

Attachment 5**Audit Committee Report**

Audit Committee Report

The Audit Committee of CIMB Thai Bank Public Company Limited)the Bank(is composed of four independent directors. The members of the Audit Committee are:

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| 1. Mrs. Oranuch Apisaksirikul | Chairperson
(Appointed on 26 June 2019 in replacement of Mr. Maris Samaram who retired by rotation with effect from 18 April 2019) |
| 2. Mr. Chanmanu Sumawong | Member |
| 3. Dr. Rom Hiranpruk | Member |
| 4. Mr. Niti Jungnitnirundr | Member (Appointed on 18 April 2019) |

The Audit Committee has performed duties in accordance to the scope of responsibilities defined in the Audit Committee Charter and specific responsibilities delegated by the Board of Directors. The Audit Committee supported the Bank's good corporate governance in accountability, transparency, fairness, integrity and check and balance, which reserved the best interests of stake holders. In 2019, the Audit Committee held a total of 13 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:

Financial Statements

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.

Internal Control System

Reviewed the adequacy of the internal control system including control over Information Technology system and cyber resilience based on the internal audit reports of Corporate Assurance, external audit report, IT external expert reports, 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. 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. In addition, the Audit Committee has also recommended the Bank to establish and/or enhance certain policies and procedures to strengthen the internal control system.

Risk Management System

Reviewed the effectiveness of the enterprise wide risk management process and 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.

Regulatory Compliance

Reviewed the effectiveness of compliance with applicable laws and regulations, as well as monitored to ensure the necessary remedial actions of regulatory audit issues had timely been taken by senior management.

External Auditor

Reviewed and assessed the independence, professional qualification and performance of the external auditor as well as the overall scope of audit of semi-annual and annual financial statements and review of interim financial statements. Considered the selection of the external auditor and determination of the audit fee for proposal to the Board of Directors for further recommendation to the shareholders for approval.

Related Party and Other Related Company Transactions

Reviewed and assessed related party and other related company transactions or transactions that may cause conflict of interest prior to the Board of Directors' approval.

Overseeing Internal Audit

Reviewed and approved the Internal Audit Charter and Policy, audit risk assessment framework for annual audit planning, annual audit plan and credit review plan. On a monthly basis, the Audit Committee reviewed the internal audit result, provided recommendations and followed up the corrective actions.

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 presented fairly in all material aspect and in accordance with financial reporting standards and the generally accepted accounting principles. The overall internal control systems, risk management, procedures to ensure compliance with applicable laws and regulations, and independent internal audit systems conducted in accordance with internal audit standards are adequate to support the current business of the Bank.

- Oranuch Apisaksirikul -

(Mrs. Oranuch Apisaksirikul)
Audit Committee Chairperson

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 2019, the Committee continued to ensure that the Bank considered and nominated names of 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 Corporate Governance Policy in 2019.

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 commensurate with 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 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 salary and bonus 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 submit them to the Board for approval.
6. To review corporate governance guidelines for relevant units and present them to the Board for approval with a view to enhancing good corporate governance of the Bank.
7. To review the Bank's staff benefits.

The Committee is of the opinion that the remuneration for directors and senior executives in 2019 was in line with their duties and responsibilities, the individuals' performance, the overall economic situation, 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 and enable the Bank to be aware of any weaknesses so as to prevent 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 2019.

- Omar Siddiq Bin Amin Noer Rashid -
(Mr. Omar Siddiq Bin Amin Noer Rashid)
Director

- Adisorn Sermchaiwong -
(Mr. Adisorn Sermchaiwong)
President and Chief Executive Officer

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