

Ref. CIMBT.OFP 213/2015

27 August 2015

Subject: Notification of the resolution of the Board of Directors' meeting regarding the allocation of General Mandate Rights Shares

To: The President
The Stock Exchange of Thailand

Enclosure: Report on issuance and allocation of new shares under general mandate (F 53-4-1)

Reference is made to the Annual General Meeting of Shareholders ("AGM") No.21 held on 10 April 2015 which resolved to approve the increase in the Bank's registered capital 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 with a par value of THB 0.50 per share. The AGM also resolved to approve the allocation of 6,325,463,407 new ordinary shares with a par value of THB 0.50 per share under general mandate ("General Mandate Rights Shares") to existing shareholders in proportion to their shareholding and determination of the terms of allotment of the General Mandate Rights Shares as follows:

(1) An allocation of 6,325,463,407 General Mandate Rights Shares with a par value of THB 0.50 per share to the existing shareholders in proportion to their shareholding 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.

(2) Authorization of the Board of Directors or the President and Chief Executive Officer or any person designated by the Board of Directors to consider and determine the objective for the issuance and allotment 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 offering of the shares, and other terms and conditions relating to the General Mandate Rights Offering, including the closing date of the share register book and the record date for the subscription rights, and other details and conditions relating to the issuance and offering of the 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 the Bank's registered capital; as well as to 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.

(3) Such allocation of new ordinary shares shall be completed by the date of the 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 has been made with Department of Business Development, Ministry of Commerce.

The Board of Directors' meeting no. 8/2015 held on 27 August 2015, as authorized by the AGM no. 21, approved the criteria for the allotment of General Mandate Rights Shares as follows:

Type of capital increase	: The allocation of 3,689,853,654 newly issued shares with a par value of THB 0.50 per share under general mandate to the existing shareholders in proportion to their shareholding (" General Mandate Rights Shares ")
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Ratio	: 7 Rights Shares for every 40 existing CIMB Thai shares held
Offering price	: THB 1 per Rights Share
Number of shares for allotment	: 3,689,853,654 Rights Shares
Terms and Conditions	: <ol style="list-style-type: none"> 1. Any Rights Shares remaining after the existing shareholders have subscribed for their entitlement under the Rights Offering shall be allocated to any shareholder who has indicated that they are willing to subscribe in excess of their rights pursuant to their entitlement in the Rights Offering; 2. Any fraction of unallocated shares that arises as a result of the re-allotment shall be cancelled; and 3. Any director of the Bank and/or Mr. Subhak Siwaraksa shall be authorized to take actions, e.g. to execute any relevant documents, and to do all acts, deeds and things necessary for and expedient in relation to the Rights Offering and the increase in registered capital of the Bank, as well as to give information and file any documents and evidence to any regulatory authorities.
Total amount to be raised (assuming full subscription of the Rights Shares)	: THB 3,689,853,654.00
Record date for subscription right	: 11 September 2015
Book closed for RO	: 14 September 2015
Subscription Period	: 26-30 October 2015

This is submitted for your information.

Yours sincerely,



(Mr. Thaphop Kleesuwan)

Executive Vice President, Office of the President

Company Secretary
Office of the President
Tel: 0-2638-8274

(F 53-4-1)

**Report on issuance and allocation of new shares under general mandate
CIMB Thai Bank Public Company Limited
27 August 2015**

We, CIMB Thai Bank Public Company Limited (“CIMB Thai” or “the Bank”), would like to report the resolution of the Board of Directors’ meeting no. 8/2015 (“the BOD’s Meeting”), held on 27 August 2015 during 1.00 p.m. - 5.00 p.m., as regards the allocation of new shares under general mandate as detailed below.

1. **Number of new shares under general mandate that has been issued before this allocation**
- The Annual General Meeting of Shareholders No. 21 (“AGM”), held on 10 April 2015, resolved to approve an increase in the Bank’s capital and authorization for the Board of Directors (“BOD”) to consider the issuance and allocation of new shares under general mandate by issuing 6,325,463,407 new ordinary shares with a par value of THB 0.50 per share. The AGM also resolved to approve the allocation of 6,325,463,407 new ordinary shares with a par value of THB 0.50 per share under general mandate (“General Mandate Rights Shares”) to the existing shareholders in proportion to their shareholding and determination of the terms of allotment of the General Mandate Rights Shares.
- The BOD’s meeting no. 8/2015, held on 27 August 2015, resolved to approve the issuance and allocation of 3,689,853,654 new shares under general mandate with a par value of THB 0.50 per share to the existing shareholders in proportion to their shareholding (“General Mandate Rights Shares”), with details as summarized below.

Allocated to	Type of share	Number (shares)	Note
Existing shareholders	Ordinary	6,325,463,407	-
	Preferred	-	-
General public	Ordinary	-	-
	Preferred	-	-
Specific persons	Ordinary	-	-
	Preferred	-	-

2. **Issuance and allocation of new shares under general mandate**

2.1 **Details of allocation**

Allocated to	Type of share	Number (shares)	Ratio (existing : new)	Selling price (THB/share)	Subscription and payment period	Note
Existing shareholders	Ordinary	3,689,853,654	40:7	1	26-30 October 2015	Except official holidays
	Preferred	-	-	-		
General public	Ordinary	-	-	-	-	-
	Preferred	-	-	-	-	-
Specific persons	Ordinary	-	-	-	-	-
	Preferred	-	-	-	-	-

2.2 The Company's plan in case where there is a fraction of shares remaining
Any fraction of unallocated shares that arises as a result of the re-allotment shall be cancelled.

3. Remaining new shares under general mandate for next allocation:

Allocated to	Type of share	Number (shares)	% of paid-up capital	Note
Existing shareholders	Ordinary Preferred	2,635,609,753	-	-
General public	Ordinary Preferred			
Specific persons	Ordinary Preferred			

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 has been made with Department of Business Development, Ministry of Commerce.

4. Determination of subscription right to new shares

- The Bank will close the share register book to suspend the share transfer for the purpose of determining subscription right to such new shares on
- The Bank will specify the names of the shareholders who have the right to subscribe for such new shares on 11 September 2015 (Record Date), and will collect the names of the shareholders in accordance with Section 225 of the Securities and Exchange Act by closing the share register book on 14 September 2015 (one business day after the Record Date).

5. Progress of permission request from relevant government agency and conditions thereof (if any)

Due to this Rights Offering, the shareholding proportions of non-Thai shareholders and CIMB Bank Berhad will not exceed the limit permitted by the Ministry of Finance. Thus, this Rights Offering does not require permission from the relevant government agencies, including the Bank of Thailand and the Ministry of Finance.

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

To ensure the Bank's flexible business operation and adequate capital to support its business expansion.

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

With increased capital, the Bank will possess stronger capital position, be ready for business expansion as per the defined target, and become a commercial bank with competitiveness and profitability that will add value to the shareholders.

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

8.1 Dividend policy: The Bank has a policy to pay dividend to shareholders if it operates with a profit, taking into account capital adequacy to support its business operation and the statutory reserve. The BOD may consider paying dividend to its shareholders from time to time as deemed appropriate according to the situation and the Bank's Articles of Association.

8.2 Subscribers of new shares issued for this capital increase will be entitled to receive dividends from the Company's operating period: The period they are registered as the Bank's shareholder.


9. Other details necessary for shareholders for approving the capital increase/share allocation:


-None-

10. Schedule of action regarding the issuance and allocation of new shares under general mandate

No.	Procedures	Date/Month/Year
1	BOD approves the criteria for Rights Shares allocation.	27 August 2015
2	Determination of the names of the shareholders having the share subscription right.	11 September 2015 (Record Date)
3	Collection of the names of shareholders by closing the share register book to suspend the share transfer.	14 September 2015 (closing the register book)
4	Determination of share subscription period (with payment made within 5 business days)	26-30 October 2015

We certify that the information contained in this report form is true and complete in all respects.

Signed  Authorized director
(Mr. Chitrapongse Kwangsukstith)
Director

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