

Ref. CIMBT OFF. 097/2017

12 April 2017

Subject: Notification of the resolutions passed at the Annual General Meeting of Shareholders No. 23 of CIMB Thai Bank Public Company Limited

To: The President  
The Stock Exchange of Thailand

The Annual General Meeting of Shareholders No. 23 of CIMB Thai Bank Public Company Limited (“**the Bank**”) held on Wednesday, 12 April 2017 at 2.00 p.m. at the Auditorium Room, 9<sup>th</sup> 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 Extraordinary General Meeting of Shareholders No. 1/2017 held on 24 February 2017.

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

Approval	24,065,128,910	votes	equivalent to	100.0000%
Disapproval	0	vote	equivalent to	0.0000%
Abstention	0	vote	equivalent to	0.0000%

2. To acknowledge the Bank’s operating results for the year 2016.

3. To approve the statements of financial position and the statements of comprehensive income for the fiscal year ended 31 December 2016.

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

Approval	24,069,343,971	votes	equivalent to	99.9994%
Disapproval	61,500	votes	equivalent to	0.0002%
Abstention	75,424	votes	equivalent to	0.0003%

4. To approve the appropriation of profit for the year 2016 by recording the net loss against the Bank's retained earnings. After the appropriation, the Bank will have retained earnings of THB 5,675,062,596. As the Bank posted a loss for the fiscal year 2016, it deems appropriate to propose no dividend payment for the operating results of 2016.

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

Approval	24,069,279,888	votes	equivalent to	99.9991%
Disapproval	125,736	votes	equivalent to	0.0005%
Abstention	75,424	votes	equivalent to	0.0003%

5. To approve the directors' remuneration for the year 2017.

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 2017	
	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. The total amount will remain unchanged from the previous year.

Remuneration (Position)	Year 2017	
	Allowance (Monthly)	Allowance (Per attendance)
1. Audit Committee		
• Chairman	39,600 THB/person	32,400 THB/person

Remuneration (Position)	Year 2017	
	Allowance (Monthly)	Allowance (Per attendance)
• 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	24,068,525,471	votes	equivalent to	99.9960%
Disapproval	879,617	votes	equivalent to	0.0036%
Abstention	75,960	votes	equivalent to	0.0003%

6. To appoint PricewaterhouseCoopers ABAS Ltd., represented by Mr. Boonlert Kamolchanokkul (CPA License No. 5339) 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 2017, and to determine the auditing fee and other fees for 2017 of THB 9,615,000 for the Bank, as well as to acknowledge the auditing fee of THB 1,925,000 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 11,540,000 for the year 2017.

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

Approval	24,068,590,339	votes	equivalent to	99.9962%
Disapproval	821,353	votes	equivalent to	0.0034%
Abstention	75,424	votes	equivalent to	0.0003%



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	Mrs. Watanan Petersik	Independent Director			
	Approval	24,068,590,239	votes	equivalent to	99.9962%
	Disapproval	61,600	votes	equivalent to	0.0002%
	Abstention	835,277	votes	equivalent to	0.0034%
7.2	Dato' Lee Kok Kwan	Director			
	Approval	24,068,590,339	votes	equivalent to	99.9962%
	Disapproval	62,036	votes	equivalent to	0.0002%
	Abstention	834,741	votes	equivalent to	0.0034%
7.3	Mr. Kittiphun Anutarasoti	Director			
	Approval	24,068,590,875	votes	equivalent to	99.9962%
	Disapproval	61,500	votes	equivalent to	0.0002%
	Abstention	834,741	Votes	equivalent to	0.0034%

Please be informed accordingly.

Sincerely yours,

- Thaphop Kleesuwan -

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