

Ref. CIMBT OFF. 091/2018

20 April 2018

Subject: Notification of the resolutions passed at the 2018 Annual General Meeting of Shareholders No. 24

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)

Reference is made to the 2018 Annual General Meeting of Shareholders No. 24 of CIMB Thai Bank Public Company Limited (“the Bank”) held on Friday, 20 April 2018 at 2.00 p.m. at the Auditorium Room, 9th Floor, CIMB Thai Bank Public Company Limited, 44 Langsuan Road, Lumpini Sub District, Patumwan District, Bangkok, we would like to inform the resolutions passed at the said meeting as follows:

1. Resolved, with a majority vote of the shareholders attending the meeting and casting their votes, to certify the minutes of the 2017 Annual General Meeting of Shareholders No. 23 held on 12 April 2017, with the following votes:-

Resolution	Number of votes (1 share = 1 vote)	Percentage of total number of votes of the shareholders attending the meeting and casting their votes
Approved	29,334,817,661	99.9986
Disapproved	106,381	0.0003
Abstained	293,731	0.0010
Invalid ballots	0	0.0000

2. Acknowledged the Bank’s operating results for the year 2017.

Remark: This agenda Item had been proposed for acknowledgement; therefore the vote casting was not required.

3. Resolved, with a majority vote of the shareholders attending the meeting and casting their votes, to approve the statements of financial position and the statements of comprehensive income for the fiscal year ended 31 December 2017, with the following votes:-

Resolution	Number of votes (1 share = 1 vote)	Percentage of total number of votes of the shareholders attending the meeting and casting their votes
Approved	29,337,170,636	99.9989
Disapproved	0	0.0000
Abstained	293,731	0.0010
Invalid ballots	0	0.0000

4. Resolved, with a majority vote of the shareholders attending the meeting and casting their votes, 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 for the year 2017 as proposed by the Board of Directors, with the following votes:-

Resolution	Number of votes (1 share = 1 vote)	Percentage of total number of votes of the shareholders attending the meeting and casting their votes
Approved	29,337,220,656	99.9982
Disapproved	203,681	0.0006
Abstained	298,731	0.0010
Invalid ballots	0	0.0000

5. Resolved, by not less than two-thirds of the total number of votes of the shareholders attending the meeting, to approve the directors' remuneration for the year 2018, divided into two portions as follows:-

5.1 Remuneration for Board members:

The total amount will remain unchanged from the previous year and be payable in two portions, i.e. monthly allowance and meeting allowance per attendance, as shown below:

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	-

5.2 Remuneration for Board Committee members:

Directors who are assigned by the Board to serve on other Board Committees are entitled to receive additional monthly allowance and meeting allowance per attendance as follows:

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		
• 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 sub- committees. (Directors are responsible for paying their own income tax)

With the voting results and details of directors' remuneration as follows:

Resolution	Number of votes (1 share = 1 vote)	Percentage of total number of votes of the shareholders attending the meeting
Approved	29,337,299,396	99.9984
Disapproved	106,381	0.0003
Abstained	340,331	0.0011
Invalid ballots	0	0.0000

6. Resolved, with a majority vote of the shareholders attending the meeting and casting their votes, 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, with the following votes:-

Resolution	Number of votes (1 share = 1 vote)	Percentage of total number of votes of the shareholders attending the meeting and casting their votes
Approved	29,337,866,038	99.9986
Disapproved	50,700	0.0001
Abstained	340,331	0.0011
Invalid ballots	0	0.0000

7. Resolved, with a majority vote of the shareholders attending the meeting and casting their votes, 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, with the following votes:-

7.1 Mr. Chakramon Phasukavanich Independent Director

Resolution	Number of votes (1 share = 1 vote)	Percentage of total number of votes of the shareholders attending the meeting and casting their votes
Approved	29,338,011,823	99.9988
Disapproved	0	0.0000
Abstained	323,731	0.0011
Invalid ballots	0	0.0000

7.2 Dato' Robert Cheim Dau Meng Director

Resolution	Number of votes (1 share = 1 vote)	Percentage of total number of votes of the shareholders attending the meeting and casting their votes
Approved	29,328,639,223	99.9669
Disapproved	9,372,600	0.0319
Abstained	323,731	0.0011
Invalid ballots	0	0.0000

7.3 Datuk Joseph Dominic Silva

Director

Resolution	Number of votes (1 share = 1 vote)	Percentage of total number of votes of the shareholders attending the meeting and casting their votes
Approved	29,337,905,442	99.9985
Disapproved	106,381	0.0003
Abstained	323,731	0.0011
Invalid ballots	0	0.0000

7.4 Mr. Chanmanu Sumawong

Independent Director / Member of Audit Committee

Resolution	Number of votes (1 share = 1 vote)	Percentage of total number of votes of the shareholders attending the meeting and casting their votes
Approved	29,338,199,173	99.9995
Disapproved	106,381	0.0003
Abstained	30,000	0.0001
Invalid ballots	0	0.0000

(Remark: The appointment of four directors has been approved by the Bank of Thailand.)

8. Resolved, by not less than three- fourths of the total number of votes of the shareholders attending the meeting and having the right to vote, to approve an amendment to the Bank's objectives and Clause 3 of the Bank's Memorandum of Association as proposed details and authorization of the person appointed by the Board of Directors or the President and Chief Executive Officer to register the amendment of the Memorandum of Association with Department of Business Development, Ministry of Commerce, and to amend or add information as ordered by the registrar, which shall not impact to the substance of the proposed objectives, with the following votes:-

Resolution	Number of votes (1 share = 1 vote)	Percentage of total number of votes of the shareholders attending the meeting and having the right to vote
Approved	29,338,790,797	99.9996
Disapproved	106,381	0.0003
Abstained	0	0.0000
Invalid ballots	0	0.0000

Please be informed accordingly.

Sincerely yours,

- Zethjak Leeyakars -

(Mr. Zethjak Leeyakars)

Company Secretary

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

CIMB Thai Bank Plc.'s Annual General Meeting of Shareholders no. 24, held on 20 April 2018, passed the resolution as follows:

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

Namely:

- (1) Mr. Chanmanu Sumawong

The above appointment / ~~renewal for the term~~ shall take effect as of 20 April 2018

Determination of / 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. Maris Samaram | Remaining term in office: 1 years 2 months |
| 2. Member of the Audit Committee | Mr. Pravej Ongartsittigul | Remaining term in office: 1 years 2 months |
| 3. Member of the Audit Committee | Mr. Chanmanu Sumawong | Remaining term in office: 1 years 2 months |
| Secretary of the Audit committee | Ms. Siriporn Sanunpairaue | |
| | Mr. Zethjak Leeyakars | |

Enclosed hereto is a certificate of profile of one member of the Audit Committee. The Audit Committee members in 1. and 2. have adequate expertise and experience to review creditability of the financial reports.

The Audit Committee ("AC") 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

Bank of Thailand (“BOT”) guidelines and the listing requirements of the Securities and Exchange Commission (“SEC”) and the Stock Exchange of Thailand (“SET”).

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 has 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 SET, and
2. The scope of duties and responsibilities of the Audit Committee as stated above meet all the requirements of the SET.

Signed - *Mr. Chitrapongse Kwangsukstith* - Director
(Mr. Chitrapongse Kwangsukstith)

(Company's Seal)

Signed - *Mr. Kittiphun Anutarasoti* - Director
(Mr. Kittiphun Anutarasoti)