

(Translation)

Ref. CIMBT OFP 211/2012

12 April 2012

Subject: Notification of resolutions passed at the Annual General Meeting of Shareholders No. 18

for the year 2012 of CIMB Thai Bank Public Company Limited

To: The President

The Stock Exchange of Thailand

Attachment: Form to Report on names of Members and Scope of Work of the Audit Committee (F24-1)

The Annual General Meeting of Shareholders No. 18 for the year 2012 of CIMB Thai Bank Public Company Limited (the "Bank"), held on 12 April 2012 at 2.00 p.m., at The Auditorium Room, 9th Floor, CIMB Thai Bank Public Company Limited, 44 Langsuan Road, Lumpini, Patumwan, Bangkok, passed resolutions on the matters as summarized below:

1. To certify the minutes of Annual General Meeting of Shareholders No. 17 held on 20 April 2011.

The resolution was passed by:

Approval	15,285,918,278	votes	equivalent to	95.9364	%
Disapproval	0	votes	equivalent to	0.0000	%
Abstention	647,459,340	votes	equivalent to	4.0635	%

This agenda item required majority votes of the total shareholders who attended the meeting and had the rights to vote.

- 2. To acknowledge the Bank's operating results for the year 2011.
- 3. To approve the statements of financial position and the statements of comprehensive income for the fiscal year ended 31 December 2011, which have been audited and certified by the auditor of the Bank.

The resolution was passed by:

Approval	15,286,113,034	votes	equivalent to	95.9365	%
Disapproval	0	votes	equivalent to	0.0000	%
Abstention	647,452,040	votes	equivalent to	4.0634	%

This agenda item required majority votes of the total shareholders who attended the meeting and had the rights to vote.

4. To approve the appropriation of profit for the year 2011 to the statutory reserve of THB 67,500,000 and the remaining net profit after appropriation of THB 1,278,460,079 as retained earnings. After the appropriation of profit, the Bank has cumulative retained earnings of THB 2,090,075,421.

However, the Bank plans to grow its loans aggressively in a bid to increase its asset size, boost profitability capability and suit the Bank's current business structure. In addition, the capital so appropriated can be used for future business expansion and preparation for the upcoming Basel III directive which largely emphasizes on Tier 1 capital. Therefore, it was proposed that no dividend payment be made for the fiscal year ended 31 December 2011.

The resolution was passed by:

Approval	15,286,336,076	votes	equivalent to	95.9340	%
Disapproval	415,799	votes	equivalent to	0.0026	%
Abstention	647,454,040	votes	equivalent to	4.0632	%

This agenda item required majority votes of the total shareholders who attended the meeting and had the rights to vote.

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- 5. To approve the directors' remuneration for Board members and Board Committee members for 2012, which would remain unchanged, as shown below:
 - 5.1 Meeting and entertainment allowances for Board members:

- Monthly meeting allowance

Chairman130,000THB/personVice Chairman88,000THB/personDirector44,000THB/person

Monthly entertainment allowance

Chairman 70,000 THB/person

5.2 Remuneration for Board Committee members: Directors who are required to serve on other Board committees are entitled to receive additional monthly meeting allowances as follows:

Chairman 52,000 THB/person Director 40,000 THB/person

The directors are responsible for payment of their own income tax.

Remark: Most of the committees are chaired by the President or have the President as member. Nevertheless, the President has declared his intention not to receive the meeting allowances in those committees. In addition, Dato' Robert Cheim Dau Meng and Mr. Kenny Kim have declared their intention not to receive the meeting allowance in those committees.

The resolution was passed by:

Approval	15,287,476,209	votes	equivalent to	95.9368	%
Disapproval	10,966	votes	equivalent to	0.0000	%
Abstention	647,452,040	votes	equivalent to	4.0630	%

This agenda item required at least two-thirds of the total votes of the shareholders who attended the meeting and had the rights to vote.

6. To approve the appointment of PriceWaterhouseCoopers ABAS Ltd., represented by Mr. Boonlert Kamolchanokkul (CPA License No. 5339) and/or Mrs. Unakorn Phruithithada (CPA License No. 3257) and/or Mrs. Anothai Leekijwattana (CPA License No. 3442), as CIMB Thai Group auditor for the year 2012 and to determine the auditing fee and other fees for 2012 of THB 10,010,942 for the Bank and THB 2,423,128 for the subsidiaries, making up the total auditing fees and other fees of the CIMB Thai Group for the year 2012 of THB 12,434,070.

The resolution was passed by:

Approval	15,288,975,121	votes	equivalent to	95.9372	%
Disapproval	3,666	votes	equivalent to	0.0000	%
Abstention	647,452,040	votes	equivalent to	4.0627	%

This agenda item required majority votes of the total shareholders who attended the meeting and had the rights to vote.

7. To re-elect the three members of the Board of Directors, who were to retire by rotation, as Bank Directors for another term. The resolution was passed on the election of each of such members of the Board as follows:



7.1 Dato' Robert Cheim Dau Meng

Director

The resolution was passed by:

Approval	15,288,917,324	votes	equivalent to	95.9362	%
Disapproval	0	votes	equivalent to	0.0000	%
Abstention	647,623,503	votes	equivalent to	4.0637	%

7.2 Dato' Shaarani Bin Ibrahim

Independent Director/ Member of Audit Committee

The resolution was passed by:

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Approval	15,288,917,124	votes	equivalent to	95.9362	%
Disapproval	200	votes	equivalent to	0.0000	%
Abstention	647,623,503	votes	equivalent to	4.0637	%

7.3 Mr. Subhak Siwaraksa

Director

The resolution was passed by:

Approval	15,289,088,235	votes	equivalent to	95.9373	%
Disapproval	200	votes	equivalent to	0.0000	%
Abstention	647,452,392	votes	equivalent to	4.0626	%

This agenda item required majority votes of the total shareholders who attended the meeting and had the rights to vote.

8. To approve the increase in registered capital of the Bank by THB 4,894,780,426.00 from THB 8,157,967,378.00 to THB 13,052,747,804.00 via the issuance of 9,789,560,852 new ordinary shares with a par value of THB 0.50 per share.

The resolution was passed by:

Approval	15,289,047,330	votes	equivalent to	95.9370	%
Disapproval	33,805	votes	equivalent to	0.0002	%
Abstention	647,459,692	votes	equivalent to	4.0627	%

This agenda item required at least three-fourths of the total votes of the shareholders who attended the meeting and had the rights to vote

9. To consider and approve an amendment to Clause 4 of the Memorandum of Association of the Bank to correspond with the increase in registered capital in Agenda item 8, thereby the existing clause shall be repealed and replaced with the following:

"Clause 4 Registered capital THB 13,052,747,804.00 (Thirteen billion fifty two

million seven hundred and forty seven thousand eight hundred and four baht only) (Twenty six billion one hundred and five million four

hundred and five million four hundred and ninety five thousand six hundred and eight ordinary shares)

Par value per share THB 0.50 (fifty satang)

26,105,495,608 shares

Divided into

Divided into

Ordinary shares 26,105,495,608 shares

(Twenty six billion one hundred and five million four hundred and ninety five

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CIMB Thai Bank Public Company Limited 44 Langsuan Road, Lumpini, Patumwan, Bangkok 10330 Tel. 0 2638 8000, 0 2626 7000 Fax. 0 2657 3333 www.cimbthai.com Pcl. Register No. 0107537002338



thousand six hundred and eight ordinary shares)

Preferred shares

- shares

- shares"

The resolution was passed by:

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Approval	15,289,047,130	votes	equivalent to	95.9370	%
Disapproval	34,005	votes	equivalent to	0.0002	%
Abstention	647,459,692	votes	equivalent to	4.0627	%

This agenda item required at least three-fourths of the total votes of the shareholders who attended the meeting and had the rights to vote

- 10. To approve the offering and allocation of 4,894,780,426 new ordinary shares with a par value of THB 0.50 per share, totaling THB 2,447,390,213.00 ("Rights Shares") to existing shareholders in proportion to their shareholding at the ratio of 3 new shares for every 10 existing CIMB Thai shares held, at a price of THB 1 per share ("Offering Price") ("Rights Offering"), and to determine the terms of allotment of the Rights Shares as follows:
 - (1) An allocation of 4,894,780,426 Rights Shares with a par value of THB 0.50 per share, totaling THB 2,447,390,213.00 to existing shareholders in proportion to their shareholding ("Rights Offering") at the Offering Price of THB 1 per share and at the ratio of 3 new shares for every 10 existing CIMB Thai shares.
 - (2) Any Rights Shares remaining after the Rights Offering shall be allocated to any shareholders who have indicated an intention to subscribe in excess of their rights pursuant to their entitlement in the Rights Offering until all Rights Shares are fully subscribed;
 - (3) Any fraction of the allocated shares that arises as a result of the re-allotment shall be discarded;
 - (4) 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 include 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
 - (5) Authorization of the Board of Directors or the President or any director of the Bank to (1) consider and approve other terms and conditions relating to the Rights Offering, including the closing date of the shareholders' register book and the record date for the subscription rights to the Rights Shares; and (2) execute any relevant documents, and do all acts, deeds and things necessary for and expedient in relation to the Rights Offering and the increase in registered capital of the Bank, as well as give information and file any documents and evidence to the Stock Exchange of Thailand, the Bank of Thailand, the Ministry of Commerce and any other regulatory authorities.

The resolution was passed by:

Approval	15,287,841,531	votes	equivalent to	95.9294	%
Disapproval	1,239,604	votes	equivalent to	0.0077	%
Abstention	647,459,692	votes	equivalent to	4.0627	%

This agenda item required majority votes of the total shareholders who attended the meeting and had the rights to vote.

- 11. To consider and approve the offering and allocation of 4,894,780,426 new ordinary shares with a par value of THB 0.50 per share under general mandate ("General Mandate Rights Shares"), totaling THB 2,447,390,213.00 to existing shareholders in proportion to their shareholding and determination of the terms of allotment of the General Mandate Rights Shares as follows:
 - (1) An allocation of 4,894,780,426 new ordinary shares with a par value of THB 0.50 per share, totaling THB 2,447,390,213.00 to the existing shareholders in proportion to their shareholding under general mandate ("General Mandate Rights Offering") which will not exceed 30% of the paid-up capital as



of the date the Board of Directors has passed the resolution thereon. As of 6 March 2012, the Bank's paid-up registered capital was THB 8,157,967,378.00.

- (2) Authorization of the Board of Directors or the President or any person designated by the Board of Directors to consider and determine the objective for the issuance and allotment of the new shares, either in one whole amount or in several times; to fix the offering price, date and time of the allotment of the shares, and other terms and conditions relating to the General Mandate Rights Offering, including the closing date of the shareholders' register book and the record date for the subscription rights to the General Mandate Rights Shares; and to execute any relevant documents, and do all acts, deeds and things necessary for and expedient in relation to the General Mandate Rights Offering and the increase in registered capital of the Bank, as well as give information and file any documents and evidence to the Stock Exchange of Thailand, the Bank of Thailand, the Ministry of Finance, the Ministry of Commerce and any other regulatory authorities.
- (3)The said capital increase shall be valid until the next AGM in 2013 or by the date required by law for the next AGM, whichever is earlier, and shall take place after an approval has been given by relevant regulatory authorities including the Bank of Thailand and the Ministry of Finance, and the registration of the capital increase and amendment to Memorandum of Association has been made with the Department of Business Development, the Ministry of Commerce.

The resolution was passed by:

Approval	15,288,677,831	votes	equivalent to	95.9347	%
Disapproval	401,304	votes	equivalent to	0.0025	%
Abstention	647,461,692	votes	equivalent to	4.0627	%

This agenda item required majority votes of the total shareholders who attended the meeting and had the rights to vote.

12. To approve an amendment of the Resolution of Annual General Meeting of Shareholders No. 17 held on 20 April 2011 regarding the issuance and offering of debentures of the Bank (Agenda No. 8)

The key amendments are regarding the total issue size of the debentures, from not exceeding THB 30 billion to not exceeding THB 40 billion with revolving condition thereby the Bank can issue and offer any types of debentures. It is thus requested that the resolution of Annual General Meeting of Shareholders No. 17 held on 20 April 2011 regarding the issuance and offering of debentures of the Bank (Agenda No. 8) be amended to read as follows:

"Approval for the Bank to raise funds for use in business operations thereby the Bank and/or any branches of the Bank can issue and offer all types and all forms of debentures, within the limit of THB 40 billion or other equivalent foreign currencies, including debentures issued but not yet redeemed at any time. This shall be at the Bank's discretion and subject to the need to utilize such funds, as well as the following conditions:

Types

All types and forms of debentures (including but not limited to subordinated debentures, unsubordinated debentures, hybrid capital debentures, convertible debentures, securitized debentures, secured debentures, unsecured debentures and/or derivatives debentures) depending on market condition at such time the debentures are to be offered.

Amount and Currency

Principal amount of debentures, including debentures issued but not redeemed, at any time shall not exceed THB 40 billion. Debentures may be issued in THB or other currency in equivalent amount as applied by the exchange rate prevailing at such time the debentures are issued and offered.



Offer for Sale

The debentures shall be offered in Thailand and/or overseas to the public and/or on a limited offering or private placement basis, and/or to institutional investors/high net-worth investors according to notifications of Capital Market Supervisory Board ("CMSB"), the Bank of Thailand, the Securities and Exchange Commission ("SEC") and/or the Office of the SEC and/or other related notification, rules and regulations in force at the time that the debentures are offered. Debentures may be offered to investors in all types and also be offered in whole or in part, and/or as a program, and/or in revolving nature. The debentures may be issued and offered separately from, in combination with, or together with other securities.

Interest Rate or Yield

Interest and yield shall depend on market condition at such time the debentures are issued and offered or under terms and conditions of the debentures issued at such time. This shall be subject to notifications of CMSB, BOT, SEC and/or the Office of the SEC and/or other related notifications, rules and regulations in force at such time the debentures are issued and offered.

Redemption Period

Redemption period shall depend on market condition at such time the debentures are issued and offered.

Early Redemption

Debenture holders may or may not have the right to request the Bank to redeem any debentures issued prior to the redemption period. The Bank may or may not have the right to make early redemption. This shall be subject to terms and conditions of the debentures issued at such time.

Furthermore, the meeting is requested to entrust the Board of Directors, the President or a person or group of persons, to determine the condition in offering debt securities, e.g. interest rate, subscription period, offering value in each time of offering, person acting as registrar and debenture holders' representative, including proceeding with other acts and conducts as necessary and executing the debenture issue-related documents as deemed necessary and appropriate, as well as to delegate power to a person or group of persons to undertake the same"

The resolution was passed by:

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Approval	15,289,079,487	votes	equivalent to	95.9372	%
Disapproval	0	votes	equivalent to	0.0000	%
Abstention	647,461,340	votes	equivalent to	4.0627	%

This agenda item required at least three-fourths of the total votes of the shareholders who attended the meeting and had the rights to vote.

13. To approve sale of 109,999,993 ordinary shares held by the Bank in CIMB Securities (Thailand) Co., Ltd. ("CIMBS") with a par value of THB 10 each, representing 99.99% of the registered capital of CIMBS, for a total cash consideration in the rage of THB 1,066,800,000 - 1,117,600,000 to CIMB Securities International Pte Ltd. ("CIMBSI"), a wholly owned subsidiary of CIMB Group Sdn Bhd ("Sale of CIMBS").

The resolution was passed by:

Approval	738,005,786	votes	equivalent to	99.9842	%
Disapproval	107,146	votes	equivalent to	0.0145	%
Abstention	9,300	votes	equivalent to	0.0012	%



This agenda item required at least three-fourths of the total votes of the shareholders who attended the meeting and had the rights to vote, excluding the shareholder with beneficial interests, i.e. CIMB Bank Berhad.

Please be informed accordingly.

Sincerely yours, For CIMB Thai Bank Public Company Limited

Thaphop Kleesuwan Executive Vice President, Office of the President Company Secretary

Office of the President Tel: 0-2638-8287

Form to Report on Names of Members and Scope of Work of the Audit Committee

The No <u>.18</u> , held	Board of Directors meeting/shareholders meeting of <u>CIMB That Bank Public Company Limited</u> on <u>12 April 2012</u> resolved the meeting's resolutions in the following manners:
\varnothing	Appointment of the audit committee/Renewal for the term of audit committee:
	☐ Chairman of the audit committee ☐ Member of the audit committee
	As follows: (1) Dato' Shaarani Bin Ibrahim
	(2)
•	(3)
	, the appointment/renewal of which shall take an effect as of 12 April 2012
the following	Determination/Change in the scope of duties and responsibilities of the audit committee with details:
	·
	, the determination/change of which shall take an effect as of (Date)
(1) C (2) N	dit committee is consisted of: Chairman of the audit committee <u>Mr. Sukont Kanjana-Huttakit</u> remaining term in office <u>1</u> years Member of the audit committee <u>Dato' Shaarani Bin Ibrahim</u> remaining term in office <u>3</u> years Member of the audit committee <u>Mrs. Watanan Petersik</u> remaining term in office <u>2</u> years
S	Secretary of the audit committee Ms. Siriporn Sanunpairaue
	Mr. Thaphop Kleesuwan
	losed hereto iscopies of the certificate and biography of the audit committee. The audit umber 1 - 3has/have adequate expertise and experience to review creditability of the financial
	dit committee of the company has the scope of duties and responsibilities to the Board of

Director on the following matters:

The AC has been established in compliance with the Bank of Thailand (BOT) Guidelines on Corporate Governance, Securities and Exchange Commission (SEC), as well as Securities Exchange of Thailand (SET)'s listing requirements.

2.1.1 AUTHORITY

The AC is a Board delegated committee. The AC in discharging its duties shall have explicit authority to investigate any matter within its terms of reference, full access to and co-operation from management and full discretion to invite any director or executive officer to attend its meetings, and reasonable resources to enable it to discharge its functions properly. The AC shall have full and unrestricted access to information, be able to obtain independent professional advice and invite any person with relevant experience to attend.

2.1.2 COMPOSITION

The AC must comprise only independent and non-executive directors of at least three members. The independence of all AC members has to be complied with the SEC and SET regulations. The AC members must not be involved in any potential related party activity for at least the last 2 years prior to an appointment. All members of the AC should be financially literate and at least one should be accounting literate. Collectively, the committee should have a wide range of skills.

2.1.3 ROLES AND RESPONSIBILITIES

2.1.3.1 To assist the Board in discharging its statutory duties and responsibilities relating to accounting, reporting practices and corporate governance.

The AC shall review the effectiveness of internal controls, risk management processes and governance practices, taking into account the requirements of relevant BOT Guidelines and SEC's and SET's listing requirements.

- 2.1.3.2 To review the effectiveness of IAD, in particular:
 - a. To ensure that the internal audit function is well placed to undertake reviews or investigations on behalf of the AC and be placed under the direct authority and supervision of the AC.
 - b. To review the adequacy of internal audit scope, functions, competency and resources of the internal audit function, and that is has the necessary authority to carry out its work.
 - c. To review the results of the internal audit processes and, where necessary, ensure that appropriate actions are taken on the recommendations of the internal audit function.
 - d. To oversee the functions of IAD and ensure compliance with relevant guidelines on internal audit issued by BOT, SEC and SET.
 - e. To evaluate the performance and decide on the remuneration package of the CIA.
 - f. To approve the appointment, transfer and dismissal of the CIA and to be informed of the resignation of any Unit Head in IAD, providing the resigning staff member an opportunity to submit his/her reasons for resigning.
- 2.1.3.3 To review the effectiveness of external auditors, in particular:
 - a. To consider the appointment of external auditors, the audit fees and any question of resignation or dismissal.
 - b. To discuss with the external auditor before the audit commences the nature and scope of the audit, and ensure co-ordination where more than one audit firm is involved.
 - c. To assess objectivity, performance and independence of external auditors (e.g. by reviewing and assessing the various relationships between the external auditors and the CIMB Thai Group or any other entity).
 - d. To approve the provision of non-audit services by the external auditors.
 - e. To ensure that there are proper checks and balances in place so that the provision of non-audit services does not interfere with the exercise of independent judgement of the auditors.
 - f. To ensure that the accounts are prepared in a timely and accurate manner with frequent reviews of the adequacy of provisions against contingencies and bad and doubtful debts.
 - g. To discuss problems and reservations arising from the interim and final audits, and any matter the auditor may wish to discuss (in the absence of management where necessary).
 - h. To review the external auditor's management letter and management's response.
 - i. To meet with the external auditors at least twice a year without the presence of the management to discuss any concerns and to obtain feedback by IAD and regulatory auditors.
- 2.1.3.4 To review the effectiveness of Compliance function, in particular:
 - To ensure that the Compliance function is well placed to under the direct authority and supervision of the AC.
 - b. To review the adequacy of Compliance scope, functions, competency and resources of the Compliance function, and that is has the necessary authority to carry out its work.
 - c. To oversee the functions of Compliance and ensure compliance with relevant guidelines on Compliance issued by relevant regulators.
 - d. To evaluate the performance and recommendation on the remuneration package of the Head of Compliance.
 - f. To approve the appointment, transfer and dismissal of the Head of Compliance.
- 2.1.3.5 To review the findings and compliance issues identified by regulators and to ensure that appropriate and prompt remedial actions are taken by management.
- 2.1.3.6 To review the quarterly and year-end financial statements for submission to the Board of the relevant entities within the CIMB Thai Group, focusing particularly on:

- · any change in accounting policies and practices;
- significant adjustments arising from the audit;
- the going concern assumption; and
- compliance with accounting standards and other legal requirements.
- 2.1.3.7 To review all related party transactions submitted by management that may arise within the CIMB Thai Group and keep the Board informed of such transactions.
- 2.1.3.8 To report to the Board any corrective action or improvement required should the AC have concerns over conflict of interest activities, fraud, irregularities, significant internal control weakness, or violation to the relevant regulations. If the Board or management does not take appropriate action within the timeframe determined by the AC, any member of the AC has to report such activity to the SEC or SET.
- 2.1.3.9 To report all activities of the AC in the Bank's annual report, which must be signed by the AC Chairman. The report must contain minimum information as stipulated in the SET regulations.
- 2.1.3.10 The scope, roles and responsibilities of the advisory service from external expert to AC or appointment of management to perform duty on behalf of AC, if any, must be clearly documented.
- 2.1.3.11 To perform other duties as assigned by the Board and agreed by the AC.

The company hereby certifies that

- 1. The qualifications of the aforementioned members meet all the requirements of the Stock Exchange of Thailand; and
- 2. The scope of duties and responsibilities of the audit committee as stated above meet all the requirements of the Stock Exchange of Thailand

(Seal)

Signed_

(Mr. Preecha Unchitti)

Director

Signed

(Mr. Subhak Siwaraksa)

President and Chief Executive Officer