

Ref. CIMBT.OFP 107/2017

25 April 2017

Subject: Notification of the resolution of the Board of Directors' meeting regarding the terms and conditions relating to the capital increase

To: The President
The Stock Exchange of Thailand

The Extraordinary General Meeting of Shareholders No. 1/2017 ("EGM"), held on 24 February 2017, approved the increase of the Bank's registered capital by THB 2,752,747,964.00, from THB 12,387,365,839.50 to THB 15,140,113,803.50, via the issuance of 5,505,495,928 new ordinary shares with a par value of THB 0.50 per share to be offered to existing shareholders in proportion to their shareholding ("Rights Offering") and determination the terms of allocation of shares as follows:

- (1) Allocation of 5,505,495,928 new ordinary shares with a par value of THB 0.50 per share to existing shareholders in proportion to their shareholding ("Rights Offering") at the ratio of 2 new shares for every 9 existing CIMB Thai shares, at an offering price of THB 1.00 per share;
- (2) If there are any remaining shares from the first allocation to the existing shareholders, the Bank will allocate such remaining shares to the existing shareholders who wish to subscribe for the newly issued shares in excess of their entitlement, at the same price as that of the shares to be allocated. In the case that the remaining shares are less than the number of existing shareholders who subscribe for the shares in excess of their entitlement, the Bank will allocate the remaining shares to such shareholders who subscribe for the shares in excess of their entitlement in proportionate to their shareholding, provided that the Bank will allocate the remaining shares until there are no shares to be allocated. Any fraction of the allocated shares that arises as a result of the allotment shall be discarded;
- (3) The issuance, offering and allocation of the Rights Shares shall only take place after the Bank has obtained the relevant regulatory approvals and consents, including the Bank of Thailand and the Ministry of Finance, to enable all shareholders of the Bank to have the equitable right to subscribe in proportion to their shareholding; and
- (4) Authorization of the Board of Directors and/or any person authorized by the Board of Directors to consider and specify other details relevant to the allocation, including but not limited to: (1) consider and determine whether the newly issued shares shall be allocated on one occasion or more, the offering period, the determination and amendment of the book closing date and record date for the subscription rights to the Right Shares, payment of shares, other details and conditions relating to

the allocation; (2) to enter into negotiations and agreements, and execute relevant documentation and agreements, and to undertake any act in connection with the allocation; and (3) to sign application forms for permission or exemption and evidence necessary and relevant to the allocation and offering of the newly issued shares, as well as apply for permission or exemption for such documentation and evidence from the government agencies or other relevant agencies, including the Bank of Thailand, Ministry of Finance, etc., as well as the listing of the newly issued shares on the Stock Exchange of Thailand, and any other action necessary for the purpose of the allocation of the newly issued shares.

On 3 April 2017, the Bank of Thailand approved CIMB Bank Berhad to hold shares in excess of the regulatory limit. The Board of Directors' meeting no. 4/2017 held on 25 April 2017, as authorized by the EGM no. 1/2017, approved the terms of allocation of shares as follows:

Type of capital increase	:	Allocation of 5,505,495,928 new ordinary shares of the Bank with a par value of THB 0.50 per share ("Rights Shares") to the existing shareholders in proportion to their shareholding ("Right Offering"). Any fraction of the allocated shares that arises as a result of the allotment shall be discarded.
Ratio	:	2 Rights Shares for every 9 existing CIMB Thai shares held
Offering price	:	THB 1 per Rights Share
Number of shares for allotment	:	5,505,495,928 Rights Shares
Terms and conditions	:	<p>(1) The Bank will allocate any remaining shares from the first allocation to the existing shareholders who wish to subscribe for the newly issued shares in excess of their entitlement, at the same price as that of the shares to be allocated. In the case that the remaining shares are less than the number of existing shareholders who subscribe for the shares in excess of their entitlement, the Bank will allocate the remaining shares to such shareholders who subscribe for the shares in excess of their entitlement in proportion to their shareholding, provided that the Bank will allocate the remaining shares until there are no shares to be allocated;</p> <p>(2) Any director of the Bank and/or Mr. Kittiphun Anutarasoti shall be authorized to enter into negotiations and agreements, and execute relevant documentation and agreements, and to undertake any act in</p>

		connection with the allocation; and to sign application forms for permission or exemption and evidence necessary and relevant to the allocation and offering of the newly issued shares, as well as apply for permission or exemption for such documentation and evidence from the government agencies or other relevant agencies, including the Bank of Thailand, Ministry of Finance, etc., as well as the listing of the newly issued shares on the Stock Exchange of Thailand, and any other action necessary for the purpose of the allocation of the newly issued shares.
Total amount to be raised (assuming full subscription of the Rights Shares)	:	THB 5,505,495,928.00
Record date for subscription right	:	11 May 2017
Book closing for RO	:	12 May 2017
Subscription period	:	29 May - 2 June 2017

Please be informed accordingly.

Sincerely yours,

- Thaphop Kleesuwan -

(Mr. Thaphop Kleesuwan)
Executive Vice President
Office of the President

Company Secretary Unit
Office of the President
Tel. +66 2638 8287 and +66 2638 8274