



Ref. CIMBT OFP 049/2019

22 February 2019

Subject: Schedule of the 2019 Annual General Meeting of Shareholders No. 25 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. 2/2019, held on 22 February 2019, passed resolutions to determine the date of the 2019 Annual General Meeting of Shareholders No. 25 ("AGM") to be held on Thursday, 18 April 2019 at 2.00 p.m. at the Auditorium Room, 9th 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 the Extraordinary General Meeting of Shareholders No. 1/2018 held on 4 September 2018

Board of Directors' opinion: It is deemed appropriate for the AGM to certify that the minutes of the Extraordinary General Meeting of Shareholders No. 1/2018, held on 4 September 2018, have been properly recorded.

Agenda item 2 To acknowledge the Bank's operating results for the year 2018

Board of Directors' opinion: The Board deems it appropriate for the AGM to acknowledge the Bank's operating results for the year 2018 as shown in the 2018 Annual Report.

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 2018

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 2018, 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 2018 and no payment of dividend

Board of Directors' opinion: For the year ended 31 December 2018, the Bank reported financial statements as at 31 December 2018 audited by a certified public accountant showing a net loss of THB 804,282,341.07. The Board of Directors has considered it proper for the AGM to approve the appropriation of loss for the year 2018 by recording the net loss against the Bank's retained earnings, after which the Bank will have the retained earnings of THB 4,997,193,426.54, and no payment of dividend.

Agenda item 5 To consider and approve directors' remuneration for the year 2019

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 2019, 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 2019	
	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 2019	
	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

Remuneration (Position)	Year 2019	
	Allowance (Monthly)	Allowance (Per attendance)
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 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 2019

Board of Directors' opinion: The Board considers it proper as recommended by the Audit Committee to propose for the AGM's approval the appointment of 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 2019, with the auditing fees of the CIMB Thai group now under negotiations by the Audit Committee to have the appropriate rates concluded in the best interests of CIMB Thai group, the result of which will be informed to the Stock Exchange of Thailand accordingly.

The Bank would like to inform the agenda regarding the appointment of the auditor with determination of the audit fee for the year 2019 as follows:

Agenda item 6 To consider and approve the appointment of the auditor and determination of the audit fee for the year 2019

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 2019, and to determine the auditing fee and other fees for 2019 of THB 9,539,000 for the Bank, as well as to acknowledge the

auditing fee of THB 2,385,000 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 11,924,000 for the year 2019.

Agenda item 7

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

Board of Directors' opinion: The Board (excluding directors with beneficial interest) considers it proper as recommended by the Nomination, Remuneration and Corporate Governance Committee to propose for the AGM to approve re-election of three members of the Board of Directors, i.e. (1) Mr. Maris Samaram, (2) Ms. Serena Tan Mei Shwen, and (3) Mr. Rom Hiranpruk, due to retire by rotation as the Bank's directors for another term; appointment of a new director to replace Mr. Chitraponse Kwangsukstith, one of the four directors due to retire by rotation who declared his intention to resign as the Bank's director with effect from 22 February 2019; and appointment of another new director, which would increase the total number of the directors to 12. The Board views that the five nominated persons 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 appointment of the two new directors is in the process of requesting approval from the Bank of Thailand ("BOT"). After obtaining the BOT's approval, the Bank will report the names of those two new directors to the Stock Exchange of Thailand for acknowledgment.

The Bank would like to inform Mr. Maris Samaram one of the four directors due to retire by rotation who declared his intention not to be re-elected as the Bank's director for another term. Meanwhile, the Board of Directors' meeting no. 3/2019 held on 22 March 2019 resolved to approve as follows:-

- (1) Change the Name of Agenda 7 to " To Consider and Approve the Election of Directors to Replace Those Due to Retire by Rotation"

(2) 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) Ms. Serena Tan Mei Shwen and (2) Mr. Rom Hiranpruk, due to retire by rotation as the Bank's directors for another term, and appointing Mr. Natasak Rodjanapiches as the Bank's director and independent director replacing Mr. Maris Samaram and appointing Mr. Niti Jungnitnirundr as the Bank's director replacing Mr. Chitrapongse Kwangsukstith. Mr. Niti Jungnitnirundr will also serve as the Bank's independent director.

Agenda item 8 To consider and approve an amendment to the Articles of Association of the Bank, Chapter IV: Board of Directors, Article 25; and Chapter V: General Meeting of Shareholders, Article 31

Board of Directors' opinion: The Board deems it appropriate for the AGM to consider and approve an amendment to the Articles of Association of the Bank, Chapter IV: Board of Directors, Article 25; and Chapter V: General Meeting of Shareholders, Article 31, to align with the aforesaid laws, as detailed below.

Existing Provisions	New Provisions
<p><u>CHAPTER IV</u> <u>BOARD OF DIRECTORS</u></p>	<p><u>CHAPTER IV</u> <u>BOARD OF DIRECTORS</u></p>
<p>Article 25. The chairman of the board of directors shall be the person who calls the meeting of the board of directors. The chairman or person designated by the chairman shall send a notice summoning the meeting to the directors not less than seven days prior to the date of the meeting. However, in the case that there arises the necessity and urgency to safeguard the rights and interest of the Company, a meeting may be convened by other means and the date of the meeting may be scheduled sooner.</p>	<p>Article 25. The chairman of the board of directors shall be the person who calls the meeting of the board of directors. The chairman or person assigned by the chairman shall send a notice summoning the meeting to the directors not less than seven days prior to the date of the meeting. However, in the case that there arises the necessity and urgency to safeguard the rights and interest of the Company, a meeting may be convened by other means and the date of the meeting may be scheduled sooner. <u>However, if such a meeting is held through electronic media, the Company is able</u></p>



Existing Provisions	New Provisions
<p>Two directors or more may request for the board of directors' meeting. The chairman shall determine the date of the meeting to be held within fourteen days upon receipt of the request.</p>	<p><u>to send a notice summoning the meeting through electronic mail.</u></p> <p>Two directors or more may request for holding of the board of directors' meeting. The chairman shall determine the date of the meeting to be held within fourteen days upon receipt of the request.</p> <p>The chairman of the board of directors or person assigned by the chairman may determine that the meeting is held through electronic media. <u>In holding a board meeting through electronic media, all directors present at the meeting shall reside in the kingdom at the time of the meeting, and at least one-third of the directors constituting the quorum shall be present at the same meeting. Such meeting shall be held using the meeting control system which has the secure information process. Audio or audio and visual (as the case may be) of the directors present at the meeting shall be recorded throughout the meeting, including the computer traffic data from such record. The meeting control system shall have basic elements in accordance with the Notification of the Ministry of Informaiton and Communicaiton Technology Re: Standards for Security and Safety of Meeting through Electronic Media B.E.2557 dated November 24, 2014 and its amendments hereafter.</u></p>
<p style="text-align: center;"><u>CHAPTER V</u> <u>GENERAL MEETING OF SHAREHOLDERS</u></p> <p>Article 31. The shareholders holding an aggregate number of shares not less than <u>one-fifth</u> of the total shares sold of the Company, or</p>	<p style="text-align: center;"><u>CHAPTER V</u> <u>GENERAL MEETING OF SHAREHOLDERS</u></p> <p>Article 31. One or more shareholders holding an aggregate number of shares not less than ten (10) percent of the total shares sold of the Company may</p>



Existing Provisions	New Provisions
<p>shareholders in a number not less than twenty-five holding an aggregate number of shares not less than one-tenth of the total shares sold of the Company may make a request in writing to the board of directors to call for an extraordinary meeting by stating the reason for calling the meeting clearly in such letter. In such a case, the board of directors must convene a shareholders' meeting within the time prescribed by the law.</p>	<p>make a written request to the board of directors to call an extraordinary meeting of shareholders at any time, provided that they shall clearly indicate the subject matter and state their reasons in such written request. In such case, <u>the board of directors shall arrange for the meeting of shareholders to be held within forty-five (45) days from the date of receipt of such request from the shareholders.</u></p> <p><u>In case where the board of directors does not arrange for the meeting to be held within the period specified in the first paragraph, the shareholders signing the request or any other shareholders holding an aggregate number of shares as prescribed may call the meeting by themselves within forty-five (45) days from the end of the period specified in the first paragraph. In such case, the meeting shall be considered as duly called by the board of directors, and the Company shall bear the necessary expenses incurred from the arrangement for such meeting and shall facilitate the said arrangement as appropriate.</u></p> <p><u>Where it appears that, at any meeting of shareholders called by the shareholders in accordance with the second paragraph, the number of shareholders attending the meeting is not sufficient to constitute a quorum as prescribed in Article 33, those shareholders under the second paragraph shall jointly reimburse the Company for all the expenses incurred from the arrangement for such meeting.</u></p>

The person appointed by the Board of Directors or the President and Chief Executive Officer shall be authorized to register the amendment of the Articles 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 Articles of Association.

Agenda item 9 Other matters (if any)

The Bank has set Monday, 11 March 2019 as the date of determination of the name list of shareholders entitled to attend the AGM no. 25 (Record Date).

Please be informed accordingly.

Sincerely yours,

- Zethjak Leeyakars -

(Mr. Zethjak Leeyakars)

Company Secretary

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Office of the President

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