

(Translation)

Ref. CIMBT OFP 163/2013

7 March 2013

Subject : Notification of the resolutions of the Board of Directors' meeting and setting of schedule for the Annual General Meeting of Shareholders No. 19 ("AGM")

To : The President
The Stock Exchange of Thailand

The Board of Directors' meeting of CIMB Thai Bank Public Company Limited ("CIMB Thai" or the "Bank") No. 3/2013, held on 7 March 2013, passed resolutions on the following matters:

1. The Board of Directors deems it appropriate to present the Bank's operating results for the year 2012 at the AGM for acknowledgement.
2. The Board of Directors deems it appropriate to propose for the AGM's approval the Bank's 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.
3. The Board of Directors deems it appropriate to propose for the AGM's approval the allocation of the profit for the year 2012 to the statutory reserve of THB 75,100,000 and dividend payment for the operation results of the year 2012 at the rate of THB 0.005 per share, the Bank specified the names of the shareholders who have the right to receive the dividend payment on Wednesday, 24 April 2013 (Record Date), and closed 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 and dividend payment shall be made on Friday, 10 May 2013.
4. The Board of Directors consents to the proposal of the Nomination and Remuneration Committee for the AGM's approval the remuneration for the Board and Board Committee members for 2013, which would remain unchanged, as shown below:

1. Meeting and entertainment allowances for Board members:

• Monthly meeting allowance:

Chairman	THB	130,000	per person
Vice Chairman	THB	88,000	per person
Director	THB	44,000	per person

• Monthly entertainment allowance:

Chairman	THB	70,000	per person
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2. Remuneration for Board committees members: The directors who are required to serve on other Board committees are entitled to receive additional monthly meeting allowances as follows:

Chairman	THB	52,000	per person
Member	THB	40,000	per person

Remark: Most of the committees are chaired by the President and Chief Executive Officer or have the President 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.

- 5.. The Board of Directors consents to the proposal of the Audit Committee for the AGM's approval the appointment of PriceWaterhouseCoopers ABAS Ltd. (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 and 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.

6. The Board of Directors (excluding directors with beneficial interests) consents to the proposal of the Nomination and Remuneration Committee for the AGM's approval the re-election of the two members of the Board of Directors who are due to retire by rotation i.e. (1) Mr. Chakramon Phasukavanich, and (2) Mr. Sukont Kanjana-Huttakit, as the Bank's Directors for another term.
7. The Board of Directors deems it appropriate to propose for the AGM's approval 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 No. 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 thereby the Bank can issue and offer any types 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 increases, from THB 40 billion (according to the Old Resolution) to THB 70 billion or other equivalent foreign currencies. In addition, when counting the total numbers 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 so as to replace revolving debentures. 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, 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 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 allow the President and Chief Executive Officer to delegate power to a person or group of persons to undertake the same".

8. The Board of Directors has resolved to approve the schedule for the Annual General Meeting of Shareholders No. 19 on Friday, 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, with the following agenda:
- (1) To consider and adopt the minutes of the AGM No. 18 held on 12 April 2012;
 - (2) To acknowledge the Bank's operating results for 2012;
 - (3) To consider and approve the statements of financial position and the statements of comprehensive income for the fiscal year ended 31 December 2012;
 - (4) To consider and approve the appropriation of profit for the year 2012 and payment dividends
 - (5) To consider and approve the directors' remuneration for the year 2013;
 - (6) To consider the appointment of Auditor for 201 and the fixing of audit fee;
 - (7) To consider the election of directors to replace those retiring by rotation;
 - (8) To consider and approve an amendment of the Resolution of the Annual General Meeting of Shareholders No. 18 held on 12 April 2012 regarding the issuance and offering of debentures of the Bank (Agenda No. 12);
 - (9) Other matters, if any.

Shareholders who may have any questions in relation to the agenda to be proposed at the Annual General Meeting of Shareholders, may send such questions to the Company Secretary Unit, Office of the President, Langsuan Building 44 Langsuan Road, Lumpini Sub-district, Pathumwan District, Bangkok 10330, or to the following e-mail address: Shareholder.services1@cimbthai.com Questions may be submitted during the period from 7 March 2013 to 4 April 2013.

9. The Board of Directors has resolved to approve the determination of the record date of the name list of shareholders entitled to attend and have the right to vote at the Annual General Meeting of Shareholders No.19, i.e. Thursday, 21 March 2013, and the closing date of the share register on which the name list of shareholders is compiled under Section 225 of the Securities and Exchange Act, i.e. Friday, 22 March 2013.

Please be informed accordingly.

Sincerely yours,

-Sign-

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

Office of the President
Company Secretariat
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