

**Attachment 5****Audit Committee Report**

### Audit Committee Report

The Audit Committee of CIMB Thai Bank Public Company Limited (the Bank) is composed of three independent directors. On 25th April 2017, the Board of Directors approved to appoint Mr. Maris Samaram as Audit Committee Chairman in replacement of Mr. Sukont Kanjana-Huttakit who resigned. The members of the Audit Committee are as below:

- |                               |          |
|-------------------------------|----------|
| 1. Mr. Maris Samaram          | Chairman |
| 2. Dato' Shaarani Bin Ibrahim | Member   |
| 3. Mr. Pravej Ongartsittigul  | Member   |

The Audit Committee has performed its tasks in accordance with the scope of responsibilities defined in the Audit Committee Charter and specific responsibilities delegated by the Board of Directors. In 2017, the Audit Committee held a total of 16 meetings with senior management, heads of concerned business units, internal auditors and the external auditor. The result of each meeting has been reported to the Board of Directors. Significant actions taken by the Audit Committee can be summarised as follows:

- Reviewed quarterly, semi-annual and annual financial statements of the Bank as well as consolidated financial statements of the Bank and its subsidiaries by holding meetings with the external auditor and Head of Finance to consider the completeness and accuracy of the financial statements and disclosure of information in the notes to financial statements in compliance with financial reporting standards and generally accepted accounting principles as well as the requirements of laws and regulations relevant to Bank and its subsidiaries.
- Reviewed the adequacy of the internal control system based on the audit result report of Internal Audit and the result of examination of the regulators who oversee the Bank and its subsidiaries to ensure the internal control system and financial reporting are effective. In addition, the Audit Committee reviewed and monitored the Bank's rectification of the audit issues to ensure appropriate corrective actions had been taken in a timely manner.
- Reviewed the effectiveness of the risk management system in collaboration with Head of Risk Management based on risk management reports and guidelines for managing respective types of risks and incidents to ensure the appropriateness of the risk management system.
- Reviewed the effectiveness of Compliance unit function and compliance with applicable laws and regulations, as well as monitored to ensure the necessary remedial actions of audit issues had timely been taken by senior management.
- Considered the selection of the external auditor and determination of the audit fee for further proposal to the Board of Directors and the shareholders.
- Reviewed and opined about related party transactions or transactions that may cause conflict of interest and reported to the Board of Directors for appropriate action or improvement.

In accordance with the roles and responsibilities above, the Audit Committee is of the opinion that the financial statements and disclosure of information of the Bank and its subsidiaries are complete and reliable, consistent with financial reporting standards and the generally accepted accounting principles. Overall risk management, internal control systems, procedures to ensure compliance with applicable laws and regulations, and independent internal audit systems conducted in accordance with internal audit standards are considered adequate and consistent with the current business environment.

\* In 2017, there were 16 meetings of Audit Committee.

- Maris Samaram -  
(Mr. Maris Samaram)  
Audit Committee Chairman

**Attachment 6****The Nomination, Remuneration, and Corporate Governance Committee Report**

### The Nomination, Remuneration, and Corporate Governance Committee Report

In line with the roles and responsibilities of the Nomination, Remuneration, and Corporate Governance Committee, in 2017, the Committee continued to ensure that the Bank considered and nominated qualified candidates for appointment as directors and senior executives of the Bank, with appropriate remuneration and benefits commensurate with their duties and responsibilities. In addition, the Committee also reviewed the Bank's staff benefits in 2017.

In summary, the main roles and responsibilities of the Nomination, Remuneration, and Corporate Governance Committee are as follows:

1. To identify and nominate suitable candidates for key positions and recommend remuneration and benefits commensurate with the respective duties and responsibilities for the Board's approval.
2. To consider and submit for the Board's concurrence the appointment of Bank subsidiaries' directors and senior executives.
3. To evaluate the performance of the Bank's senior executives against business targets and performance requirements and refer the results to the Board with recommendations for consideration of appropriate remuneration and benefits.
4. To review, consider and recommend for the Board's approval annual salary adjustment and bonus payment for the Bank employees.
5. To review and submit for the Board's approval the corporate governance policy and code of conduct for directors and employees of the Bank to ensure compliance with corporate governance criteria of relevant regulatory authorities.
6. To approve and present to the Board annually for acknowledgement corporate governance guidelines for relevant units to follow so as to enhance the Bank's corporate governance standards.
7. To review the Bank's staff benefits.

The Committee is also of the opinion that remuneration for directors and senior executives for the year 2017 was in line with their duties and responsibilities, their individual performance, the overall economic conditions, and the performance of the Bank.

*-Watanan Petersik -*

(Mrs. Watanan Petersik)

Chairwoman of the Nomination, Remuneration, and Corporate Governance Committee

**Attachment 7**

**Statement on the Board of Directors Responsibility for Financial Statements**

## Report of Responsibility of the Board of Directors for Financial Statements

The Board of Directors is responsible for the financial statements of CIMB Thai Bank Public Company Limited and its subsidiaries as well as the financial information presented in this annual report. The aforementioned financial statements have been prepared in accordance with Thailand's generally accepted accounting standards and international accounting standards, applying appropriate and consistent accounting policies and with careful judgment and best estimates. Important information is adequately disclosed in the notes to financial statements to ensure compliance with the notifications of the Bank of Thailand and the rules and regulations of the Stock Exchange of Thailand and the Office of the Securities and Exchange Commission.

The Board of Directors has established and maintained appropriate and effective internal control system in order to rationally assure that the accounting information is correctly and completely recorded and adequate to sustain the Bank's assets so as to prevent any fraud or irregular operations.

The Board of Directors has appointed an Audit Committee comprising Independent Directors to be responsible for the quality of the Bank's financial statements and the effectiveness of its internal control system. The Audit Committee's comments on these issues are included in the Audit Committee's report presented in this annual report.

The Board of Directors is of the opinion that the Bank's overall internal control is at a satisfactory level and reasonably provides reliability of the Bank's and its subsidiaries' financial statements for the year ended 31 December 2017.

- *Chitrapongse Kwangsukstith* -  
(Mr. Chitrapongse Kwangsukstith)  
Director

- *Kittiphun Anutarasoti*-  
(Mr. Kittiphun Anutarasoti)  
President and Chief Executive Officer

**Attachment 8**

**Certified Financial Statement Report**

## Form 56-3

## Certified Financial Statement Report

Financial Statement of CIMB Thai Public Company Limited  
For The Accounting Period Ending December 31, 2017

Name of Auditor : **Mr. Boonlert Kamolchanokkul** Audit Office : **PricewaterhouseCoopers ABAS Ltd.**

We have reviewed the information disclosed in this financial statement with the information received via the carefully performing for the position of the highest executive of the company and the position of the highest management of Accounting function. We confirm that:

- (1) This financial statement presents the complete and correct information that material the financial position and cash flow of the Bank and its subsidiaries.
- (2) We are responsible to put in place of good disclosure system to ensure that the Bank have disclosed the material information of the Bank and its subsidiaries correctly and completely including supervision of control for the compliance such system.
- (3) We are responsible for the effectiveness of internal control and the supervision of compliance with such system and we have already reported the Internal Control Evaluation as at **31 December 2017** to the Auditors and the Bank's Audit Committee covering the deficiency and material change in the internal control system including the misconduct which may has an impact in the Banks and her subsidiaries financial statement preparation.

Name	Position	Signature
1. Mr. Chitrapongse Kwangsukstith	Director	- Chitrapongse Kwangsukstith -
2. Mr. Kittiphun Anutarasoti	President and Chief Executive Officer	- Kittiphun Anutarasoti -