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Ref. CIMBT OFF 167/2018

20 July 2018

Subject: Notification of the resolutions of the Board of Directors' meeting and setting of schedule for the Extraordinary General Meeting of Shareholders No. 1/2018

To: The President
The Stock Exchange of Thailand

Enclosure Capital Increase Report Form (F53-4)

The Board of Directors' meeting of CIMB Thai Bank Public Company Limited ("CIMB Thai" or the "Bank") No. 7/2018, held on 20 July 2018, passed a resolution to determine the date of the Extraordinary General Meeting of Shareholders No. 1/2018 ("EGM") to be held on Tuesday, 4 September 2018, at 10.00 a.m. at the Auditorium Room, 9th Floor, CIMB Thai Bank Public Company Limited, 44 Langsuan Road, Lumpini, Patumwan, Bangkok, with the list of shareholders eligible to attend the Extraordinary General Meeting of Shareholders No. 1/2018 determined as of Monday, 6 August 2018 (Record Date), to consider matters on the agenda as follows:

Agenda item 1 To certify the minutes of Annual General Meeting of Shareholders No. 24 held on 20 April 2018

Board of Directors' opinion It is deemed appropriate for the EGM to certify that the minutes of the Annual General Meeting of Shareholders No.24 held on 20 April 2018 have been properly recorded.

Agenda item 2 To consider and approve the increase in the registered capital of the Bank by THB 2,271,017,070.50 from THB 15,140,113,803.50 to THB 17,411,130,874.00 via the issuance of 4,542,034,141 new ordinary shares with a par value of THB 0.50 per share

Board of Directors' opinion In order to enhance stability and robustness of the Bank and ensure that the Bank has adequate capital fund and sufficient capital buffer to support its business expansion, the Board deems it appropriate for the EGM to increase

its registered capital by THB 2,271,017,070.50 via issuing 4,542,034,141 new ordinary

shares with a par value of THB 0.50 per share ("Right Shares") to be offered to the existing shareholders proportionate to their shareholding ("Rights Offering") at the ratio of 3 new shares for every 20 existing CIMB Thai shares at an offering price of THB 0.87 per share

Agenda item 3

To consider and 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

Board of Directors' opinion The Board deems it appropriate for the EGM 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 proposed in agenda item 2, and to authorize the Board of Directors and/or the person(s) appointed by the Board or the President and Chief Executive Officer to register the amendment of the Memorandum of Association with the Department of Business Development, the Ministry of Commerce, to amend or add information as ordered and/or recommended by the Public Company Registrar, Department of Business Development, Ministry of Commerce..

Agenda item 4

To consider and approve the allocation of 4,542,034,141 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 3 new shares for every 20 existing CIMB Thai shares at an offering price of THB 0.87 per share ("Rights Offering") and determination of the terms of allocation of shares

Board of Directors' opinion The Board deems it appropriate for the EGM to approve the allocation of 4,542,034,141 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 3 new shares for every 20 existing CIMB Thai shares, at an offering price of THB 0.87 per share ("Rights Offering"). Any fraction of the allocated shares that arises as a result of the allotment shall be discarded;

If there are any remaining shares from the first allocation to the existing shareholders, the Bank will allocate such remaining shares, including the discarded fraction of the allocated 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 including the discarded fraction of the allocated 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 and



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fraction of the allocated shares, to such shareholders who subscribe for the shares in excess of their entitlement in proportionate to their shareholding (pro rata basis), provided that the Bank will allocate the remaining shares and fraction of the allocated shares, until there is no share to be allocated.

The issuance, offering and allocation of the Right 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.

In addition, the Board of Directors and/or any person authorized by the Board of Directors are authorized 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 of the Record Date for the subscription rights to the Right Shares, payment of shares price, share subscription ratio, subscription of shares in excess of their entitlement, other details and conditions relating to the allocation; (2) to enter into negotiations, agreements, and execute relevant documentation and agreements, and to undertake any act in connection with the allocation; and (3) to sign any application forms for permission or exemption, documentations 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 the Office of the Securities and Exchange Commission Thailand, the Stock Exchange of Thailand, etc., as well as the listing of the newly issued shares on the Stock Exchange of Thailand, and (4) any other actions necessary for the purpose of the allocation of the newly issued shares.



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Agenda item 5 Other matters (if any)

Please be informed accordingly.

Sincerely yours,

- *Zethjak Leeyakars* -

(Mr. *Zethjak Leeyakars*)

Company Secretary

Company Secretary Unit

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Capital Increase Report Form

CIMB Thai Bank Public Company Limited

20 July 2018

We, CIMB Thai Public Company Limited (“CIMB Thai” or the “Bank”), hereby report the resolutions of the Board of Directors’ Meeting No. 7/2018, held on 20 July 2018, at 1.00 p.m. – 5.00 p.m. in respect of the capital increase and allocation of shares as follows:

1. Capital Increase

The Board of Directors’ Meeting passed a resolution approving the increase of the Bank’s registered capital of THB 2,271,017,070.50 from the current registered capital of THB 15,140,113,803.50 to THB 17,411,130,874.00 by means of the issuance of 4,542,034,141 new ordinary shares at the par value of THB 0.50 per share, with details as follows:

Type of Capital Increase	Type of Shares	Number of Shares	Par Value (THB/share)	Total increase capital (THB)
<input checked="" type="checkbox"/> Specifying the purpose of proceeds utilization	Ordinary	4,542,034,141	0.50	2,271,017,070.50

2. Allocation of Newly Issued Shares

2.1 Details of Allocation

Allocated to	Number of shares	Ratio (Existing: New)	Sale Price (THB/share)	Date and time of subscription and share payment	Remark
The Bank’s existing shareholders through the rights offering.	4,542,034,141	20:3	0.87	Please refer to Remark 1	Please refer to Remark 2

Remarks:

1. To allocate 4,542,034,141 of the Bank’s newly issued shares to the existing shareholders through the rights offering at the ratio of 3 newly issued shares per 20 existing shares, with a selling price of THB 0.87 per share. In a case where there is any fraction of the allocated shares that arises as a result of the calculation in the allotment, it shall be entirely discarded

If there are any remaining shares from the first allocation to the existing shareholders, the Bank will allocate such remaining shares, including the discarded fraction of the allocated 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 including the discarded fraction of the allocated 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 and fraction of the allocated shares to such shareholders who subscribe for the shares in excess of their entitlement in proportionate to their shareholding (pro rata basis), provided that the Bank will allocate the remaining shares and fraction of the allocated shares until there are no shares to be allocated

2. The Board of Directors of the Company considered it appropriate to present to the General Meeting of the Shareholder to consider approving 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 of the Record Date for the subscription rights to the Right Shares, payment of shares price, share subscription ratio, subscription for the shares in excess of their entitlement, other details and conditions relating to the allocation; (2) to enter into negotiations, agreements, and execute relevant documentation and agreements, and to undertake any act in connection with the allocation; (3) to sign any application forms for permission or exemption, documentation and evidence necessary and relevant to the allocation and offering of the newly issued shares, as well as to 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, the Office of the Securities and Exchange Commission Thailand, the Stock Exchange of Thailand, etc., as well as the listing of the newly issued shares on the Stock Exchange of Thailand (the “**Stock Exchange**”), and (4) any other action necessary for the purpose of the allocation of the newly issued shares.

2.1.1 Action to be taken by the Bank when there are fractions of shares

Any fraction of the allocated shares that arises as a result of the allotment shall be discarded.

3. Schedule of the General Meeting of Shareholders to Approve the Capital Increase and the Allocation of Shares

The Extraordinary General Meeting of Shareholders No. 1/2018 is scheduled to be held on 4 September 2018 at 10.00 a.m. at the Auditorium Room, 9th Floor, CIMB Thai Bank Public

Company Limited, 44 Langsuan Road, Lumpini, Patumwan, Bangkok. The date for determining the names of the shareholders entitled to attend the meeting (Record Date) is 6 August 2018.

4. Application for Permission from the Relevant Governmental Authorities and Related Conditions concerning the Capital Increase

4.1 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;

4.2 The Bank shall apply for the registration of its capital increase and amendment of paid-up capital from the Department of Business Development, the Ministry of Commerce.; and

4.3 The Bank will apply for approval from the Stock Exchange of Thailand to accept its newly issued shares as listed securities for trading on the Stock Exchange of Thailand.

5. Objectives of the capital increase and plans for utilizing the proceeds received from the capital increase

5.1 To ensure that the Bank has adequate capital fund and sufficient capital buffer to support business expansion in accordance with its business plan and to maintain the Bank's capital fund near the industry level; and

5.2 To strengthen the Bank's capital position following increased loan loss provision.

6. Benefits which the Bank will receive from the capital increase/share allotment

The Bank will have additional funds, which will strengthen the capital position and enhance its capability to accommodate the Bank's business expansion to achieve the target, ultimately resulting in the Bank being a commercial bank with competitive potential which can generate profits and increase the value to the shareholders.

7. Benefits which the shareholders will receive from the capital increase/share allotment

7.1 Dividend policy: The Bank has a policy to pay dividends to the shareholders if the operation of the Bank generates profits, taking into consideration the sufficiency of the funds in supporting the business and statutory reserve. In this regard, the Board of Directors may approve a declaration of dividend payments to the shareholders from time to time when circumstances permit, subject to the Articles of Association.

7.2 The subscribers of the newly issued shares are eligible to the dividends derived from the operation from the date the subscribers are registered as shareholders of the Bank.

8. Other details necessary for shareholders to approve the capital increase/share allotment:

- None -.

9. Schedule of actions upon the Board of Directors passing the resolution of the capital increase/share allotment

No.	Procedure	Date/Month/Year
1	Board of Directors' Meeting No. 7/2018	20 July 2018
2	The date for determining the names of the shareholders entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2018 (Record Date)	6 August 2018
3	The Extraordinary General Meeting of Shareholders No. 1/2018	4 September 2018
4	The date for determining the names of the shareholders entitled to subscribe the newly issued shares (Record Date)	The Bank will determine after receiving the approval from the shareholders' meeting.
5	The date for proceeding with the registration of the capital increase and amendment to the Memorandum of Association with the Ministry of Commerce	Within 14 days from the date on which approval is granted by the shareholders' meeting

The Bank hereby certifies that the information contained in this report is true and complete in all respects.

Signature: . - *Chitrapongse Kwangsukstith* - Authorized Director

(Mr. Chitrapongse Kwangsukstith)
Director

Signature -*Kittiphun Anutarasoti*- Authorized Director

(Mr. Kittiphun Anutarasoti)
President and Chief Executive Officer