



Ref. CIMBT OFP 029/2020

20 February 2020

Subject: Schedule of the 2020 Annual General Meeting of Shareholders No. 26 and 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. 2/2020, held on 20 February 2020, passed resolutions to determine the date of the 2020 Annual General Meeting of Shareholders No. 26 ("AGM") to be held on Friday, 24 April 2020 at 10.00 a.m. at the Auditorium Room, 9th floor, Head Office of CIMB Thai Bank Public Company Limited, 44 Langsuan Road, Lumpini, Patumwan, Bangkok 10330, with the businesses on the agenda as follows:

Agenda item 1 To certify the minutes of the Annual General Meeting of Shareholders No. 25 held on 18 April 2019
Board of Directors' opinion: The Board deems it appropriate for the AGM to certify that the minutes of the Annual General Meeting of Shareholders No. 25, held on 18 April 2019, have been properly recorded.

Agenda item 2 To acknowledge the Bank's operating results for the year 2019
Board of Directors' opinion: The Board deems it appropriate for the AGM to acknowledge the Bank's operating results for the year 2019 as shown in the 2019 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 2019
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 2019, 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 2019 and payment of dividend

Board of Directors' opinion: The Board deems it appropriate for the AGM to approve the appropriation of profit for the year 2019 to the statutory reserve in the amount of THB 21,300,000 and dividend payment for the operating results of 2019 at the rate of THB 0.005 per share which complies with the Bank's dividend payment policy. The Bank will specify the names of the shareholders who have the right to receive the dividend payment on Tuesday, 5 May 2020 (Record Date). The dividend payment shall be made on Thursday, 21 May 2020.

Agenda item 5 To consider and approve the re-election of the directors retiring by rotation and election of a new director

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 the re-election of the two members of the Board of Directors, i.e. Encik Shahnaz Farouque Bin Jammal Ahmad and Mr. Adisorn Sermchaiwong, who are due to retire by rotation, as the Bank's directors for another term, and to approve the appointment of a new director replacing Mrs. Watanan Petersik, who declared her intention not to be re-elected as the Bank's director for another term. The Board views that the three nominated persons 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. All of them are fully qualified as the Bank's directors under the applicable laws/regulations and the Bank's Articles of Association. The appointment of the new director to replace Mrs. Watanan Petersik is in the process of requesting approval from the Bank of Thailand ("BOT"). After obtaining the BOT's approval, the Bank will report the name of that new director to the Stock Exchange of Thailand for acknowledgment.

Please be notified that on 16 March 2020 the Bank of Thailand has granted an approval for Mr. Anon Sirisaengtaksin as the Bank's new independent director in replacement of Mrs. Watanan Petersik, one of the three directors due to retire by rotation who has expressed her intention not to be nominated for re-election as the Bank's director. Mr. Anon Sirisaengtaksin, who is nominated to be elected as the Bank's new director, has

know-how and experience in business relation and strategic/international field, and is fully qualified to be the Bank's director under the relevant laws and regulations.

Agenda item 6

To consider and approve directors' remuneration for the year 2020

Board of Directors' opinion: The Board considers it proper as recommended by the NRCC for the AGM to approve the adjustment of the remuneration rates for the members of the Board and Board Committees for the year 2020, effective from the date on which the AGM grants approval as below:

1. Remuneration for Board members:

THB/person

Remuneration (Position)	2020 (Proposed Change)		
	Monthly Allowance (Chairperson's Allowance)	Monthly Allowance	Attendance Allowance
Chairman	140,000	50,000	50,000
Director	Nil	50,000	50,000

Remarks:

1. Directors are responsible for paying their own income tax;
2. Attendance allowance will be paid once regardless meeting frequency.

2. Remuneration for Board Committee members:

THB/person

Remuneration (Position)	2020 (Proposed Change)		
	Monthly Allowance (Chairperson's Allowance)	Monthly Allowance	Attendance Allowance
1. Audit Committee			
• Chairman	50,000	Nil	50,000
• Committee	Nil	Nil	50,000
2. Other Committees (i.e. Nomination, Remuneration and Corporate Governance Committee; and Board Risk and Compliance Committee)			
• Chairman	50,000	Nil	50,000
• Committee	Nil	Nil	50,000

Remarks:

1. Directors are responsible for paying their own income tax;
2. Attendance allowance will be paid on a per meeting basis.

Agenda item 7 To consider and approve the appointment of the auditor and determination of the audit fee for the year 2020

Board of Directors' opinion: The Board considers it proper as recommended by the Audit Committee to propose for the AGM to approve 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 2020, and to determine the auditing fee and other fees for 2020 of THB 12,039,000 for the Bank, as well as to acknowledge the auditing fee of THB 2,885,000 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 14,924,000.

Agenda item 8 To consider and approve an amendment to the Articles of Association of the Bank, Chapter VI: Accounting, Financing and Auditing, Article 43

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 VI: Accounting, Financing and Auditing, Article 43 as detailed below.

Existing	Proposed Change
<p>Article 43. No dividend shall be paid otherwise than out of profits. If the Company has incurred accumulated losses, no dividend shall be paid. The remaining profit after dividend payment can be allocated as the reserve funds as the board of directors deems fit.</p> <p>The board of directors may consider making interim dividend payment to the shareholders from time to time when it deems that the Company has enough</p>	<p>Article 43. No dividend shall be paid otherwise than out of profits. If the Company has incurred accumulated losses, no dividend shall be paid.</p> <p>The board of directors may appropriate the net profit remaining after paying dividend as per the resolution of the shareholders or after paying interim dividend (if any), or appropriate the net profit shown in the balance sheets and profit and loss statements, and the financial statements, which have been audited, as</p>

Existing	Proposed Change
<p>profit to do so, and the payment of such dividend shall be reported to the shareholders in the next meeting.</p> <p>The dividend payment shall be made within the time prescribed by the law. The notice of such dividend payment shall be sent to the shareholders and published in a newspaper.</p>	<p>any reserve or reserve for capital fund of the Company, as the board of directors may deem appropriate. In addition, the board of directors shall have authority to change reserve for capital fund or any reserve which has been appropriated, as it may deem appropriate, with the exception of reserve fund under Article 44.</p> <p>The board of directors may consider making interim dividend payment to the shareholders from time to time when it deems that the Company has enough profit to do so, and the payment of such dividend shall be reported to the shareholders in the next meeting.</p> <p>The dividend payment shall be made within the time prescribed by the law. The notice of such dividend payment shall be sent to the shareholders and published in a newspaper.</p>

Additionally, the Board deems it appropriate for the AGM to approve further process as required by the regulators, i.e. notifying the change to the Stock Exchange of Thailand, and registering the amended Articles of Association with the Department of Business Development, Ministry of Commerce, which includes the process of the delegation of authority by the Board of Directors or the President and Chief Executive Officer to person(s) to conduct the registration as well as amend or add information as ordered by the registrar, in which case the substance of the Articles of Association of the Bank shall not be affected.

Agenda item 9

To consider and approve the dissolution of Vientiane Branch

Board of Directors' opinion: The Board recommends that the AGM consider and approve the dissolution of Vientiane Branch in compliance with the new Law on Commercial Banks (Revised) as enacted by the National Assembly of Laos and approve that the Bank undertake all tasks and duties as required by the new Law on Commercial Banks (Revised)

as enacted by the National Assembly of Laos for the purpose of the dissolution of Vientiane Branch.

Agenda item 10 Other matters (if any)

The Bank has set Friday, 6 March 2020 as the date of determination of the name list of shareholders entitled to attend the AGM no. 26 (Record Date).

Please be informed accordingly.

Sincerely yours,

- *Patima Jumpasut* -

(Mr. Patima Jumpasut)

Company Secretary

Office of the President

Tel. +66 2638 8287 and +66 2638 8274