

(Translation)

Ref. CIMBT OFP 064 /2014

27 February 2014

Subject : Notification of the resolutions of the Board of Directors' meeting and setting of schedule for the Annual General Meeting of Shareholders no. 20 ("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. 2/2014, held on 26 February 2014, passed resolutions on the following matters:

1. The Board of Directors deems it appropriate to present the Bank's operating results for the year 2013 at the AGM for acknowledgment.
2. The Board of Directors deems it appropriate to propose for the AGM's approval of the Bank's statements of financial position and statements of comprehensive income for the fiscal year ended 31 December 2013, 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 of the allocation of the profit for the year 2013 to the statutory reserve of THB 64,200,000 and dividend payment for the operation results of the year 2013 at the rate of THB 0.01 per share. The Bank will specify the names of the shareholders who have the right to receive the dividend payment on Wednesday, 23 April 2014 (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, 24 April 2014, and dividend payment shall be made on Friday, 9 May 2014.
4. The Board of Directors considers it appropriate as recommended by the Nomination, Remuneration and Corporate Governance Committee to propose for the AGM's approval of the remuneration rates for the Board and Board Committee members for 2014 by increasing the Audit Committee Chairman's remuneration because the rates with detail described below, is commensurate with the increased duties and responsibilities of the Audit Committee Chairman and comparable with those of its peers in the industry.

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 Committee members: The directors who are required to serve on other Board committees are entitled to receive additional monthly meeting allowances as follows:

Chairman of Audit Committee	THB 72,000 per person
Audit Committee member	THB 40,000 per person
Chairman of other Board Committee	THB 52,000 per person
Member of other Board Committee	THB 40,000 per person

**Remark:** Most of the Board committees are chaired or served on by the President and Chief Executive Officer. 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, the CIMB Group representative directors, have declared their intentions not to receive the meeting allowance in the Board and Board committees.

5. The Board of Directors considers it appropriate as recommended by the Audit Committee to propose for the AGM's approval of 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's auditor for the year 2014, and to determine the auditing fee and other fees for 2014 of THB 10,300,000 for the Bank, as well as to acknowledge the auditing fee of THB 1,630,000 for the subsidiaries, making up the total auditing fees and other fees of CIMB Thai Group for the year 2014 of THB 11,930,000.
6. The Board of Directors (excluding directors with beneficial interests) deems it appropriate to propose for the AGM's approval of the re-election of the two members of the Board of Directors who are due to retire by rotation, i.e. (1) Mrs. Watanan Petersik, and (2) Mr. Kenny Kim, as the Bank's Directors for another term.
7. The Board of Directors considers it appropriate as recommended by the Nomination, Remuneration and Corporate Governance Committee ("NRCC") to propose for the AGM's approval of the appointment of three new directors, which will increase the total number of directors to 10. After due consideration under the nomination criteria, the NRCC is of the view that these three new members of the Board of Directors are fully qualified and have no prohibited characteristics under the criteria of the regulatory authorities and the relevant laws. Having held directorship in large companies both inside and outside the country, they will contribute their experience to the enhancement of the Board of Directors' performance. Therefore, the Board of Directors proposes for the AGM's approval of the appointment of Mr. Chitrapongse Kwangsukstith, Ms. Sopawadee Lertmanaschai and Ms. Serena Tan Mei Shwen as new directors of the Bank. The appointment of these three new directors to serve on the Board is subject to the Bank of Thailand's approval.
8. The Board of Directors considers it appropriate to propose for the AGM's approval of cancellation of 125,837,157 unsold Rights Shares and 4,894,780,426 unoffered General Mandate Shares, making up a total of 5,020,617,583 unsold or unoffered registered shares earlier approved by the AGM no. 18, held on 12 April 2012.
9. The Board of Directors considers it appropriate to propose for the AGM's approval of the decrease in the Bank's registered capital, from THB 13,052,747,804 to THB 10,542,439,012.50, by cancelling 5,020,617,583 registered ordinary shares unsold or unoffered with a par value of THB 0.50 per share, totaling THB 2,510,308,791.50, and the amendment to Clause 4 of the Bank's Memorandum of Association to correspond with the decrease in registered capital to be cancelled as proposed in item 8. After such decrease, the Bank's registered capital will be THB 10,542,439,012.50 (ten billion five hundred and forty two million four hundred and thirty nine thousand twelve baht and fifty satang), divided into 21,084,878,025 (twenty one billion eighty four million eight hundred and seventy eight thousand twenty five) ordinary shares with a par value of THB 0.50 per share.

10. The Board of Directors has resolved to approve the schedule for the Annual General Meeting of Shareholders no. 20 on Friday, 11 April 2014, at 14.00 hrs., at The Auditorium Room, 9th Floor, CIMB Thai Bank Public Company Limited, 44 Langsuan Road, Lumpini, Patumwan, Bangkok 10330 with the following agenda:
- (1) To certify the minutes of the AGM no. 19 held on 12 April 2013;
  - (2) To acknowledge the Bank's operating results for the year 2013;
  - (3) To consider and approve the statements of financial position and the statements of comprehensive income for the fiscal year ended 31 December 2013;
  - (4) To consider and approve the appropriation of profit for the year 2013 and payment of dividend;
  - (5) To consider and approve the directors' remuneration for the year 2014;
  - (6) To consider the appointment of auditor and determine the audit fee for the year 2014;
  - (7) To consider the election of directors to replace those due to retire by rotation;
  - (8) To consider the appointment of three new directors;
  - (9) To consider and approve the cancellation of the unsold or unoffered portion of Rights Shares and General Mandate Shares earlier approved by the AGM no. 18 held on 12 April 2012;
  - (10) To consider and approve the decrease in the Bank's registered capital by cancelling 5,020,617,583 unsold or unoffered registered shares with a par value of THB 0.50 per share, totaling THB 2,510,308,791.50;
  - (11) To consider and approve an amendment to Clause 4 of the Bank's Memorandum of Association to correspond with the Bank's decrease in registered capital as mentioned in agenda item 10;
  - (12) 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](mailto:Shareholder.services1@cimbthai.com). Questions may be submitted during the period from 27 February 2014 to 27 March 2014.

11. The Board of Directors has resolved to approve the determination of the record date of the name list of shareholders entitled to attend the Annual General Meeting of Shareholders no.20, i.e. Thursday, 13 March 2014, and the closing date of the share register book on which the name list of shareholders is compiled under Section 225 of the Securities and Exchange Act, i.e. Friday, 14 March 2014.

Please be informed accordingly.

Sincerely yours,

-Sign-

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

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