

(Translation)

Ref. CIMBT.OFP 644/2010

24 November 2010

Subject: Connected transaction regarding assets or services

To: The President
The Stock Exchange of Thailand

The Board of Directors of CIMB Thai Bank Plc. ("**CIMB Thai**" or "**the Bank**") at its meeting no. 13/2010 on 24 November 2010 passed a resolution approving the Bank to provide supporting and other relevant services ("insourcing services") to CIMB-Principal Asset Management Co., Ltd. ("**CIMB-Principal**"). CIMB Thai and CIMB-Principal are member companies of CIMB Group Sdn Bhd ("**CIMB Group**"), with CIMB Group having controlling power in and being an indirect major shareholder of CIMB-Principal, the transaction is considered a connected transaction pursuant to the Notification of the Capital Market Supervisory Board no. ThorJor. 21/2008 regarding criteria for connected transactions, and Notification of the Board of the Stock Exchange of Thailand ("**the SET**") regarding disclosure of information and acts of listed companies in connected transactions B.E. 2546 (2003) and the amendments. Details of the connected transaction are as follows:

1. Date of transaction

The transaction is subject to the approval of its Board of Directors meeting no. 13/2010 to be held on 24 November 2010.

2. Connected persons and nature of relationship

Service provider: CIMB Thai Bank Plc. ("**CIMB Thai**" or "**the Bank**")
Service user: CIMB-Principal Asset Management Co., Ltd. ("**CIMB-Principal**")

Relationship with the Bank and scope of beneficial interests of connected persons:

- CIMB Bank Berhad ("**CIMB Bank**") is the major shareholder of the Bank, owning 93.15% of the total issued and paid-up shares of the Bank.
- CIMB-Principal Asset Management Berhad ("**CPAM**") is the major shareholder of CIMB-Principal, owning 100% of the total issued and paid-up shares of CIMB-Principal.
- CIMB Group is the 99.99% shareholder of CIMB Bank and 60% shareholder of CPAM.
- CIMB Group is the major shareholder both directly and indirectly of the Bank, CIMB-Principal, CIMB Bank and CPAM.

3. General characteristics of the transaction

The Bank will provide three types of supporting and other relevant services ("**insourcing services**") to CIMB-Principal as below:

1. IT system functions, e.g. email system, internet system, data searching and communications, installation and maintenance of computer related equipment.
2. Human resource functions, e.g. payroll and personnel administration.
3. Office administration functions, e.g. messenger service, and repair and maintenance of public utilities.

The Bank has received approval from the Bank of Thailand ("**the BOT**") to provide the insourcing services to CIMB-Principal for a period of one year commencing from the date of completion of the sale of its interests in CIMB-Principal i.e. 30 June 2010. Any extension of the insourcing period shall be subject to prior approval of the BOT.

4. Total value of consideration and condition of payment

The Bank will provide insourcing services for a total cash consideration of approximately THB 1.65 million (total value under the service agreement of 1-year term). The said service provision is considered a connected transaction regarding assets or services. The total value of the transaction together with the value of other connected transactions occurring during the previous six months before the transaction (but excluding the connected transactions duly approved by the shareholders meeting of the Bank) is more than 0.03% but lower than 3% of the consolidated net tangible assets of the Bank, including its subsidiaries, based on the reviewed consolidated financial statements of the Bank as of 30 September 2010 (total value of consolidated net tangible assets of the Bank according to such financial statements was THB 8,513.3 million).

5. Conditions of the transaction

The BOT has permitted the Bank to provide the insourcing services to CIMB-Principal for a period of one year commencing from the date of completion of the sale of its interests in CIMB-Principal (on 30 June 2010). Any proposed extension of the insourcing period shall be subject to prior approval of the BOT.

6. Opinions of the Board of Directors

The Board has prudently considered the transaction and has opined that, to facilitate CIMB-Principal's continued business operations after the Bank's sale of its equity shares in CIMB-Principal and to enhance income generation for the Bank, it is appropriate for the Bank to provide the insourcing services to CIMB-Principal in accordance with the terms of the BOT approval in relation thereto.

7. Opinions of Audit Committee and/or directors of the Bank that are different from those of the Board of Directors pursuant to Clause 6 above

The Audit Committee's opinions are in line with those of the Board of Directors.

8. Directors with beneficial interests

Mr. Kenny Kim and Dato' Robert Cheim Dau Meng, representative directors from CIMB Bank, and Mrs. Watanan Petersik, director appointed as independent director of CIMB Group, are deemed to have beneficial interests and are hence not entitled to vote in respect of this transactions.

9. Transaction criteria

The transaction is considered a connected transaction which is subject to the approval of the Board, whereby directors with beneficial interests (as discussed in Section 8) shall abstain from voting thereon.

Please be informed accordingly.

Sincerely yours,

-Signed-

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

Office of the President
Tel: 0-2638-8287