

Ref. CIMBT.OFP 196/2018

4 September 2018

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

Reference is made to the Extraordinary General Meeting of Shareholders No. 1/2018 ("EGM"), held on 4 September 2018 which approved the increase of the Bank's registered capital in the amount of 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 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 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.
- (2) 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 is no share to be allocated.
- (3) 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 of shares in excess of their entitlement, other details and conditions relating to the allocation; (2) to enter into negotiations, agreements, and to 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 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.

In this regard, the Bank of Thailand approved CIMB Bank Berhad to hold shares in excess of the regulatory limit. The Special Board of Directors' meeting no. 2/2018 held on 4 September 2018, as authorized by the EGM no. 1/2018, approved the terms of allocation of shares as follows:

Type of capital increase	:	Allocation of 4,542,034,141 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	:	3 Rights Shares for every 20 existing CIMB Thai shares held
Offering price	:	THB 0.87 per Rights Share
Number of shares for allotment	:	4,542,034,141 Rights Shares
Terms and conditions	:	(1) 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

	<p>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;</p> <p>(2) Any director of the Bank and/or Mr. Kittiphun Anutarasoti shall be authorized to enter into negotiations and agreements, to execute relevant documentation and agreements, and to undertake any act in 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 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 Securities and Exchange Commission, The Stock Exchange of Thailand, 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.</p>
Total amount to be raised (assuming full subscription of the Rights Shares)	: THB 3,951,569,703
Record date for subscription right	: 19 September 2018
Subscription period	: 8 - 12 October 2018



Please be informed accordingly.

Sincerely yours,

- Zethjak Leeyakars -

(Mr. Zethjak Leeyakars)

Company Secretary

Office of the President

Company Secretary Unit

Office of the President

Tel. +66 2638 8287 and +66 2638 8274