

- Translation -

Ref. CIMBT OFF. 054/2017

27 February 2017

Subject: Notification of the resolutions passed at the Extraordinary General Meeting of Shareholders No. 1/2017 of CIMB Thai Bank Public Company Limited

To: The President
The Stock Exchange of Thailand

The Extraordinary General Meeting of Shareholders No. 1/2017 of CIMB Thai Bank Public Company Limited (“**the Bank**”) held on Friday, 24 February 2017, at 2.00 p.m., at the Auditorium Room, 9th floor, CIMB Thai Bank Public Company Limited, 44 Langsuan Road, Lumpini, Patumwan, Bangkok, passed the resolutions on the matters as summarized below:

- To certify the minutes of the Annual General Meeting of Shareholders No. 22, held on 19 April 2016.
The resolution was passed by the majority votes of the total shareholders who attended the meeting and voted.

Approval	23,256,199,414	votes	equivalent to	96.8299
Disapproval	761,357,055	votes	equivalent to	3.1700
Abstention	0	votes	equivalent to	0.0000

- To approve the increase in the registered capital of the Bank 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.
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	23,254,493,411	votes	equivalent to	96.8220
Disapproval	763,272,791	votes	equivalent to	3.1779
Abstention	100	votes	equivalent to	0.0000

- To approve an amendment to Clause 4 of the Memorandum of Association of the Bank to correspond with the Bank’s increase in the registered capital as in agenda item 2 above, the existing clause shall be repealed and replaced with the following:

“Clause 4 Registered capital THB 15,140,113,803.50 (fifteen billion one hundred forty million one hundred thirteen thousand eight hundred and three baht and fifty satang)

Divided into 30,280,227,607 shares (thirty billion two hundred eighty million two hundred twenty seven thousand six hundred and seven shares)

Par value per share THB 0.50 (fifty satang)

Divided into

Ordinary shares	30,280,227,607 shares	(thirty billion two hundred eighty million two hundred twenty seven thousand six hundred and seven shares)
Preferred 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	23,254,626,098	Votes	equivalent to	96.8220
Disapproval	763,272,791	Votes	equivalent to	3.1779
Abstention	4,865	Votes	equivalent to	0.0000

4. To approve the allocation of 5,505,495,928 newly issued shares with a par value of THB 0.50 per share to the existing shareholders in proportion to their shareholding at the ratio of 2 new shares for every 9 existing CIMB Thai shares at an offering price of THB 1 per share ("Rights Offering") and determination of 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 at the ratio of 2 new shares for every 9 existing CIMB Thai shares, at an offering price of THB 1.00 per share ("Rights Offering");
 - (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 proportion 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, which includes the Bank of Thailand and the Ministry of Finance, to enable all shareholders of the Bank to have the opportunity to participate in the Rights Offering on an equitable basis; 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.

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

Approval	23,254,980,871	Votes	equivalent to	96.8220
Disapproval	763,276,791	Votes	equivalent to	3.1779
Abstention	4,865	Votes	equivalent to	0.0000



Please be informed accordingly.

Sincerely yours,

- *Thaphop Kleesuwan* -

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