

(Translation)

Ref. CIMBT OFF 477/2011

21 April 2011

Subject: Notification of resolutions passed at the Annual General Meeting of Shareholders No. 17 for the year 2011 of CIMB Thai Bank Public Company Limited

To: The President
The Stock Exchange of Thailand

The Annual General Meeting of Shareholders No. 17 for the year 2011 of CIMB Thai Bank Public Company Limited (the "Bank"), held on 20 April 2011 at 2.00 p.m., at Srisuriwongse Ballroom, 11th Floor, Tawana Bangkok Hotel, No. 80 Surawongse Road, Siphaya, Bangrak, Bangkok, passed resolutions on the matters as summarized below:

1. To certify the minutes of Annual General Meeting of Shareholders No. 16 held on 29 April 2010. The resolution was passed by:

Approval	15,932,260,886	votes	equivalent to	100.0000	%
Disapproval	0	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 2010.

3. To approve the balance sheet and the profit and loss statement for the fiscal year ended 31 December 2010, which have been audited and certified by the auditor of the Bank.

The resolution was passed by:

Approval	15,934,065,812	votes	equivalent to	100.0000	%
Disapproval	0	votes	equivalent to	0.0000	%
Abstention	5,288	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.

4. To approve the appropriation of profit from the year 2010 to the statutory reserve of THB 100,000,000 and the remaining net profit of THB 902,480,191 as retained earnings, hence making up cumulative retained earnings of THB 1,241,862,196 after the appropriation of profit, and suspension of dividend payment in order to preserve and be prudent in managing the Bank's capital for future business expansion.

The resolution was passed by:

Approval	15,287,737,058	votes	equivalent to	95.9264	%
Disapproval	647,772,334	votes	equivalent to	4.0646	%
Abstention	1,431,388	votes	equivalent to	0.0090	%

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 year 2011 as follows:

5.1 Directors' remuneration

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

5.2 Committees' remuneration

- Other Board Committees			
Chairman	52,000		THB/person
Director	40,000		THB/person

The directors are responsible for payment of their own income tax.

Remark Most of the committees are chaired by the President or have the President as member. Nevertheless, the President 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 intention not to receive the meeting allowance in those committees.

The resolution was passed by:

Approval	15,937,008,360	votes	equivalent to	99.9984	%
Disapproval	96,399	votes	equivalent to	0.0006	%
Abstention	163,969	votes	equivalent to	0.0010	%

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 approve the appointment of PricewaterhouseCoopers ABAS Ltd., by Mr. Boonlert Kamolchanokkul (CPA License No. 5339) and/or Mrs. Anothai Leekijwattana (CPA License No. 3442) and/or Mrs. Unakorn Phruithithada (CPA License No. 3257), as CIMB Thai Group auditor for the year 2011 and to determine the auditing fee and other fees for 2011 in the amount of THB 10,325,500 for the Bank and THB 2,298,500 for the subsidiaries, making up the total auditing fees and other fees of the CIMB Thai Group for the year 2011 of THB 12,624,000.

The resolution was passed by:

Approval	15,934,809,518	votes	equivalent to	99.9846	%
Disapproval	2,116,081	votes	equivalent to	0.0133	%
Abstention	343,129	votes	equivalent to	0.0022	%

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

7. To re-elect the three members of the Board of Directors, who were to retire by rotation, as Bank Directors for another term.

The resolution was passed on the election of each of such members of the Board as follows:

7.1 Mrs. Watanan Petersik (Independent Director / Member of Audit Committee)

The resolution was passed by:

Approval	15,198,418,595	votes	equivalent to	99.9991	%
Disapproval	122,222	votes	equivalent to	0.0008	%
Abstention	19,482	votes	equivalent to	0.0001	%

7.2 Mr. Preecha Oonchitti (Director)

The resolution was passed by:

Approval	15,937,214,868	votes	equivalent to	99.9997	%
Disapproval	3,666	votes	equivalent to	0.0000	%
Abstention	50,194	votes	equivalent to	0.0003	%

7.3 Mr. Kenny Kim (Director)

The resolution was passed by:

Approval	15,937,218,534	votes	equivalent to	99.9997	%
Disapproval	0	votes	equivalent to	0.0000	%
Abstention	50,194	votes	equivalent to	0.0003	%

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

8. To approve an amendment of the Resolution of Annual General Meeting of Shareholders No. 16 held on 29 April 2010 regarding the issuance and offering of debentures of the Bank (Agenda No. 13).

The key amendments are regarding the total issue size of the debentures, from not exceeding THB 6 billion to not exceeding THB 30 billion and the type of instrument from hybrid subordinated debt capital instruments that can be counted as the Tier I Capital and/ or the Tier II Capital to all types and forms of debentures, as detailed below:

"Approval is granted for the Bank to mobilize funds for use in the business of the Bank, by way of the Bank and/or its branches issuing and offering for sale debentures of all types and all forms, within the limit of THB 30 billion, including debentures issued but not yet redeemed at any time. This shall be at the Bank's discretion and subject to the need to use any such funds, as well as the following conditions:

- Types : All types and forms of debentures (including but not limited to subordinated debentures, unsubordinated debentures, hybrid capital debentures, convertible debentures, securitized debentures, secured debentures, unsecured debentures and/or derivatives debentures) depending on market condition at such time the debentures are to be offered.
- Amount and Currency : Principal amount of debentures, including debentures issued but not redeemed, at any time shall not exceed THB 30 billion. Debentures may be issued in THB or other currency in equivalent amount as applied by exchange rate prevailing at such time the debentures are issued and offered.

- Offer for Sale** : The debentures shall be offered to sell to the public and/or on a limited offering or private placement basis, and/or to institutional investors/high net-worth investors in Thailand and overseas according to notifications of Capital Market Supervisory Board (“CMSB”), the BOT, the Securities and Exchange Commission (“SEC”) and/or the Office of the SEC and/or other related notifications, rules and regulations in force at the time the debentures are offered. Debentures may be offered to investors in all types and also be offered in whole or in part, and/or as a program, and/or in revolving nature. The debentures may be issued and offered separately from, in combination of, or together with other securities.
- Interest Rate or Yield** : Interest and yield shall depend on market condition at such time the debentures are issued and offered or under terms and conditions of the debentures issued at such time. This shall be subject to notifications of CMSB, BoT, SEC and/or the Office of the SEC and/or other related notifications, rules and regulations in force at such time the debentures are issued and offered.
- Redemption Period** : Redemption period shall depend on market condition at such time the debentures are issued and offered.
- Early Redemption** : Debenture holders may or may not have the right to request the Bank to redeem any debentures issued prior to the redemption period. The Bank may or may not have the right to make early redemption. This shall be subject to terms and conditions of the debentures issued at such time.

And authorization of the President, the Board of Directors or a person or persons authorized by the President, or the Board of Directors, the power and authority to undertake all actions required in connection with the debentures as per the details and conditions above.”

The resolution was passed by:

Approval	15,288,378,922 votes	equivalent to	95.9285 %
Disapproval	647,452,040 votes	equivalent to	4.0625 %
Abstention	1,437,766 votes	equivalent to	0.0090 %

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.

9. To disapprove sale of 49,999,993 ordinary shares held by the Bank in CIMB Securities (Thailand) Co., Ltd. (“CIMBS”) at a par value of THB 10 each, representing 99.99% of the registered capital of CIMBS, for a total cash consideration of THB 510,337,881.85 to CIMB Securities International Pte Ltd. a wholly owned subsidiary of CIMB Group Sdn Bhd.

The resolution to disapprove the divestment was passed by:

Approval	90,397,755 votes	equivalent to	12.2310 %
Disapproval	647,612,463 votes	equivalent to	87.6233 %
Abstention	1,076,937 votes	equivalent to	0.1457 %

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, excluding the shareholder with special interests, i.e. CIMB Bank Berhad.

10.To acknowledge the connected transactions and disposition of assets of the Bank.

Please be informed accordingly.

Sincerely yours,
For CIMB Thai Bank Public Company Limited

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

Office of the President
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