

(Translation)

Ref. CIMBT.OFP. 199/2010

30 April 2010

Subject: Notification of resolutions passed at the Annual General Meeting of Shareholders No.16 for the year 2010

To: The President
The Stock Exchange of Thailand

The Annual General Meeting of Shareholders No.16 for the year 2010 of CIMB Thai Bank Public Company Limited ("**the Bank**"), held on 29 April 2010 at 3.00 p.m. on the 23rd Floor, of CIMB Thai Bank Public Company Limited, at No. 44 North Sathorn Road, Silom Sub-district, Bangrak District, Bangkok, passed and resolved matters as summarized below:

1. To certify the minutes of Annual General Meeting of Shareholders No. 15 held on 28 April 2009.

The resolution was passed by:

Approved	12,533,413,525	Votes	equivalent to	100.0000	%
Disapproved	0	Votes	equivalent to	0.0000	%
Abstained	0	Votes	equivalent to	0.0000	%

This agenda shall be obtained a majority vote of the total of shareholders who attended the meeting with the rights to vote.

2. To acknowledge the Bank's operating results for the year 2009.

3. To approve the balance sheet and the profit and loss statement for fiscal year ended 31 December 2009, which have been audited and certified by the auditor of the Bank.

The resolution was passed by:

Approved	12,533,708,864	Votes	equivalent to	99.9998	%
Disapproved	0	Votes	equivalent to	0.0000	%
Abstained	30,000	Votes	equivalent to	0.0002	%

This agenda shall be obtained a majority vote of the total of shareholders who attended the meeting with the rights to vote.

4. To approve the allocation of profits for the year 2009 to the statutory reserve of THB 3,500,000 and the remaining net profit after appropriation of THB 65,209,679.78 as retained earnings. After the appropriation of profit, the Bank has cumulative retained earnings of THB 180,163,963.62

However, in order to protect and be prudent in managing the Bank's capital for future operations, it is considered appropriate to suspend the dividend payment for this fiscal year.

The resolution was passed by:

Approved	12,531,673,321	Votes	equivalent to	99.9804	%
Disapproved	1,042,003	Votes	equivalent to	0.0083	%
Abstained	1,418,000	Votes	equivalent to	0.0113	%

This agenda shall be obtained a majority vote of the total of shareholders who attended the meeting with the rights to vote.

5. To acknowledge the remuneration for the Board of Directors and other Board Committees, as shown below:

5.1 Directors' remuneration for the year 2010: at the same rate as the year 2009, as follows:

- Monthly meeting allowance

Chairman	130,000	THB/person
Vice Chairman	88,000	THB/person
Director	44,000	THB/person
- Monthly entertainment allowance

Chairman	70,000	THB/person
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5.2 Committees' remuneration for the year 2010: to receive additional monthly meeting allowance at the same rate as the year 2009, as follows:

- Other Board Committees

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

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

Remark The Board of Directors Meeting No. 4/2009, held on 26 March 2009, approved the dissolution of Executive Director Committee, Committee on Sale of Non-Performing Assets and Finance Control Committee effective from 1 April 2009 onwards. In addition, currently, the composition of the committees has been altered under which most of the committees are chaired, as the chairman/ member, by the President. Nevertheless, the President declared his intention not to receive the meeting allowance in those committees. In addition, Dato' Robert Cheim Dau Meng and Mr. Kenny Kim declared their intention not to receive the meeting allowance in those committees

6. To approve the appointment of PriceWaterhouseCoopers ABAS Ltd (specifically, Mrs. Unakorn Phruithithada: CPA License Number 3257, and/or Mrs. Anothai Leekijwattana: CPA License Number 3442, and/or Mr. Boonlert Kamolchanokkul: CPA License Number 5339) as CIMB Thai's Group auditor for year 2010 and to set forth the auditing fee for 2010 of THB 7,800,000 for the Bank and THB 3,300,000 for the subsidiaries. The total auditing fees of the CIMB Thai and its subsidiaries for year 2010 will be THB 11,100,000.

The resolution was passed by:

Approved	12,533,628,251	Votes	equivalent to	99.9945	%
Disapproved	674,450	Votes	equivalent to	0.0054	%
Abstained	20,240	Votes	equivalent to	0.0002	%

This agenda shall be obtained a majority vote of the total of shareholders who attended the meeting with the rights to vote

7. Re-elect the 10 members of the Board of Directors, who have to retire by rotation as Bank Directors, for another term. The resolution to elect of the directors was passed by shareholders who attended the meeting with the rights to vote as follows:

7.1 Mr. Chakramon Phasukavanich Chairman of the Board
 Approved 12,530,468,983 Votes

7.2 Mr. Subhak Siwaraksa President and Chief Executive Officer
 Approved 12,529,308,039 Votes

7.3 Mr. Kenny Kim Director
 Approved 12,529,207,973 Votes

7.4 Mr. Chatchawal Eimsiri Independent Director, Member of Audit Committee
 Approved 12,529,058,989 Votes

7.5 Mr. Chin Yuen Yin Director
 Approved 12,529,007,979 Votes

7.6	Mr. Sukont Kanjana-Huttakit	Independent Director, Chairman of Audit Committee
	Approved 12,529,007,973	Votes
7.7	Mr. Preecha Oonchitti	Director
	Approved 12,529,007,973	Votes
7.8	Dato' Robert Cheim Dau Meng	Vice Chairman
	Approved 12,528,007,979	Votes
7.9	Dato' Shaarani Bin Ibrahim	Independent Director, Member of Audit Committee
	Approved 12,528,007,979	Votes
7.10	Mrs. Watanan Petersik	Independent Director
	Approved 12,528,007,979	Votes

This agenda shall be obtained a majority vote of the total at shareholders who attend the meeting with the rights to vote.

8. To approve an amendment to the Articles of Association of the Bank, Article 3 of Chapter II, regarding issuance of shares and Articles 16 and 18 of Chapter IV regarding Board of Directors with the following:

CHAPTER II ISSUANCE OF SHARES

Article 3. The shares of the Company shall consist of ordinary shares with no accumulation of dividend. All shares shall have equal of par value and must be fully paid up in a single payment in cash and/or in the form of assets other than in cash. The Company may issue preference shares, debentures, warrants or other securities according to the Public Company Act or the Securities and Exchange Act, and the aforesaid securities may be converted into ordinary shares subject to the conditions and procedures as shall be determined by the shareholders' meeting.

CHAPTER IV BOARD OF DIRECTORS

Article 16. Directors of the Company shall be elected by the shareholders' meeting under the following terms and conditions:

- (1) each shareholder shall have a number of votes equal to the number of shares held. One share equals one vote.
- (2) Votes shall be cast for either an individual or the whole board of directors as deemed appropriate at the meeting of shareholders. In the election for either an individual or the whole board of directors, each elected person shall receive votes from the shareholder in the full amount of shares held by the shareholder under (1). The shareholder shall not allot his or her votes to any person in any number.
- (3) after the vote, the candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as directors in that order in the amount required in the election. Where there is an equality of votes cast for candidates in descending order causing the number of directors to be exceeded, the remaining appointments shall be made by drawing lots in a manner determined by the chairman

Article 18. At every annual general meeting, one-third of the directors shall vacate in proportion. If the number of directors is not a multiple of three, the number of directors closest to one-third shall vacate. In subsequent years, the director who has held office longest shall vacate.

A retiring director is eligible for re-election.

The meeting has approved this agenda by:

Approved	12,533,695,503	Votes	equivalent to	99.9949	%
Disapproved	614,450	Votes	equivalent to	0.0049	%
Abstained	20,240	Votes	equivalent to	0.0002	%

This agenda shall be obtained not less than three - fourths of the total of shareholders who attended the meeting with the rights to vote.

9. To approve the increase in registered capital of the Bank by THB 1,483,266,796.00 from THB 6,674,700,582.00 to THB 8,157,967,378.00 via the issuance of 2,966,533,592 new ordinary shares of the Bank with a par value THB 0.50 per share.

The meeting has approved this agenda by:

Approved	12,533,396,411	Votes	equivalent to	99.9925	%
Disapproved	744,550	Votes	equivalent to	0.0059	%
Abstained	190,240	Votes	equivalent to	0.0015	%

This agenda shall be obtained not less than three - fourths of the total of shareholders who attended the meeting with the rights to vote.

10. To approve an amendment to Clause 4 of the Memorandum of Association of the Bank to correspond with the increase in registered capital with the following:

"Clause 4	Registered capital	Baht 8,157,967,378	(eight billion, one hundred and fifty-seven million, nine hundred and sixty-seven thousand, three hundred and seventy-eight Baht)
	Divided into	16,315,934,756 shares	(sixteen billion, three hundred and fifteen million, nine hundred and thirty-four thousand, seven hundred and fifty-six shares)
	Par value per share	Baht 0.50	(fifty satang)
	Divided into		
	Ordinary shares	16,315,934,756 shares	(sixteen billion, three hundred and fifteen million, nine hundred and thirty-four thousand, seven hundred and fifty-six shares)
	Preferred shares	-	(- shares)"

The meeting has approved this agenda by:

Approved	12,534,255,861	Votes	equivalent to	99.9994	%
Disapproved	55,100	Votes	equivalent to	0.0004	%
Abstained	20,240	Votes	equivalent to	0.0002	%

This agenda shall be obtained not less than three - fourths of the total of shareholders who attended the meeting with the rights to vote.

11. To approve the offering and allocation of 2,966,533,592 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 held, at a price of THB 1.00 per share, and to determine the terms of allotment of the Rights Shares.

The resolution was passed by:

Approved	12,533,086,751	Votes	equivalent to	99.9898	%
Disapproved	1,274,450	Votes	equivalent to	0.0102	%
Abstained	0	Votes	equivalent to	0.0000	%

This agenda shall be obtained not less than three - fourths of the total of shareholders who attended the meeting with the rights to vote.

12. To approve the proposal of following connected transactions and disposition of assets of the Bank.

12.1 The restructuring of the Bank's non-performing asset division, by means of the following transactions:

- (1) Sale of CIMB Thai's 2,499,993 ordinary shares held in Sathorn Asset Management Co., Ltd. ("**STAMC**"), at a par value of THB 10 each, representing 99.99% of the registered capital of STAMC, for a total cash consideration of THB 229,149,954 to CIMB Group Sdn Bhd ("**CIMB Group**") and/or its nominated subsidiary.
- (2) Upon completion of the Sale of STAMC, the sale of an identified non-performing loan ("**NPL**") portfolio of CIMB Thai encompassing corporate, SME and retail secured NPLs with a net book value of Baht 3,160,530,190.71 as at 31 December 2009 to the STAMC for a total cash consideration of THB 3,160,530,190.71.

The resolution was passed by:

Approved	97,616,739	Votes	equivalent to	98.3133	%
Disapproved	271,202	Votes	equivalent to	0.2731	%
Abstained	1,403,500	Votes	equivalent to	1.4135	%

This agenda shall be obtained not less than three - fourths of the total of shareholders who attended the meeting with the rights to vote excluded the interested shareholder (CIMB Bank Berhad).

12.2 The sale of the CIMB Thai's entire equity interest in BT Asset Management Co. Ltd. ("**BTAM**"), comprising up to 24,999,993 ordinary shares in BTAM, at a par value of THB 10 each, representing 99.99% of the registered capital of BTAM, for a total cash consideration of THB 249,999,930, to CIMB-Principal Asset Management Berhad ("**CPAM**").

The resolution was passed by:

Approved	97,516,739	Votes	equivalent to	98.2126	%
Disapproved	371,202	Votes	equivalent to	0.3739	%
Abstained	1,403,500	Votes	equivalent to	1.4135	%

This agenda shall be obtained not less than three - fourths of the total of shareholders who attended the meeting with the rights to vote excluded the interested shareholder (CIMB Bank Berhad).

12.3 The sale of CIMB Thai's 760,000 shares of Worldclass Rent a Car Company Limited ("**Worldclass**"), at a par value of THB 100 each, representing 20% of the registered capital of Worldclass, for a total cash consideration of THB 73,852,978.53 to CIMB Bank (selling price may vary if the book value from audited financial statement is different from unaudited financial report as prepared by Worldclass).

The resolution was passed by:

Approved	97,566,739	Votes	equivalent to	98.2630	%
Disapproved	321,202	Votes	equivalent to	0.3235	%
Abstained	1,403,500	Votes	equivalent to	1.4135	%

This agenda shall be obtained not less than three - fourths of the total of shareholders who attended the meeting with the rights to vote excluded the interested shareholder (CIMB Bank Berhard).

- 13.To approve the issuance and offering of debt instruments having a similar nature of capital which is regarded by the Bank of Thailand as Tier 1 and/or Tier 2 Capital, up to an amount of THB 6 billion.

The resolution was passed by:

Approved	12,534,357,701	Votes	equivalent to	100.0000	%
Disapproved	0	Votes	equivalent to	0.0000	%
Abstained	3,500	Votes	equivalent to	0.000	%

This agenda shall be obtained not less than three - fourths of the total of shareholders who attended the meeting with the rights to vote.

Please be informed accordingly.

Sincerely yours,
For CIMB Thai Public Company Limited

Mr. Thaphop Kleesuwan
Senior Vice President
Office of the President
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