

(Translation)

Ref. CIMBT OFF 389/2013

5 June 2013

Subject: Re-appointment of members of Audit Committee

To: The President
The Stock Exchange of Thailand

The Board of Directors of CIMB Thai Bank Public Company Limited (the “**Bank**”) at its meeting no. 6/2013 held on 5 June 2013 passed a resolution to re-appoint the vacating members of the Audit Committee for another term. Therefore, members of the Audit Committee of the Bank will be as follows:

- | | | |
|----|-----------------------------|-----------------------------|
| 1. | Mr. Sukont Kanjana-Huttakit | Chairman of Audit Committee |
| 2. | Dato’ Shaarani Bin Ibrahim | Member of Audit Committee |
| 3. | Mrs. Watanan Petersik | Member of Audit Committee |

The above members of the Audit Committee will hold office on a 3-year term (29 June 2013 – 28 June 2016) and retain the same duties and responsibilities in all respects.

Please be informed accordingly.

Sincerely yours,

- *Thaphop Kleesuwan* -

Mr. Thaphop Kleesuwan
Executive Vice President, Office of the President

Office of the President
Tel: 0-2638-8283, 8287

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

The Board of Directors meeting/shareholders meeting of CIMB Thai Bank Public Company Limited No. 6/2013, held on 5 June 2013 resolved the meeting's resolutions in the following manners:

Appointment of the audit committee/Renewal for the term of audit committee:

Chairman of the audit committee Member of the audit committee

As follows:

(1) Mr. Sukont Kanjana-Huttakit

(2) Dato' Shaarani Bin Ibrahim

(3) Mrs. Watanan Petersik

, the appointment/renewal of which shall take an effect as of 29 June 2013

Determination/Change in the scope of duties and responsibilities of the audit committee with the following details:

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, the determination/change of which shall take an effect as of (Date).....

The audit committee is consisted of:

- (1) Chairman of the audit committee Mr. Sukont Kanjana-Huttakit remaining term in office 3 years
- (2) Member of the audit committee Dato' Shaarani Bin Ibrahim remaining term in office 3 years
- (3) Member of the audit committee Mrs. Watanan Petersik remaining term in office 3 years

Secretary of the audit committee Ms. Siriporn Sanunpairaue

Mr. Thaphop Kleesuwan

Enclosed hereto is copies of the certificate and biography of the audit committee. The audit committee number 1 - 3 has/have adequate expertise and experience to review creditability of the financial reports.

The audit committee of the company has the scope of duties and responsibilities to the Board of Director on the following matters:

The AC has been established in compliance with the Bank of Thailand (BOT) Guidelines on Corporate Governance, Securities and Exchange Commission (SEC), as well as Securities Exchange of Thailand (SET)'s listing requirements.

1. AUTHORITY

The AC is a Board delegated committee. The AC in discharging its duties shall have explicit authority to investigate any matter within its terms of reference, full access to and co-operation from management and full discretion to invite any director or executive officer to attend its meetings, and reasonable resources to enable it to discharge its functions properly. The AC shall have full and unrestricted access to information, be able to obtain independent professional advice and invite any person with relevant experience to attend.

2. COMPOSITION

The AC must comprise only independent and non-executive directors of at least three members. The independence of all AC members has to be complied with the SEC and SET regulations. The AC members must not be involved in any potential related party activity for at least the last 2 years prior to an appointment. All members of the AC should be financially literate and at least one should be accounting literate. Collectively, the committee should have a wide range of skills.

3. ROLES AND RESPONSIBILITIES

3.1 To 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 BOT Guidelines and SET's listing requirements.

3.2 To review the effectiveness of IAD, in particular:

- a. To ensure that the internal audit function is well placed to undertake reviews or investigations on behalf of the AC and be placed under the direct authority and supervision of the AC.
- b. To review the adequacy of internal audit scope, functions, competency and resources of the internal audit function, and that it has the necessary authority to carry out its work.
- c. To review the results of the internal audit processes and, where necessary, ensure that appropriate actions are taken on the recommendations of the internal audit function.
- d. To oversee the functions of IAD and ensure compliance with relevant guidelines on internal audit issued by BOT and SET.
- e. To evaluate the performance and decide on the remuneration package of the CIA.
- f. To approve the appointment, transfer and dismissal of the CIA and to be informed of the resignation of any Unit Head in IAD, providing the resigning staff member an opportunity to submit his/her reasons for resigning.

3.3 To review the effectiveness of external auditors, in particular:

- a. To consider the appointment of external auditors, the audit fees and any question of resignation or dismissal.
- b. To discuss with the external auditor before the audit commences the nature and scope of the audit, and ensure co-ordination where more than one audit firm is involved.
- c. To assess objectivity, performance and independence of external auditors (e.g. by reviewing and assessing the various relationships between the external auditors and the CIMB Thai Group or any other entity).
- d. To approve the provision of non-audit services by the external auditors.
- e. To ensure that there are proper checks and balances in place so that the provision of non-audit services does not interfere with the exercise of independent judgement of the auditors.
- f. To ensure that the accounts are prepared in a timely and accurate manner with frequent reviews of the adequacy of provisions against contingencies and bad and doubtful debts.
- g. To discuss problems and reservations arising from the interim and final audits, and any matter the auditor may wish to discuss (in the absence of management where necessary).
- h. To review the external auditor's management letter and management's response.
- i. To meet with the external auditors at least twice a year without the presence of the management to discuss any concerns and to obtain feedback by IAD and regulatory auditors.

3.4 To review the effectiveness of Compliance function, in particular:

- a. To ensure that the Compliance function is well placed to under the direct authority and supervision of the AC.
- b. To review the adequacy of Compliance scope, functions, competency and resources of the Compliance function, and that it has the necessary authority to carry out its work.
- c. To oversee the functions of Compliance and ensure compliance with relevant guidelines on Compliance issued by relevant regulators.
- d. To evaluate the performance and decide on the remuneration package of the Head of Compliance.
- e. To approve the appointment, transfer and dismissal of the Head of Compliance.

3.5 To review the findings and compliance issues identified by regulators and to ensure that appropriate and prompt remedial actions are taken by management.

3.6 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.

3.7 To review the quarterly and year-end financial statements for submission to the Board of the relevant entities within the CIMB Thai Group, focusing particularly on:

- any change in accounting policies and practices;
- significant adjustments arising from the audit;
- the going concern assumption; and
- compliance with accounting standards and other legal requirements.

3.8 To review all related party transactions submitted by management that may arise within the CIMB Thai Group and keep the Board informed of such transactions.

3.9 To report to the Board any corrective action or improvement required should the AC have 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.

3.10 To 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.

3.11 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, must be clearly documented.

3.12 To perform other duties as assigned by the Board and agreed by the AC.

The company hereby certifies that

1. The qualifications of the aforementioned members meet all the requirements of the Stock Exchange of Thailand; and
2. The scope of duties and responsibilities of the audit committee as stated above meet all the requirements of the Stock Exchange of Thailand



(Seal)

Signed _____

(Mr. Preecha Unchitti)
Director

Signed _____

(Mr. Subhak Siwaraksa)
President and Chief Executive Officer