

Ref. CIMBT OFP 064/2559

29 February 2016

Subject: Notification of the resolutions of the Board of Directors' meeting and setting of schedule for the Annual General Meeting of Shareholders No. 22 ("**AGM**")

To: The President
The Stock Exchange of Thailand

The Board of Directors' meeting of CIMB Thai Bank Public Company Limited ("CIMB Thai" or the "Bank") No. 2/2016, held on 26 February 2016, passed resolutions on the following matters:

1. The Board of Directors deems it appropriate to present the Bank's operating results for the year 2015 at the AGM for acknowledgment.
2. The Board of Directors deems it appropriate to propose for the AGM's approval of the Bank's statements of financial position and statements of comprehensive income for the fiscal year ended 31 December 2015, which have been audited and certified by the auditor of the Bank.
3. The Board of Directors deems it appropriate to propose for the AGM's approval of the allocation of the profit for the year 2015 to the statutory reserve of THB 35,400,000.00 and dividend payment for the operation results of the year 2015 at the rate of THB 0.0075 per share. 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 will 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.
4. The Board of Directors consents to the proposal of the Nomination, Remuneration and Corporate Governance Committee and deems it proper to propose for the AGM's approval of the remuneration for the Board and Board Committee members for 2016, with the meeting allowance payment to be divided into two parts, i.e. monthly meeting allowance and meeting allowance per attendance. However, the total remuneration will remain unchanged with details as below.

4.1. Meeting and entertainment allowances for Board members:

- Monthly meeting allowance:

Position	Allowance (Monthly)	Allowance (Per Attendance)
Chairman	THB 71,500 per person	THB 58,500 per person
Vice Chairman	THB 48,400 per person	THB 39,600 per person
Director	THB 24,000 per person	THB 20,000 per person

- Monthly entertainment allowance:

Chairman	THB 70,000 per person
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4.2. Remuneration for Board Committee members: The directors who are required to serve on other Board Committees are entitled to receive additional monthly meeting allowances and meeting allowance per attendance as follows:

Position	Allowance (Monthly)	Allowance (Per Attendance)
Chairman of Audit Committee	THB 39,600 per person	THB 32,400 per person
Audit Committee Member	THB 22,000 per person	THB 18,000 per person
Chairman of other Board Committee	THB 28,600 per person	THB 23,400 per person
Member of other Board Committee	THB 22,000 per person	THB 18,000 per person

5. The Board of Directors considers it appropriate as recommended by the Audit Committee to propose for the AGM's approval of the appointment of PriceWaterhouseCoopers ABAS Ltd. by (1) Mrs. Anothai Leekijwattana (CPA License No. 3442) and/or (2) Mrs. Unakorn Phruithithada (CPA License No. 3257) and/or (3) 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 9,660,000 for the Bank and THB 1,490,000 for the subsidiaries, making up the total auditing fees and other fees of the CIMB Thai Group of THB 11,150,000 for the year 2016.

6. The Board of Directors (excluding directors with beneficial interests) deems it appropriate to propose for the AGM's approval of the re-election of the three members of the Board of Directors who are due to retire by rotation, i.e. (1) Mr. Sukont Kanjan-Huttakit, (2) Mr. Chitrapongse Kwangsukstith and (3) Ms. Serena Tan Mei Shwen, as the Bank's Directors for another term.

7. The Board of Directors considers it appropriate as recommended by the Nomination, Remuneration and Corporate Governance Committee ("NRCC") to propose for the AGM's approval of the appointment of 2 new directors, which will increase the total number of directors to 10 as follows:

- (1) Mr. Chakramon Phasukavanich to be Director and Chairman of the Board of Directors, and
- (2) Mr. Pravej Ongartsittigul to be Director.

After due consideration under the nomination criteria, the NRCC is of the view that Mr. Chakramon Phasukavanich and Mr. Pravej Ongartsittigul are fully qualified and have no prohibited characteristics under the criteria of the regulatory authorities and the relevant laws. Mr. Chakramon Phasukavanich has held directorship positions in both government and private sectors, and Mr. Pravej Ongartsittigul had held directorship and senior management positions in large companies both inside and outside the country. They will contribute his experience to the enhancement of the Board of Directors' performance. Therefore, the Board of Directors proposes for the AGM's approval of the appointment of Mr. Chakramon Phasukavanich and Mr. Pravej Ongartsittigul as new directors of the Bank. The appointment of new directors to serve on the Board is subject to the Bank of Thailand's prior approval.

As regards the appointment of a director to replace Ms. Sopawadee Lertmanaschai who has resigned with a remaining term of 1 year and 1 month, the Board has still been unable to find any qualified person to take that position. The Board will select the candidate after the 2016 AGM. And the Board would like to maintain the seat of director, who will replace Ms. Sopawadee Lertmanaschai for further selection of qualified person to assume the position in replacement.

8. The Board of Directors passed a resolution to approve the decrease in registered capital of the Bank by cancelling the unoffered portion of General Mandate shares for further submission to shareholders for approval, which includes:

8.1. To cancel the unoffered portion of General Mandate Shares earlier approved by the AGM no. 21 held on 10 April 2015. There are 2,635,609,753 ordinary shares remaining unoffered with a par value of THB 0.50 per share;

8.2. To decrease 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; and

8.3. To amend Clause 4 of the Memorandum of Association of the Bank to correspond with the decrease of the Bank's registered capital in 7.1 that causes the registered capital amount to be THB 12,387,365,839.50 (twelve billion three hundred eighty seven million three hundred sixty five thousand eight hundred thirty nine baht and fifty satang), consisting of 24,774,731,679 (twenty four billion seven hundred seventy four million seven hundred thirty one thousand and six hundred seventy nine) ordinary shares with a par value of THB 0.50 (fifty satang).

9. The Board of Directors resolved to approve the schedule for the AGM no. 22 held on Tuesday, 19 April 2016, at 14.00 hrs., at the Auditorium Room, 9th Floor, CIMB Thai Bank Public Company Limited, 44 Langsuan Road, Lumpini, Patumwan, Bangkok 10330 with the following agenda items:

- Agenda Item 1 To certify the minutes of Annual General Meeting of Shareholders No. 21 held on 10 April 2015;
- Agenda Item 2 To acknowledge the Bank's operating results for the year 2015;
- Agenda Item 3 To consider and approve the statements of financial position and the statements of comprehensive income for the fiscal year ended 31 December 2015;
- Agenda Item 4 To consider and approve the appropriation of profit for the year 2015 and payment of dividend;
- Agenda Item 5 To consider and approve directors' remuneration for the year 2016;
- Agenda Item 6 To appoint the auditor and determine the audit fee for the year 2016;
- Agenda Item 7 To consider the election of directors to replace those due to retire by rotation;
- Agenda Item 8 To consider the appointment of a new director;
- Agenda Item 9 To consider and approve the cancellation of the unoffered portion of General Mandate Shares earlier approved by the AGM no. 21 held on 10 April 2015;
- Agenda Item 10 To consider and approve the 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;
- Agenda Item 11 To consider and approve an amendment to Clause 4 of the Memorandum of Association of the Bank to correspond with the decrease in registered capital; and
- Agenda Item 12 Other matters (if any)

Shareholders who may have any questions in relation to the agenda to be proposed at the Annual General Meeting of Shareholders may send such questions to Company Secretary Unit, Office of the President, CIMB Thai Bank Public Company Limited, 44 Langsuan Road, Lumpini, Pathumwan, Bangkok 10330, or via facsimile at +66-2657-3082 or to the following e-mail address: cs@cimbthai.com. Questions may be submitted during the period from 18 March 2016 to 1 April 2016.

10. The Board of Directors resolved to approve the determination of the record date of the name list of shareholders entitled to attend the AGM no. 22, i.e. Thursday, 17 March 2016, and the closing date of the share register book on which the name list of shareholders is compiled under Section 225 of the Securities and Exchange Act, i.e. Friday, 18 March 2016.



The Bank provided minor shareholders with the right to propose additional meeting agenda items and to nominate directors in advance during 1 November 2015 - 31 January 2016, with details publicized and distributed via its website (www.cimbthai.com) and the SET's news and information system (www.set.or.th). However, there was no agenda item and name proposed.

The Bank will disclose the details of AGM no. 22 and its agendas online at www.cimbthai.com prior to the meeting. For inquiries, please contact Company Secretary Unit, Office of the President at +66-638-8287 and +66-2638-8274 or at e-mail address: cs@cimbthai.com.

Please be informed accordingly.

Sincerely yours,

- Thaphop Kleesuwan -

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