

**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. The members of the Audit Committee are:

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|--------------------------|--|
| 1. Mr. Maris Samaram     | Chairman   |
| 2. Mr. Chanmanu Sumawong | Member   |
| 3. Dr. Rom Hiranpruk     | Member (Appointed on 14 December 2018 in place of Mr. Chakramon Phasukavanich) |

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 2018, the Audit Committee held a total of 12 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 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 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 2018, there were 12 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 2018, the Committee continued to ensure that the Bank considered and nominated qualified candidates for positions of directors and senior executives of the Bank, and with appropriate remuneration and benefits according to their duties and responsibilities. In addition, the Committee also reviewed the Bank's staff benefits in 2018.

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

1. To nominate qualified directors and senior executives and recommend remuneration and benefits appropriate for their duties and responsibilities to the Board for approval.
2. To consider the appointment of the Bank subsidiaries' directors and senior executives to the Board for concurrence.
3. To assess the performance of the Bank's senior executives against targets and performance criteria and submit the results of which to the Board with recommendations regarding the appropriate remuneration and benefits.
4. To review and consider the overall annual salary adjustment and bonuses for the Bank employees and propose the package to the Board for approval.
5. To review the Corporate Governance Policy and Codes of Conduct for directors and employees of the Bank in compliance with the corporate governance criteria of relevant regulatory authorities, and bring them forward to the Board for approval.
6. To review and present corporate governance guidelines for relevant units to the Board for approval so as to enhance good corporate governance of the Bank.
7. To review and improve benefits of the Bank's staffs.

The Committee is of the opinion that remuneration for directors and senior executives in 2018 was in line with their duties and responsibilities, the individuals' performance, the overall economic conditions, and the operational 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 2018.

- Omar Siddiq Bin Amin Noer Rashid -  
(Encik Omar Siddiq Bin Amin Noer Rashid)  
Acting President and Chief Executive Officer

- Shahnaz Farouque Bin Jammal Ahmad -  
(Encik Shahnaz Farouque Bin Jammal Ahmad)  
Director