

Ref. CIMBT OFF. 111/ 2014

11 April 2014

Subject: Notification of resolutions passed at the Annual General Meeting of Shareholders No. 20 of CIMB Thai Bank Public Company Limited

 To: The President
 The Stock Exchange of Thailand

Attachment: Form to Report on Names of Members and Scope of Work of Audit Committee (F24-1)

The Annual General Meeting of Shareholders No. 20 of CIMB Thai Bank Public Company Limited (the "Bank"), held on 11 April 2014 at 2.00 p.m., at The Auditorium Room, 9th Floor, CIMB Thai Bank Public Company Limited, 44 Langsuan Road, Lumpini, Patumwan, Bangkok, passed resolutions on the matters as summarized below:

1. To certify the minutes of Annual General Meeting of Shareholders No. 19 held on 12 April 2013

The resolution was passed by:

Approval	20,436,486,610	votes	equivalent to	99.9999	%
Disapproval	19,300	votes	equivalent to	0.0000	%
Abstention	0	votes	equivalent to	0.0000	%

This agenda item required majority votes of the total shareholders who attended the meeting and had the rights to vote.

2. To acknowledge the Bank's operating results for the year 2013.

3. To approve the statements of financial position and the statements of comprehensive income for the fiscal year ended 31 December 2013.

The resolution was passed by:

Approval	20,437,357,320	votes	equivalent to	99.9987	%
Disapproval	0	votes	equivalent to	0.0000	%
Abstention	258,849	votes	equivalent to	0.0012	%

This agenda item required majority votes of the total shareholders who attended the meeting and had the rights to vote.

4. To approve the appropriation of profit for the year 2013 to the statutory reserve in the amount of THB 64,200,000 and the payment of dividend for the operating results of 2013 at the rate of THB 0.01 per share, totaling THB 210,848,780.25. The Bank has specified the names of the shareholders who have the right to receive the dividend payment on Wednesday, 23 April 2014 (Record Date), and closed the share register book to suspend the share transfer for the purpose of collecting the names of shareholders in accordance with Section 225 of the Securities and Exchange Act on Thursday, 24 April 2014. The dividend payment shall be made on Friday, 9 May 2014.

The resolution was passed by:

Approval	20,437,121,448	votes	equivalent to	99.9970	%
Disapproval	480,457	votes	equivalent to	0.0023	%
Abstention	129,522	votes	equivalent to	0.0006	%

This agenda item required majority votes of the total shareholders who attended the meeting and had the rights to vote.

5. To approve the directors' remuneration for the Board and Board Committee members for the year 2014, as detailed below:

5.1 Meeting and entertainment allowances for Board members:

1. Monthly meeting allowance
 - . Chairman 130,000 THB/person
 - . Vice Chairman 88,000 THB/person
 - . Director 44,000 THB/person
2. Monthly entertainment allowance
 - . Chairman 70,000 THB/person

5.2 Remuneration for Board Committee members:

Directors who are required to serve on other Board Committees are entitled to receive additional monthly meeting allowances as follows:

1. Audit Committee
 - . Chairman 72,000 THB/person
 - . Committee member 40,000 THB/person
2. Nomination, Remuneration and Corporate Governance Committee
 - . Chairperson 52,000 THB/person
 - . Committee member 40,000 THB/person

Remark: Most of the committees are chaired/served on by the President and CEO. Nevertheless, the President and CEO has declared his intention not to receive the meeting allowances in those committees. In addition, Dato' Robert Cheim Dau Meng and Mr. Kenny Kim have declared their intentions not to receive the meeting allowance in those committees. (Directors are responsible for paying their own income tax.)

The resolution was passed by:

Approval	20,436,677,281	votes	equivalent to	99.9943	%
Disapproval	663,061	votes	equivalent to	0.0032	%
Abstention	499,113	votes	equivalent to	0.0024	%

This agenda item required at least two-thirds of the total votes of the shareholders who attended the meeting and had the rights to vote.

6. To appoint PricewaterhouseCoopers ABAS Ltd., represented by Mr. Boonlert Kamolchanokkul (CPA License No. 5339) and/or Mrs. Unakorn Phruithithada (CPA License No. 3257) and/or Mrs. Anothai Leekijwattana (CPA License No. 3442), as CIMB Thai Group auditor for the year 2014, and to determine the auditing fee and other fees for 2014 of THB 10,300,000 for the Bank, as well as to acknowledge the auditing fee of THB 1,630,000 for the subsidiaries, making up the total auditing fees and other fees of the CIMB Thai Group of THB 11,930,000 for the year 2014.

The resolution was passed by:

Approval	20,437,930,765	votes	equivalent to	99.9988	%
Disapproval	0	votes	equivalent to	0.0000	%
Abstention	244,713	votes	equivalent to	0.0011	%

This agenda item required majority votes of the total shareholders who attended the meeting and had the rights to vote.

7. To re-elect two members of the Board of Directors due to retire by rotation as the Bank's directors for another term. The resolution on the election of each of such directors was passed by the majority votes of the total shareholders who attended the meeting and had the rights to vote as follows:

7.1 Mrs. Watanan Petersik Independent Director / Audit Committee Member

The resolution was passed by:

Approval	19,790,377,625	votes	equivalent to	96.8304	%
Disapproval	100	votes	equivalent to	0.0000	%
Abstention	647,797,753	votes	equivalent to	3.1695	%

7.2 Mr. Kenny Kim Director

The resolution was passed by:

Approval	19,777,799,311	votes	equivalent to	96.7689	%
Disapproval	12,578,414	votes	equivalent to	0.0615	%
Abstention	647,797,753	votes	equivalent to	3.1695	%

8. To appoint three new directors of the Bank increasing the total number of directors to 10 which is in compliance with the Articles of Association of the Bank, Clause 14, requiring that the Board of Directors shall consist of not less than five members and not exceeding 12 members. The resolution on the appointment of each of such directors was passed by the majority votes of the total shareholders who attended the meeting and had the rights to vote as follows:

8.1 Mr. Chitrapongse Kwangsukstith Independent Director

The resolution was passed by:

Approval	19,790,516,262	votes	equivalent to	96.8310	%
Disapproval	10,000	votes	equivalent to	0.0000	%
Abstention	647,675,262	votes	equivalent to	3.1689	%

8.2 Ms. Sopawadee Lertmanaschai Independent Director

The resolution was passed by:

Approval	19,790,494,771	votes	equivalent to	96.8309	%
Disapproval	10,000	votes	equivalent to	0.0000	%
Abstention	647,696,753	votes	equivalent to	3.1690	%

8.3 Ms. Serena Tan Mei Shwen Director

The resolution was passed by:

Approval	19,790,494,771	votes	equivalent to	96.8309	%
Disapproval	10,000	votes	equivalent to	0.0000	%
Abstention	647,696,753	votes	equivalent to	3.1690	%

In this connection, Mr. Chitrapongse Kwangsukstith and Ms. Sopawadee Lertmanaschai have duly been approved by the Bank of Thailand for the proposed appointment, while Ms. Serena Tan Mei Shwen is now under the regulator's consideration.

9. To cancel the unsold and unoffered portion of Rights Shares and General Mandate Shares earlier approved by the AGM no. 18 held on 12 April 2012, comprised of 125,837,157 unsold Rights Shares and 4,894,780,426 unoffered General Mandate Rights Shares, totaling 5,020,617,583 unsold and unoffered shares.

The resolution was passed by:

Approval	19,790,521,262	votes	equivalent to	96.8310	%
Disapproval	5,000	votes	equivalent to	0.0000	%
Abstention	647,675,262	votes	equivalent to	3.1689	%

This agenda item required majority votes of the total votes of the shareholders who attended the meeting and had the rights to vote.

10. To decrease the Bank's registered capital from THB 13,052,747,804 to THB 10,542,439,012.50 by cancelling 5,020,617,583 unsold and unoffered registered ordinary shares with a par value of THB 0.50 per share, totaling THB 2,510,308,791.50.

The resolution was passed by:

Approval	19,790,406,557	votes	equivalent to	96.8304	%
Disapproval	105,027	votes	equivalent to	0.0005	%
Abstention	647,690,440	votes	equivalent to	3.1690	%

This agenda item required at least three-fourths of the total votes of the shareholders who attended the meeting and had the rights to vote.

11. To amend Clause 4 of the Bank's Memorandum of Association to correspond with the Bank's decrease in registered capital as proposed in agenda item 10. The existing clause shall be repealed and replaced with the following:

Clause 4. Registered capital amounts to THB 10,542,439,012.50 (ten billion five hundred forty two million four hundred thirty nine thousand twelve baht and fifty satang)

Divided into 21,084,878,025 (twenty one billion eighty four million eight hundred seventy eight thousand and twenty five) ordinary shares

Par value per share THB 0.50 (fifty satang)

Divided into:
Ordinary shares 21,084,878,025 (twenty one billion eighty four million eight hundred and seventy eight thousand twenty five) ordinary shares

Preferred shares - shares (- shares)

The resolution was passed by:

Approval	19,790,489,271	votes	equivalent to	96.8308	%
Disapproval	0	votes	equivalent to	0.0000	%
Abstention	647,712,753	votes	equivalent to	3.1691	%

This agenda item required at least three-fourths of the total votes of the shareholders who attended the meeting and had the rights to vote.

Please be informed accordingly.

Sincerely yours,

-Signed-

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

Company Secretariat
Office of the President
Tel. 0-2638-8283, 0-2638-8287

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. 20, held on 11 April 2014 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) Mrs. Watanan Petersik

(2) _____

(3) _____

, the ~~appointment~~/renewal of which shall take an effect as of 11 April 2014

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

, 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 2 years
(2) Member of the audit committee Dato' Shaarani Bin Ibrahim remaining term in office 1 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 be 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.

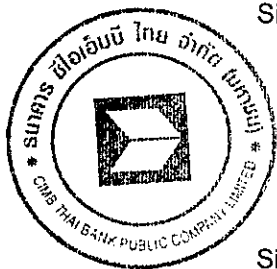
3.11 The scope, roles and responsibilities of the advisory service from external expert to AC or appointment of management to perform duty on behalf of AC, if any, must be clearly documented.

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

C. Phasukavanich

(Mr. Chakamon Phasukavanich)
Chairman

Signed

S. Siwaraksa

(Mr. Subhak Siwaraksa)
President and Chief Executive Officer