

Ref. CIMBT OFF. 116/2016

20 April 2016

Subject: Notification of the resolutions passed at the Annual General Meeting of Shareholders No. 22 of CIMB Thai Bank Public Company Limited

To: The President
The Stock Exchange of Thailand

The Annual General Meeting of Shareholders No. 22 of CIMB Thai Bank Public Company Limited (“**the Bank**”) held on 19 April 2016 at 2.00 p.m. at the Auditorium Room, 9th Floor, CIMB Thai Bank Public Company Limited, 44 Langsuan Road, Lumpini Sub District, Patumwan District, Bangkok, passed resolutions on the matters as summarized below:

1. To certify the minutes of Annual General Meeting of Shareholders No. 21 held on 10 April 2015.

The resolution was passed by the majority votes of the total shareholders who attended the meeting and voted.

Approval	24,019,322,916	votes	equivalent to	99.9975
Disapproval	0	votes	equivalent to	0.0000
Abstention	586,052	votes	equivalent to	0.0024
No voided ballot				

2. To acknowledge the Bank’s operating results for the year 2015.

3. To approve the statements of financial position and the statements of comprehensive income for the fiscal year ended 31 December 2015.

The resolution was passed by the majority votes of the total shareholders who attended the meeting and voted.

Approval	24,022,972,845	votes	equivalent to	99.9971
Disapproval	0	votes	equivalent to	0.0000
Abstention	676,809	votes	equivalent to	0.0028
No voided ballot				

4. To approve the appropriation of profit for the year 2015 to the statutory reserve in the amount of THB 35,400,000 and payment of dividend for the operating results of 2015 at the rate of THB 0.0075 per share, totaling THB 185,810,487.59. The Bank will specify the names of the shareholders who have the right to receive the dividend payment on Thursday, 28 April 2016 (Record Date), and close the share register book to suspend the share transfer for the purpose of collecting the names of shareholders in accordance with Section 225 of the Securities and Exchange Act on Friday, 29 April 2016. The dividend payment shall be made on Thursday, 19 May 2016.

The resolution was passed by the majority votes of the total shareholders who attended the meeting and voted.

Approval	24,021,467,143	votes	equivalent to	99.9891
Disapproval	2,263,737	votes	equivalent to	0.0094
Abstention	337,194	votes	equivalent to	0.0014
No voided ballot				

5. To approve the directors' remuneration for the year 2016.

5.1. Meeting and entertainment allowances for Board members:

The total amount will remain unchanged from the previous year and be payable in two portions, i.e. monthly allowance and meeting allowance per attendance, as shown below:

Remuneration (Position)	Year 2016	
	Allowance (Monthly)	Allowance (Per attendance)
1. Meeting allowance		
. Chairman	71,500 THB/person	58,500 THB/person
. Vice Chairman	48,400 THB/person	39,600 THB/person
. Director	24,000 THB/person	20,000 THB/person
2. Entertainment allowance		
. Chairman	70,000 THB/person	-

5.2. Remuneration for Board Committee members:

Directors who are assigned by the Board to serve on other Board Committees are entitled to receive additional monthly allowances and meeting allowances per attendance as follows:

Remuneration (Position)	Year 2016	
	Allowance (Monthly)	Allowance (Per attendance)
1. Audit Committee		
• Chairman	39,600 THB/person	32,400 THB/person
• Committee member	22,000 THB/person	18,000 THB/person
2. Other Committees		
• Chairman	28,600 THB/person	23,400 THB/person
• Committee member	22,000 THB/person	18,000 THB/person

Remark: Most of the committees are chaired/served on by the President and CEO. Nevertheless, the President and CEO has declared his intention not to receive the meeting allowances in those committees.

(Directors are responsible for paying their own income tax.)

The resolution was passed by at least two-thirds of the total votes of the shareholders who attended the meeting and had the right to vote.

Approval	24,020,682,025	votes	equivalent to	99.9859
Disapproval	3,011,635	votes	equivalent to	0.0125
Abstention	374,531	votes	equivalent to	0.0015
No voided ballot				

6. To appoint PricewaterhouseCoopers ABAS Ltd., represented by Mrs. Anothai Leekijwattana (CPA License No. 3442) and/or Mrs. Unakorn Phruithithada (CPA License No. 3257) and/or Mr. Paiboon Tunkoon (CPA License No. 4298), as CIMB Thai Group auditor for the year 2016, and to determine the auditing fee and other fees for 2016 of THB 9,250,000 for the Bank, as well as to acknowledge the auditing fee of THB 1,900,000 for CIMB Thai - Vientiane Branch and the subsidiaries of the Bank, making up the total auditing fees and other fees of CIMB Thai Group of THB 11,150,000 for the year 2016.

The resolution was passed by the majority votes of the total shareholders who attended the meeting and voted.

Approval	24,022,678,677	votes	equivalent to	99.9942
Disapproval	748,434	votes	equivalent to	0.0031
Abstention	641,080	votes	equivalent to	0.0026
No voided ballot				

7. To re-elect three members of the Board of Directors due to retire by rotation as the Bank's directors for another term.

The resolution on the election of each of such directors was passed by the majority votes of the total shareholders who attended the meeting and voted as follows:

7.1. Mr. Sukont	Kanjana-Huttakit	Independent Director / Chairman of Audit Committee		
Approval	24,020,741,762	votes	equivalent to	99.9861
Disapproval	2,608,536	votes	equivalent to	0.0108
Abstention	717,893	votes	equivalent to	0.0029
No voided ballot				

7.2. Mr. Chitrapongse	Kwangskstith	Director		
Approval	24,020,680,359	votes	equivalent to	99.9858
Disapproval	2,608,436	votes	equivalent to	0.0108
Abstention	779,396	votes	equivalent to	0.0032
No voided ballot				

7.3. Ms. Serena	Tan Mei Shwen	Director		
Approval	24,020,680,359	votes	equivalent to	99.9858
Disapproval	2,608,436	votes	equivalent to	0.0108
Abstention	779,396	votes	equivalent to	0.0032
No voided ballot				

In this connection, Mr. Sukont Kanjana-Huttakit, Mr. Chitrapongse Kwangskstith and Ms. Serena Tan Mei Shwen have duly been approved by the Bank of Thailand for the proposed appointment.

8. To appoint two new directors of the Bank making up the total number of directors of 10 which is in compliance with the Articles of Associations of the Bank, Clause 14, requiring that the Board of Directors shall consist of not less than five members and not exceeding 12 members.

The resolution on the appointment of each of such new directors was passed by the majority votes of the total shareholders who attended the meeting and voted as follows:

8.1. Mr. Chakramon	Phasukavanich	Director		
Approval	24,020,680,259	votes	equivalent to	99.9858
Disapproval	2,608,536	votes	equivalent to	0.0108
Abstention	779,396	votes	equivalent to	0.0032
No voided ballot				

8.2. Mr. Pravej Ongartsittigul	Director			
Approval	24,020,946,908	votes	equivalent to	99.9870
Disapproval	2,341,887	votes	equivalent to	0.0097
Abstention	779,396	votes	equivalent to	0.0032
No voided ballot				

In this connection, Mr. Chakramon Phasukvanich and Mr. Pravej Ongartsittigul have duly been approved by the Bank of Thailand for the proposed appointment.

9. To approve the cancellation of the unoffered portion of General Mandate Shares earlier approved by the Annual General Meeting of Shareholders No. 21 held on 10 April 2015.

The resolution was passed by the majority votes of the total shareholders who attended the meeting and voted.

Approval	24,023,413,298	votes	equivalent to	99.9972
Disapproval	0	votes	equivalent to	0.0000
Abstention	654,893	votes	equivalent to	0.0027
No voided ballot				

10. To consider and approve a decrease in the Bank's registered capital by THB 1,317,804,876.50, from THB 13,705,170,716.00 to THB 12,387,365,839.50, by cancelling 2,635,609,753 unoffered registered shares with a par value of THB 0.50 per share.

The resolution was passed by at least three-fourths of the total votes of the shareholders who attended the meeting and had the right to vote.

Approval	24,023,410,199	votes	equivalent to	99.9972
Disapproval	3,099	votes	equivalent to	0.0000
Abstention	654,893	votes	equivalent to	0.0027
No voided ballot				

11. To approve an amendment to Clause 4 of the Memorandum of Association of the Bank to correspond with the Bank's decrease in registered capital as proposed in agenda item 10. The existing clause shall be repealed and replaced with the following:



“Clause 4 Registered capital	THB 12,387,365,839.50	(twelve billion three hundred eighty seven million three hundred sixty five thousand eight hundred thirty nine baht fifty satang)
Divided into	24,774,731,679 shares	(twenty four billion seven hundred seventy four million seven hundred thirty one thousand six hundred seventy nine shares)
Par value per share	THB 0.50	(fifty satang)
Divided into		
Ordinary shares	24,774,731,679 shares	(twenty four billion seven hundred seventy four million seven hundred thirty one thousand six hundred seventy nine shares)
Preferred shares	- shares	- shares”

The resolution was passed by at least three-fourths of the total votes of the shareholders who attended the meeting and had the right to vote.

Approval	24,023,480,750	votes	equivalent to	99.9975
Disapproval	3,099	votes	equivalent to	0.0000
Abstention	584,342	votes	equivalent to	0.0024
No voided ballot				

Please be informed accordingly.

Sincerely yours,

- Thaphop Kleesuwan -

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