

18 April 2019

Subject: Notification of the resolutions passed at the 2019 Annual General Meeting of Shareholders No. 25

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 2019 Annual General Meeting of Shareholders No. 25 of CIMB Thai Bank Public Company Limited ("the Bank") 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 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 Extraordinary General Meeting of Shareholders No. 1/2018 held on 4 September 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	33,091,033,558	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Invalid ballots	0	0.0000

2. Acknowledged the Bank's operating results for the year 2018.

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 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	33,091,923,735	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
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 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 for the year 2018 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	33,092,653,883	99.9996
Disapproved	1,200	0.0000
Abstained	124,772	0.0003
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 2019, 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 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	-

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 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
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	33,091,622,723	99.9956
Disapproved	1,312,800	0.0039
Abstained	122,222	0.0003
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 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, 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	33,091,861,181	99.9956
Disapproved	1,312,800	0.0039
Abstained	122,222	0.0003
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) 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 who declared his intention not to be re-elected as the Bank's director for another term and

appointing Mr. Niti Jungnitnirundr as the Bank's director replacing Mr. Chitrapongse Kwangsukstith who declared his intention to resigned as the Bank's director with effective 22 February 2019. Mr. Niti Jungnitnirundr will also serve as the Bank's independent director, with the following votes:-

7.1 Ms. Serena Tan Mei Shwen 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	33,093,469,501	99.9996
Disapproved	1,200	0.0000
Abstained	122,222	0.0003
Invalid ballots	0	0.0000

7.2 Mr. Rom Hiranpruk 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	33,093,469,501	99.9996
Disapproved	1,200	0.0000
Abstained	122,222	0.0003
Invalid ballots	0	0.0000

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	33,093,469,501	99.9996
Disapproved	1,200	0.0000
Abstained	122,222	0.0003
Invalid ballots	0	0.0000

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	33,093,469,501	99.9996
Disapproved	1,200	0.0000
Abstained	122,222	0.0003
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 Articles of Association of the Bank, Chapter IV: Board of Directors, Article 25; and Chapter V: General Meeting of Shareholders, Article 31 as per 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 Articles of Association. 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	33,093,492,318	99.9996
Disapproved	0	0.0000
Abstained	122,222	0.0003
Invalid ballots	0	0.0000

Please be informed accordingly.

Sincerely yours,

- Zethjak Leeyakars -

(Mr. Zethjak Leeyakars)

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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. 25, held on 18 April 2019, 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. Niti Jungnitnirundr

The above appointment / ~~renewal for the term~~ shall take effect as of 18 April 2019

- 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. Member of the Audit Committee | Mr. Chanmanu Sumawong | Remaining term in office: 2 months |
| 2. Member of the Audit Committee | Mr. Rom Hiranpruk | Remaining term in office: 2 months |
| 3. Member of the Audit Committee | Mr. Niti Jungnitnirundr | Remaining term in office: 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. - 3. 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 *- Shahnaz Farouque Bin Jammal Ahmad -* Director
(Encik Shahnaz Farouque Bin Jammal Ahmad)

(Company's Seal)

Signed *..... - Omar Siddiq Bin Amin Noer Rashid -* Director
(Encik Omar Siddiq Bin Amin Noer Rashid)