

12 April 2022.

Subject: Notification of the Resolutions of the 2022 Annual General Meeting of Shareholders No. 28

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 2022 Annual General Meeting of Shareholders No. 28 (the "Meeting") of CIMB Thai Bank Public Company Limited (the "Bank") held on Tuesday, 12 April 2022 at 10.00 a.m. through electronic media channel only in accordance with the Emergency Decree on Electronic Meetings, B.E. 2563 and relevant laws and other regulations. We would like to inform the resolutions passed at the said Meeting as follows:

- The Meeting acknowledged the Bank's operating results for the year 2021.  
Remark: This Agenda Item was proposed for acknowledgement; therefore, vote casting was not required.
- The Meeting resolved by majority votes 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 2021, with details of voting results as follows:

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	33,066,570,872	100.0000
Disapproved	0	0.0000
Abstained	238	-
Invalid Ballots	0	0.0000



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3. The Meeting resolved by majority votes of the shareholders attending the Meeting and casting their votes to approve the appropriation of profit for the year 2021 to the statutory reserve in the amount of THB 71,701,000.00. The remaining net profit after appropriation has been carried forward in the amount of THB 1,362,306,883.86 as retained earnings and approve the dividend payment for the operating results of 2021 at the rate of THB 0.01 per share, totaling THB 348,222,618, 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 Monday, 25 April 2022 (Record Date), and the dividend payment shall be made on Tuesday, 10 May 2022, with details of voting results as follows:

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	33,066,509,872	99.9998
Disapproved	61,238	0.0001
Abstained	0	-
Invalid Ballots	0	0.0000

4. The Meeting acknowledged the resignation of Encik Omar Siddiq Bin Amin Noer Rashid and the reservation of the vacant seat of the director arising from the resignation of Encik Omar Siddiq Bin Amin Noer Rashid. Meanwhile, the Nomination, Remuneration and Corporate Governance Committee is recruiting a qualified person without any prohibited characteristics under relevant laws and regulations to replace him.

Remark: This Agenda Item was proposed for acknowledgement; therefore, vote casting was not required.

5. The Meeting resolved by majority votes of the shareholders attending the Meeting and casting their votes to approve the re-election of the four directors, i.e. Dr. Rom Hiranpruk, Mr. Niti Jungnithirundr, Mr. Natasak Rodjanapiches and Mr. Hafriz Bin Abdul Rahman, who are due to retire by rotation, as the Bank's directors for another term, with details of voting results as follows:

**5.1 Dr. Rom Hiranpruk**

Independent Director / Member of Audit Committee / Chairman of Board Risk and Compliance 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	33,066,530,532	99.9999
Disapproved	238	0.0000
Abstained	40,340	-
Invalid Ballots	0	0.0000

**5.2 Mr. Niti Jungnitnirundr**

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	33,066,530,532	99.9999
Disapproved	238	0.0000
Abstained	40,340	-
Invalid Ballots	0	0.0000

**5.3 Mr. Natasak Rodjanapiches**

Independent Director / Member and Alternate Chairman of Board Risk and Compliance 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	33,066,530,532	99.9999
Disapproved	238	0.0000
Abstained	40,340	-
Invalid Ballots	0	0.0000



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5.4 Mr. Hafriz Bin Abdul Rahman

Director / Member of Board Risk and Compliance 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	33,066,530,532	99.9999
Disapproved	238	0.0000
Abstained	40,340	-
Invalid Ballots	0	0.0000

6. The Meeting resolved by not less than two-thirds of the total number of the votes of the shareholders attending the Meeting to approve to remain the existing remuneration rates, which were approved by the Annual General Meeting of Shareholders No. 27, for the members of the Board of Directors and Board Committees for the year 2022, as tabulated below:

6.1 Remuneration for Board Members:

THB/person

Position	2022		
	Monthly Allowance (Chairperson's Allowance)	Meeting Allowance (Monthly)	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 of meeting frequency per month.



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### 6.2 Remuneration for Board Committee Members:

THB/person

Position	2022		
	Monthly Allowance (Chairperson's Allowance)	Meeting Allowance (Monthly)	Attendance Allowance (Per Time)
1. Audit Committee			
• Chairperson	50,000	Nil	50,000
• Committee Member	Nil	Nil	50,000
2. Other Board Committees (i.e. Nomination, Remuneration and Corporate Governance Committee; and Board Risk and Compliance Committee)			
• Chairman	50,000	Nil	50,000
• Committee Member	Nil	Nil	50,000

Remarks:

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

Details of voting results are as follows:

Resolution	Number of Votes (1 share = 1 vote)	Percentage of Total Number of Votes of the Shareholders Attending the Meeting
Approved	33,066,570,872	99.9999
Disapproved	338	0.0000
Abstained	0	0.0000
Invalid Ballots	0	0.0000

7. The Meeting resolved by majority votes 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's auditor for the year 2022, and to determine the audit fees for the Bank for the year 2022 in the amount of THB 12,039,000, as well as the to acknowledge the audit



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fee for CIMB Thai Bank - Vientiane Branch and the subsidiaries of the Bank in the amount of THB 2,735,000, making up the total audit fees of CIMB Thai Group of THB 14,774,000 for the year 2022. In this regard, the Meeting also resolved to authorize the Bank's Management to consider and approve additional fees as deemed appropriate in the event that the Bank requests the auditors to perform additional services. Details of voting results are as follows:

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	33,066,569,672	99.9999
Disapproved	238	0.0000
Abstained	1,300	-
Invalid Ballots	0	0.0000

Please be informed accordingly.

Sincerely yours,

- Patima Jumpasut -

(Patima Jumpasut, Mrs.)

Company Secretary

Company Secretary and Administration

Tel. +66 2638 8287

### 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. 28, held on 12 April 2022, passed the resolution as follows:

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

Namely:

- (1) Dr. Rom Hiranpruk
- (2) Mr. Niti Jungnithirundr

The above appointment / renewal for the term shall take effect from 12 April 2022

- Determination of / Change in the scope of duties and responsibilities of the Audit Committee

with the following details:

The Audit Committee is consisted of:

- |    |                                    |                            |                                   |
|----|------------------------------------|----------------------------|-----------------------------------|
| 1. | Chairperson of the Audit Committee | Mrs. Oranuch Apisaksirikul | Remaining term in office: 2 Years |
| 2. | Member of the Audit Committee      | Mr. Chanmanu Sumawong      | Remaining term in office: 2 Years |
| 3. | Member of the Audit Committee      | Mr. Rom Hiranpruk          | Remaining term in office: 3 years |
| 4. | Member of the Audit Committee      | Mr. Niti Jungnithirundr    | Remaining term in office: 3 years |
|    | Secretary of the Audit committee   | Ms. Siriporn Sanunpairaue  |                                   |

Enclosed hereto are certificates of profiles of \_\_\_\_\_ members of the Audit Committee. The Audit Committee members in 1. - 4. have adequate expertise and experience to review creditability of the financial statements.

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 of Directors in reviewing the effectiveness of internal controls, risk management processes, accounting, reporting practices and corporate governance taking into account the requirements of relevant Bank of Thailand ("BOT") guidelines, the listing requirements of the

Securities and Exchange Commission ("SEC") and the Stock Exchange of Thailand ("SET"), Bank of Lao ("BOL") guidelines and other relevant guidelines issued by the regulators.

2. Consider and approve the appointment, transfer, remuneration, performance evaluation and dismissal of Head of Corporate Assurance.
3. Review the effectiveness of Corporate Assurance Function's performance.
4. Consider and review the qualifications, independence, effectiveness and remuneration of external auditor, and recommend the appointment, termination and audit fee to the Board of Directors and shareholders.
5. Review the significant findings of investigations, audits, internal controls and compliance issues identified by internal auditors, external auditors and regulators to ensure that remedial actions are taken by management appropriately and timely.
6. Review the correctness and adequacy of financial reports for submission to the Board of CIMB Thai Group, the Bank of Thailand, the Stock Exchange of Thailand and other regulators in relation to the Bank's business.
7. Review every related party transaction or transaction with potential conflict of interest submitted by management prior to submission for the Board of Directors' approval.
8. Report to the Board of Directors any corrective action or improvement should the Audit Committee has concerns over conflict of interest activities, fraud, non-compliant acts with material standard operating procedures, significant internal control weakness, or violation against the laws and regulations in relation to the Bank's business.
9. Report all activities of the Audit Committee in the Bank's annual report, which contains required information as stipulated in the SET regulations and must be signed by the Audit Committee Chairperson.
10. Approve Corporate Assurance Charter and concur with Corporate Assurance Policy prior to submission for Board of Directors' approval.
11. Perform any other assignments delegated to it by the Board of Directors in line with the Audit Committee Charter.

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 ..... - *Dato' Abdul Rahman Bin Ahmad* - ..... Director  
(*Dato' Abdul Rahman Bin Ahmad*)

Signed ..... - *Paul Wong Chee Kin* - ..... Director  
(*Mr. Paul Wong Chee Kin*)