

(Translation)

Ref. CIMBT OFF 245 / 2013

12 April 2013

Subject: Notification of resolutions passed at the Annual General Meeting of Shareholders No. 19 of CIMB Thai Bank Public Company Limited

To: The President
The Stock Exchange of Thailand

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

The Annual General Meeting of Shareholders No. 19 of CIMB Thai Bank Public Company Limited (the "Bank"), held on 12 April 2013 at 10.00 a.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. 18 held on 12 April 2012.

The resolution was passed by:

Approval	19,782,702,196	votes	equivalent to	99.9997	%
Disapproval	47,027	votes	equivalent to	0.0002	%
Abstention	623	votes	equivalent to	0.0000	%

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 2012.

3. To approve the statements of financial position and the statements of comprehensive income for the fiscal year ended 31 December 2012, which have been audited and certified by the auditor of the Bank.

The resolution was passed by:

Approval	19,786,790,145	votes	equivalent to	99.9993	%
Disapproval	0	votes	equivalent to	0.0000	%
Abstention	123,664	votes	equivalent to	0.0006	%

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 2012 to the statutory reserve in the amount of THB 75,100,000 and dividend payment for the operating results of 2012 at the rate of THB 0.005 per share, totaling THB 105,424,390. The Bank will specify the names of the shareholders who have the right to receive the dividend payment on Wednesday, 24 April 2013 (Record Date), and close the share register book to suspend the share transfer for the purpose of collecting the names of shareholders in accordance with Section 225 of the Securities and Exchange Act on Thursday, 25 April 2013. The dividend payment shall be made on Friday, 10 May 2013.

The resolution was passed by:

Approval	19,784,668,724	votes	equivalent to	99.9870	%
Disapproval	1,899,777	votes	equivalent to	0.0096	%
Abstention	672,427	votes	equivalent to	0.0033	%

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

5. To approve the directors' remuneration for Board members and Board Committee members for 2013, which would remain unchanged, as shown below:

5.1 Meeting and entertainment allowances for Board members:

- 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	

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 and Chief Executive Officer and/or have the President and Chief Executive Officer as member. Nevertheless, the President and Chief Executive Officer 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	19,787,168,966	votes	equivalent to	99.9996	%
Disapproval	46,839	votes	equivalent to	0.0002	%
Abstention	25,123	votes	equivalent to	0.0001	%

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 2013, and to determine the auditing fee and other fees for 2013 of THB 10,301,260 for the Bank, as well as to acknowledge the auditing fee of THB 1,589,185 for the subsidiaries, making up the total auditing fees and other fees of the CIMB Thai Group for the year 2013 of THB 11,890,445.

The resolution was passed by:

Approval	19,786,597,996	votes	equivalent to	99.9963	%
Disapproval	706,278	votes	equivalent to	0.0035	%
Abstention	24,528	votes	equivalent to	0.0001	%

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 two 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 Mr. Chakramon Phasukavanich Director

The resolution was passed by:

Approval	19,786,409,796	votes	equivalent to	99.9953	%
Disapproval	122,817	votes	equivalent to	0.0006	%
Abstention	796,189	votes	equivalent to	0.0040	%

7.2 Mr. Sukont Kanjana-Huttakit

Independent Director/ Member of Audit Committee

The resolution was passed by:

Approval	19,786,636,894	votes	equivalent to	99.9965	%
Disapproval	346	votes	equivalent to	0.0000	%
Abstention	691,562	votes	equivalent to	0.0034	%

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

8. To approve an amendment of the Resolution of Annual General Meeting of Shareholders No. 18, held on 12 April 2012, regarding the Issuance and Offering of Debentures of the Bank (Agenda item 12).

The key amendments are regarding the total issue size of the debentures, from not exceeding THB 40 billion to not exceeding THB 70 billion with revolving condition whereby the Bank can issue and offer any types and any forms of debentures. It is thus requested that the Old Resolution 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 of debentures in any currency with THB 30 billion increase from THB 40 billion (according to the Old Resolution) to THB 70 billion or other equivalent foreign currencies. In addition, when counting the total number of debentures issued and offered but not redeemed (outstanding) at any time, the total amount shall not exceed THB 70 billion. However, the issuance and offering of such debentures may be made to replace the debentures duly redeemed (revolving). 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 70 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 ("BOT"), the Securities and Exchange Commission ("SEC") and/or the Office of the SEC and/or other related notifications, 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 and Chief Executive Officer or a person or group of persons, to determine the conditions 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 allow the President and Chief Executive Officer to delegate power to a person or group of persons to undertake the same."

The resolution was passed by:

Approval	19,787,082,011	votes	equivalent to	99.9987	%
Disapproval	346	votes	equivalent to	0.0000	%
Abstention	246,445	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.

Please be informed accordingly.

Sincerely yours,

-Signed-

(Mr. Thaphop Kleesuwan)
Executive Vice President, Office of the President

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