

Ref. CIMBT OFP 049/2018

23 February 2018

Subject: Schedule of the 2018 Annual General Meeting of Shareholders No. 24 and no dividend payment.

To: The President  
The Stock Exchange of Thailand

The Board of Directors' meeting of CIMB Thai Bank Public Company Limited ("CIMB Thai" or the "Bank") No. 2/2018, held on 23 February 2018, passed resolutions to determine the date of the 2018 Annual General Meeting of Shareholders No. 24 ("AGM") to be held on Friday, 20 April 2018, at 2.00 p.m. at the Auditorium Room, 9<sup>th</sup> Floor, CIMB Thai Bank Public Company Limited, 44 Langsuan Road, Lumpini, Patumwan, Bangkok with the businesses on the agenda as follows:

Agenda item 1 To certify the minutes of Annual General Meeting of Shareholders No. 23 held on 12 April 2017

Board of Directors' opinion It is deemed appropriate for the AGM to certify that the minutes of the Annual General Meeting of Shareholders No.23 held on 12 April 2017 have been properly recorded.

Agenda item 2 To acknowledge the Bank's operating results for the year 2017

Board of Directors' opinion The Board deems it appropriate for the AGM to acknowledge the Bank's operating results for the year 2017 presented in the 2017 Annual Report for the shareholder meeting's acknowledgement.

Agenda item 3 To consider and approve the statements of financial position and the statements of comprehensive income for the fiscal year ended 31 December 2017

Board of Directors' opinion The Board deems it appropriate for the AGM to approve the statements of financial position and the statements of comprehensive income for the fiscal year ended 31 December 2017, which have been audited and certified by the auditor of the Bank.

Agenda item 4 To consider and approve the appropriation of profit for the year 2017 and no payment of dividend

Board of Directors' opinion For the year ended 2017, the Bank reported financial statements as at 31 December 2017 audited by a certified public accountant showing a net profit of THB 71,390,200.18. It is deemed appropriate for the AGM to approve the appropriation of profit for the year 2017 to the statutory reserve of THB 3,600,000.00 and the remaining net profit after appropriation of THB 67,790,200.18 as retained earnings and no payment of dividend.

Agenda item 5 To consider and approve directors' remuneration for the year 2018

Board of Directors' opinion: The Board considers it proper as recommended by the Nomination, Remuneration and Corporate Governance Committee ("NRCC") for the AGM to approve the remuneration for the Board and Sub-Committee members for 2018, the total amount of which will remain unchanged from the previous year, and payable in two portions, i.e. monthly allowance and meeting allowance per attendance, as shown below:

1. Remuneration for Board members:

Remuneration (Position)	Year 2018	
	Allowance (Monthly)	Allowance (Per attendance)
1. Meeting allowance		
• Chairman	71,500 THB/person	58,500 THB/person
• Vice Chairman	48,400 THB/person	39,600 THB/person
• Director	24,000 THB/person	20,000 THB/person
2. Entertainment allowance		
• Chairman	70,000 THB/person	-

2. Remuneration for Sub- Committee members:

Remuneration (Position)	Year 2018	
	Allowance (Monthly)	Allowance (Per attendance)
1. Audit Committee		
• Chairman	39,600 THB/person	32,400 THB/person
• Committee member	22,000 THB/person	18,000 THB/person
2. Other Committees		

Remuneration (Position)	Year 2018	
	Allowance (Monthly)	Allowance (Per attendance)
• Chairman	28,600 THB/person	23,400 THB/person
• Committee member	22,000 THB/person	18,000 THB/person

*Remarks: - 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.*

Agenda item 6 To consider and approve the appointment of the auditor and determination of the audit fee for the year 2018

Board of Directors' opinion The Board considers it proper as recommended by the Audit Committee to propose for the AGM to appoint PricewaterhouseCoopers ABAS Ltd., represented by Mr. Boonlert Kamolchanokkul (CPA License No. 5339) and/or Ms. Sinsiri Thangsombat (CPA License No. 7352) and/or Mr. Paiboon Tunkoon (CPA License No. 4298), as CIMB Thai Group auditor for the year 2018, and to determine the auditing fee and other fees for 2018 of THB 9,111,130 for the Bank, as well as to acknowledge the auditing fee of THB 2,151,770 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 11,262,900 for the year 2018

Agenda item 7 To consider and approve the election of directors to replace those due to retire by rotation and appointment of new directors

Board of Directors' opinion The Board (excluding directors with beneficial interest) considers it proper as recommended by the NRCC to propose for the AGM to approve re-election of two members of the Board of Directors, i.e. (1) Mr. Chakramon Phasukavanich and (2) Dato' Robert Cheim Dau Meng, due to retire by rotation as the Bank's directors for another term and appointing Datuk Joseph Dominic Silva as a director replacing Dato' Shaarani Bin Ibrahim who declares his intention not to be re-elected as the Bank's director, as well as appointing Mr. Chanmanu Sumawong as a new director, which would increase the total number of the directors to 11. The four directors are fully qualified and have no prohibited characteristics under the criteria of the regulatory authorities and the relevant laws. In addition, they possess the required

qualifications, skills, knowledge, capabilities and experience in the specific fields essential to the Bank, with dedication to the Bank's operations and adherence to code of ethics, work profile transparency and independence in expression of viewpoints. The re-election and appointment of the four directors are in the process of requesting approval from the Bank of Thailand.

Agenda item 8

To consider and approve the amendment to the Bank's objectives and the amendment to the Bank's Memorandum of Association in clause 3 (Objectives)

Board of Directors' opinion: The Board deems it appropriate for the AGM to consider and approve an amendment to the Bank's objectives and Clause 3 (Objectives) by amendment to the Bank's objective item no. 17 and adding one more objective to be item no. 20 with details as follows:

Amendment to item no.17

existing provision	replacing provision
(17) To engage in other kinds of businesses which are traditionally considered appropriate for commercial banks, as well as all other businesses which the Company is permitted to undertake in accordance with the provisions already specified or to be specified in <u>the Commercial Banking Act</u> and the Securities and Exchange Act.	(17) To engage in other kinds of businesses which are traditionally considered appropriate for commercial banks, as well as all other businesses which the Company is permitted to undertake in accordance with the provisions already specified or to be specified in <u>the Financial Institutions Business Act</u> and the Securities and Exchange Act.

Adding to item no.20

“(20) To operate debt collection business”

In addition, the Bank's memorandum of association in Clause 3 (Objectives) shall be amended to be in line with the amendment of objectives as follows:

*“Clause 3 the Company has 20 objectives, as detailed in BorMorJor 002 as attached”*

For the registration of the amendment to the Bank's objectives with Department of Business Development, Ministry of Commerce, it is proposed that the person appointed by the Board of Directors or the President and Chief Executive Officer are authorized to amend or revise the proposed objectives in order to be in line with the registrar's instruction, which shall not impact to the substance of the proposed objectives.

Agenda item 9 Other matters (if any)

The Bank set Friday, March 9, 2018 to be the date of determination of the name list of shareholders entitled to attend the AGM No. 24. (Record Date)

Please be informed accordingly.

Sincerely yours,

- *Zethjak Leeyakars* -

(Mr. *Zethjak Leeyakars*)

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