

(Translation)

Ref. CIMBT OFF 045/2015

25 February 2015

Subject : Notification of the resolutions of the Board of Directors' meeting and setting of schedule for the Annual General Meeting of Shareholders no. 21 ("AGM")

To : The President
The Stock Exchange of Thailand

Attachment: Capital Increase Report (Form F53-4)

The Board of Directors' meeting of CIMB Thai Bank Public Company Limited ("CIMB Thai" or the "Bank") no. 2/2015, held on 25 February 2015, passed resolutions on the following matters:

1. The Board of Directors deems it appropriate to present the Bank's operating results for the year 2014 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 2014, 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 2014 to the statutory reserve of THB 47,100,000 and dividend payment for the operation results of the year 2014 at the rate of THB 0.0075 per share. The Bank will specify the names of the shareholders who have the right to receive the dividend payment on Thursday, 23 April 2015 (Record Date), and will 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 Friday, 24 April 2015. The dividend payment shall be made on Friday, 8 May 2015.
4. The Board of Directors consents to the proposal of the Nomination, Remuneration and Corporate Governance Committee for the AGM's approval of the remuneration for the Board and Board Committee members for 2015, 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 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

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 Mrs. Anothai Leekijwattana (CPA License No.3442) and/or Mrs. Unakorn Phruithithada (CPA License No. 3257) and/or Mr. Paiboon Tunkoon (CPA License No.4298), as CIMB Thai Group auditor for the year 2015, and to determine the auditing fee and other fees for 2015 of THB 9,590,000 for the Bank, as well as to acknowledge the auditing fee of THB 1,870,000 for CIMB Thai - Vientiane Branch and the subsidiaries, making up the total auditing fees and other fees of the CIMB Thai Group of THB 11,460,000 for the year 2015.
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 three members of the Board of Directors who are due to retire by rotation, i.e. (1) Dato' Robert Cheim Dau Meng, (2) Dato' Shaarani Bin Ibrahim and (3) Mr. Subhak Siwaraksa, as the Bank's Directors for another term.
7. The Board of Directors passed a resolution to approve the increase in registered capital of the Bank under general mandate, for further submission to shareholders for approval, which includes:
- (i) Increase in registered capital of the Bank under general mandate by THB 3,162,731,703.50, from THB 10,542,439,012.50 to THB 13,705,170,716.00 via the issuance of 6,325,463,407 new ordinary shares of the Bank with a par value of THB 0.50 per share;
 - (ii) Amendment to Clause 4 of the Memorandum of Association of the Bank to correspond with the increase of the Bank's registered capital in (i), such that the registered capital amounts to THB 13,705,170,716.00 (thirteen billion seven hundred and five million one hundred and seventy thousand seven hundred and sixteen baht) and consists of 27,410,341,432 ordinary shares (twenty-seven billion four hundred and ten million three hundred and forty-one thousand four hundred and thirty-two ordinary shares) with a par value of THB 0.50 (fifty satang) per share; and
 - (iii) Allocation of 6,325,463,407 new ordinary shares to be offered to existing shareholders in proportion to their shareholding ("General Mandate Rights Shares") 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 25 February 2015, the Bank's paid-up registered capital was THB 10,542,439,012.50.

Consequently, the Board of Directors or the President and Chief Executive Officer or any person designated by the Board of Directors is authorized to consider and determine the objective for the issuance and offering of the General Mandate Rights Shares, either in one whole amount or in several times; to fix the offering price, date and time of the offer 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 and details and other conditions relating to the issuance and offering of new ordinary shares this time; 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 Commerce and any other regulatory authorities.

Such allocation of new ordinary shares shall be completed by the date of the next AGM in 2016 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 have been made with Department of Business Development, Ministry of Commerce.

8. The Board of Directors deems it appropriate to propose for the AGM's approval of an amendment of the resolution of Annual General Meeting of Shareholders No. 19, held on 12 April 2013, regarding the issuance and offering of debentures of the Bank (Agenda item 8). The key amendments are regarding the total issue size of the debentures, from not exceeding THB 70 billion to not exceeding THB 100 billion with revolving condition whereby 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 whereby 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 100 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 100 billion. Debentures may be issued in THB or other currency in equivalent amount as applied by 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 of, 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".

9. The Board of Directors has resolved to approve the schedule for the Annual General Meeting of Shareholders No. 21 on Friday, 10 April 2015, 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 items:

- (1) To certify the minutes of the AGM No. 20, held on 11 April 2014;
- (2) To acknowledge the Bank's operating results for the year 2014;
- (3) To consider and approve the statements of financial position and the statements of comprehensive income for the fiscal year ended 31 December 2014;
- (4) To consider and approve the appropriation of profit for the year 2014 and payment of dividend;
- (5) To consider and approve the directors' remuneration for the year 2015;
- (6) To appoint the auditor and determine the audit fee for the year 2015;
- (7) To consider the election of directors to replace those due to retire by rotation;
- (8) To consider and approve the increase in registered capital of the Bank under general mandate;
- (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;
- (10) To consider and approve the allocation of new ordinary shares under general mandate and determination of relevant terms and conditions;
- (11) To consider and approve an amendment to the resolution of AGM No. 19, held on 12 April 2013, regarding the issuance and offering of debentures of the Bank (agenda item. 8); and
- (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 Company Secretary Unit, Office of the President, Langsuan Building, 44 Langsuan Road, Lumpini, Pathumwan, Bangkok 10330, or to the following e-mail address: shareholder.services1@cimbthai.com. Questions may be submitted during the period from 26 February 2015 to 26 March 2015.

10. 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. 21, i.e. Thursday, 12 March 2015, 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, 13 March 2015.

11. The Board of Directors has resolved to appoint Mr. Sukont Kanjana-Huttakit, Independent Director and Chairman of Audit Committee, as Vice Chairman of the Board of Directors, Independent Director and Chairman of Audit Committee, with effect from 25 February 2015 onwards.

Please be informed accordingly.

Sincerely yours,

-Sign-

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

Company Secretariat
Office of the President
Tel. 0-2638-8283, 0-2638-8287

(Translation)

(F 53-4)

Capital Increase Report Form

CIMB Thai Bank Public Company Limited

Date: 25 February 2015

We, CIMB Thai Bank Public Company Limited ("**CIMB Thai**" or the "**Bank**"), hereby report the resolutions of the Board of Directors' meeting no. 2/2015 ("**Meeting**"), held on 25 February 2015 from 13.00 hrs. to 17.00 hrs. in relation to capital increase/rights share allocation as follows:

1. Capital increase

The Meeting passed a resolution for the Bank to increase its registered capital from THB 10,542,439,012.50 to THB 13,705,170,716.00 by issuing 6,325,463,407 new ordinary shares of the Bank with a par value of THB 0.50 per share. Details of the capital increase are as below.

Type of Capital Increase	Type of Share	Number of Shares (Shares)	Par Value (THB/Share)	Total (THB)
<input type="checkbox"/> Fund utilization purpose specified	Ordinary	-	-	-
	Preferred	-	-	-
<input checked="" type="checkbox"/> General mandate	Ordinary	6,325,463,407	0.50	3,162,731,703.50
	Preferred	-	-	-

2. Allocation of rights shares:

2.1 If specifying the purpose of capital utilization

Allocated To	Number of Shares (shares)	Ratio (Old : New)	Selling Price (THB/Share)	Subscription and Payment Period	Note
Existing shareholders	-	-	-	-	-
General public	-	-	-	-	-
Other persons (pls. specify)	-	-	-	-	-
To support the conversion/ exercising rights of a given instrument (pls. specify)	-	-	-	-	-

2.1.1 The Company's action in case there is a fraction of shares remaining
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2.2 General mandate

Allocated to	Type of Shares	Number of Shares (Shares)	Percentage of Paid-up Capital 1/	Note
Existing shareholders	Ordinary Preferred	6,325,463,407 -	30 -	- -
To support the conversion/ exercising transferable subscription rights				
General public	Ordinary Preferred	- -	- -	- -
Specific persons	Ordinary Preferred	- -	- -	- -

1/ On the date when the Board of Directors resolves to increase capital under a general mandate.

3. Schedule for Annual General Meeting of Shareholders where capital increase/share allocation is proposed for approval

The Bank determined to convene the Annual General Meeting of Shareholders No. 21 on Friday, 10 April 2015, at 14.00 hrs., at the Auditorium Room, 9th Floor, CIMB Thai Bank Public Company Limited, 44 Langsuan Road, Lumpini, Patumwan, Bangkok 10330.

- The share register book will be closed to suspend share transfer in order to determine the right to attend the AGM from _____ until the meeting has duly been convened.
- The name list of shareholders entitled to attend the AGM will be determined on 12 March 2015, and will be collected in accordance with Section 225 of the Securities and Exchange Act on 13 March 2015 (one business day after the record date).

4. Approval of the capital increase/share allocation by relevant government agency and conditions thereto (if any)

The offering of the rights shares shall only take place after the Bank has obtained the relevant regulatory approvals and consents, including 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.

5. Objectives of the capital increase and plans for utilizing proceeds received from the capital increase

To provide business operation with more flexibility and to ensure that the Bank's capital is sufficient and adequate for business expansion of the Bank.

6. Benefits which the Company will receive from the capital increase/share allocation

The Bank will have increased capital that will strengthen its capital position and accommodate its business expansion as per defined goals and targets. It will also lead the Bank to possess competitive potential and profitability that will add value to the Bank's shareholders.

7. Benefits which shareholders will receive from the capital increase/share allocation

Dividend policy

The Bank has a policy to pay a dividend to the shareholders if it operates with a profit, taking into account sufficiency of its capital to accommodate the Bank's business and statutory requirement. In this regard, the Board of Directors may pay a dividend to the shareholders from time to time as deemed appropriate in accordance with the Bank's Articles of Association.

8. Other details necessary for shareholders to approve the capital increase/share allocation

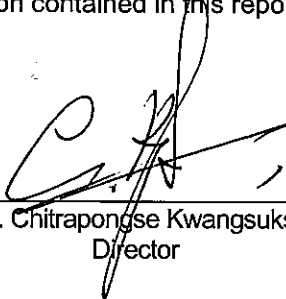
- None -

9. Schedule of action if the Board of Directors passes a resolution approving the capital increase or allocation of new shares

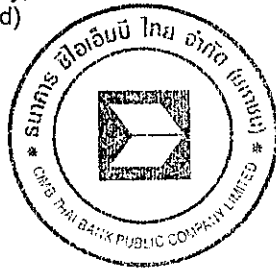
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No.	Procedures of Capital Increase	Date/Month/Year
1	The Board of Directors' meeting no. 2/2015 approves the capital increase/allocation of new shares	25 February 2015
2	Record date determination	12 March 2015
3	Collecting names of entitled shareholders under Section 225	13 March 2015
4	AGM No. 21	11 April 2015
5	Registration of resolutions passed at the AGM with the Department of Business Development, Ministry of Commerce	Within 14 days after the date of the AGM's resolutions

The Bank hereby certifies that the information contained in this report form is true and complete in all respects.

Signed  Authorized Director
 (Mr. Chitrapongse Kwangsuksith)
 Director

(To be signed by the directors who are authorized to sign on behalf of the Company, with the Company's seal affixed)



Signed  Authorized Director
 (Mr. Subhak Siwaraksa)
 President and Chief Executive Officer