit committee number(s) 1 and 3 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:

1. 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 and SEC's and SET's listing requirements.
2. Review the effectiveness of Internal Audit Division.
3. Recommend to the Board and shareholders the appointment of external auditors, including the appropriate remuneration as well as review the effectiveness of external auditors.

4. Review the effectiveness of Compliance function and monitor Compliance Department work to ensure compliance with relevant regulations.
5. Review the findings and compliance issues identified by regulators and to ensure that appropriate and prompt remedial actions are taken by management.
6. Review the correctness and adequacy of financial statements for submission to the Board of the relevant entities within the CIMB Thai Group.
7. Review all related party transactions submitted by management that may arise within the CIMB Thai Group and keep the Board informed of such transactions.
8. 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.
9. 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.
10. Clearly document 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.
11. 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.
12. Approve Annual Compliance Report as required by regulators.
13. Approve Internal Audit Division and Compliance Unit Charter.
14. Perform any other duties as specified in Audit Committee Charter.
15. Perform any other assignments delegated to it by the Board.

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  
(Mr. Chitrapongse Kwangsukstith)

(Company's Seal)

Signed ..... - *Mr. Subhak Siwaraksa* - ..... Director  
(Mr. Subhak Siwaraksa)