

(Translation)

Minutes of the Annual General Meeting of Shareholders No. 19

CIMB Thai Bank Public Company Limited

The meeting was convened on Friday, 12 April 2013 at 10.00 a.m. at the Auditorium Room, 9th Floor, CIMB Thai Bank Public Company Limited, Head Office, 44 Langsuan Road, Lumpini, Patumwan, Bangkok.

Directors in attendance

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|----|-----------------------------|---------------------------------------|
| 1. | Mr. Chakramon Phasukavanich | Chairman of the Board |
| 2. | Dato' Robert Cheim Dau Meng | Vice Chairman |
| 3. | Mr. Sukont Kanjana-Huttakit | Independent Director |
| 4. | Dato' Shaarani Bin Ibrahim | Independent Director |
| 5. | Mrs. Watanan Petersik | Independent Director |
| 6. | Mr. Preecha Unchitti | Director |
| 7. | Mr. Kenny Kim | Director |
| 8. | Mr. Subhak Siwaraksa | President and Chief Executive Officer |

Executive officers in attendance

- | | | |
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| 1. | Mr. Surachai Chitratsenee | Senior Executive Vice President
Commercial Banking Group |
| 2. | Mrs. Panute Na Chiangmai | Senior Executive Vice President
Risk Management Group |
| 3. | Mr. Narongchai Wongthanavimok | Senior Executive Vice President
Strategy & Finance Group |
| 4. | M.L. Nathchanya Davivongse | Senior Executive Vice President
Transaction Banking Group |
| 5. | Mr. Silawat Santivisat | Senior Executive Vice President
Group Information and Operations Division |
| 6. | Mr. Adisorn Sermchaiwong | Senior Executive Vice President
Retail Banking Group |
| 7. | Mr. Sutee Losoponkul | First Executive Vice President
Treasury Group |
| 8. | Mr. Vorakan Dhepchalerm | First Executive Vice President
Acting Corporate Banking Group Head |
| 9. | Ms. Siriporn Sanunpairaue | First Executive Vice President
Internal Audit Division |
| 10. | Mr. Songwud Buakhem | Executive Vice President
Business Support Group |
| 11. | Mr. Kongpob Watanasin | Executive Vice President
Human Resources Management Division |
| 12. | Mr. Prapas Thongsuk | Executive Vice President
Corporate Communications Division |

Auditor in attendance

PriceWaterhouseCoopers ABAS Limited, represented by:

1. Mr. Boonlert Kamolchanokkul
2. Ms. Bussaba Kulsiritham

Mr. Chakramon Phasukavanich, Chairman of the Board performing duty as Chairman of the meeting, cordially welcomed the shareholders who attended the meeting, and informed the meeting that 232 shareholders and 202 proxies had attended the meeting, representing 7,993,723 shares and 19,773,349,885 shares respectively. The number of attending shareholders and proxies totaled 434 and the aggregate amount of shares 19,781,343,608, equivalent to 93.8177% of the Bank's total shares sold, which constituted a quorum according to the Bank's Articles of Association. The Chairman then declared the Annual General Meeting of Shareholders (AGM) No.19 open.

The meeting started at 10.00 a.m.

The Chairman informed the meeting that the Bank's Board members, management, and auditor as mentioned above also attended the meeting.

The Chairman informed the meeting that, to ensure compliance with the best practice in the holding of the AGM and transparency of the vote counting, he thus invited representatives from PricewaterhouseCoopers ABAS Limited, the auditor of the Bank, to observe the voting process of each agenda item, and the shareholders from the floor to witness the vote counting.

He then asked Mr. Thaphop Kleesuwan, Company Secretary, to clarify the voting mechanism. Mr. Thaphop summarised the mechanism as follows:

To vote at the meeting, one share is entitled to one vote. For each agenda item, the Chairman will ask the shareholders whether there is any objection, disagreement or abstention from voting. If there is no objection, disagreement or abstention, the Chairman will conclude that the shareholders have approved or agreed with the agenda item as presented.

The shareholders who object, disagree or abstain from voting may make a mark (✓) in the square bracket in the voting form and raise their hands. The Bank staff will collect the voting form and tally the results, except for some agenda items, for which the Chairman may otherwise determine the voting method as appropriate. Only the dissenting and abstention votes will be calculated and deducted from the total number of the votes of all the shareholders who attend the meeting both in person and by proxy. The remaining votes after deduction will be deemed as having approved/agreed with the agenda item proposed. There is an exception in case of the agenda item on election of directors where vote counting shall be as set in the Articles of Association. The votes of the shareholders attending the meeting by proxy will be counted as per the votes indicated in the proxy form.

Registration will be kept open until the end of the meeting. Therefore, the number of shareholders and the number of shares for each agenda item may change according to the number of shareholders who have registered.

The Chairman proceeded with the businesses on the agenda as follows:

Agenda item 1 **To certify the minutes of Annual General Meeting of Shareholders No. 18 held on 12 April 2012**

The Chairman requested the shareholders to consider and approve the minutes of the Annual General Meeting of Shareholders (AGM) No. 18, held on 12 April 2012, a copy of which had duly been sent to all shareholders together with the invitation notice to attend the meeting.

The Chairman invited the shareholders to raise questions and comments.

As there were no additional questions, the Chairman requested the meeting to vote.

This agenda item required majority votes of the total shareholders who attended the meeting and voted.

The Chairman declared to the meeting that 99.9997% of the shareholders present at the meeting and voting agreed (equal to 19,782,702,196 votes), while 0.0002 % of the shareholders disagreed (equal to 47,027 votes) and 0.0000% abstained from voting (equal to 623 votes). There were no shareholders with no right to vote.

The voting result was displayed on the monitor in the Conference Room.

Resolution

The meeting by majority votes of the total shareholders present and voting resolved to adopt the minutes of the Annual General Meeting of Shareholders No. 18 held on 12 April 2012.

Agenda item 2 **To acknowledge the Bank's operating results for the year 2012**

The Chairman informed the meeting that the Bank's operating results for 2012 were as presented in the Annual Report 2012 duly sent to the shareholders. He asked the President and Chief Executive Officer to report details of this agenda item to the meeting.

The President and Chief Executive Officer reported to the meeting as below:

- For the year ended 31 December 2012, CIMB Thai group recorded a consolidated net profit of THB 1,580.9 million, a year-on-year (YoY) increase of THB 264.6 million or 20.1% from 2011.
- Net interest margin (NIM) dropped to 3.21% in 2012 from 3.46% in 2011 mainly due to incremental contribution to deposit insurance in May 2012. Moreover, NIM was eroded by higher deposit and bills of exchange rates as a result of intense competition in the deposit market.
- As of 31 December 2012, total gross loans stood at THB 138.8 billion, an increase of 16.4% from 31 December 2011, largely underlined by retail loan portfolio expansion. Meanwhile, deposits and bills of exchange amounted to THB 146.2 billion, an increase of 8.8% from THB 134.4 billion at the end of December 2011. Given the aforementioned improvement in loans and deposits, the Loan to Deposit (including bills of exchange) ratio was 95.0%.

The information presented by the President and Chief Executive Officer was displayed on the monitor in the Conference Room.

The Chairman invited the shareholders to raise questions and comments.

No other questions and comments were raised. The Chairman informed the meeting that this agenda item was to report the shareholders of the Bank's 2012 operating results for acknowledgement, so no voting was required. The Chairman then asked the meeting to acknowledge the report as proposed. The meeting accordingly acknowledged the report of the Bank's operating results for the year 2012.

Agenda item 3 **To consider and approve the statements of financial position and the statements of comprehensive income for the fiscal year ended 31 December 2012**

The Chairman requested the shareholders to consider and approve the statements of financial position and the statements of comprehensive income for the fiscal year ended 31 December 2012 which had duly been sent to the shareholders in advance together with the invitation notice. The Chairman asked the President and Chief Executive Officer to present this agenda item to the meeting.

The President and Chief Executive Officer informed the meeting that the financial statements of the Bank and its subsidiaries (CIMB Thai Group) to be presented had duly been audited by PriceWaterhouseCoopers ABAS Ltd., the auditor of the Bank, as summarised below:

- CIMB Thai Group's total assets accounted for THB 201.5 billion representing an increase of 19.9 % from 2011.
- CIMB Thai Group's total liabilities accounted for THB 181.8 billion representing an increase of 17.6% from 2011.
- CIMB Thai Group's shareholders' equity amounted to THB 19.7 billion representing an increase of 46.9% from 2011.
- CIMB Thai Group's total income amounted to THB 8.3 billion representing an increase of 13.0% from 2011.
- CIMB Thai Group's operating expenses and bad debts and doubtful accounts amounted to THB 6.7 billion representing a decrease of 12.31% from 2011.
- CIMB Thai Group's net profit for 2012 was THB 1,580.9 million representing an increase from 2011 net profit of THB 1,316.4 million.

The information presented by the President and Chief Executive Officer was displayed on the monitor in the Conference Room.

The Chairman invited the shareholders to raise questions and comments.

As no further questions were raised by the shareholders, the Chairman requested the meeting to vote.

This agenda item required majority votes of the total shareholders who attended the meeting and voted.

The Chairman declared to the meeting that 99.9993% of the shareholders present at the meeting and voting agreed (equal to 19,786,790,145 votes), while 0.0000% of the shareholders disagreed (equal to 0 vote) and 0.0006% abstained from voting (equal to 123,664 votes). There were no shareholders with no right to vote.

The voting result was displayed on the monitor in the Conference Room.

Resolution

The meeting by majority votes of the shareholders attending the meeting and voting resolved to approve the statements of financial position and the statements of comprehensive income for the fiscal year ended 31 December 2012.

Agenda item 4 **To consider and approve the appropriation of profit for the year 2012 and payment of dividend**

The Chairman asked the President and Chief Executive Officer to present details of this agenda item to the meeting.

The President and Chief Executive Officer informed the meeting that

- The Bank's operating results according to the audited separate financial statements as at 31 December 2012 posted a net profit of THB 1,500,308,677.
- The Board of Directors has considered it proper for the AGM to approve the appropriation of profit for the year 2012 to the statutory reserve in the amount of THB 75,100,000 and the remaining net profit after appropriation in the amount of THB 1,425,208,677 as retained earnings.
- As the Bank has a policy to allocate dividend to shareholders at not over 40% of its net profit for the respective year and to comply with the relevant criteria of the Bank of Thailand, coupled with the consideration of capital fund for its future business operation, the Board of Director has considered

it proper for the AGM to approve payment of dividend for the operating results of 2012 at the rate of THB 0.005 per share, approximately 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 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 Thursday, 25 April 2013. The dividend payment will be made on Friday, 10 May 2013.
- The proposed rate of dividend payment is considered appropriate. After the dividend payment, the Bank's capital fund would remain strong and continue to accommodate its business expansion.

The information presented by the President and Chief Executive Officer was displayed on the monitor in the Conference Room.

The Chairman invited the shareholders to raise questions and comments.

As there were no further questions, the Chairman requested the meeting to vote.

This agenda item required majority votes of the total shareholders who attended the meeting and voted.

The Chairman declared that 99.9870% of the shareholders present at the meeting and voting agreed (equal to 19,784,668,724 votes), while 0.0096% disagreed (equal to 1,899,777 votes), and 0.0033% abstained from voting (equal to 672,427 votes). There were no shareholders with no right to vote.

The voting result was displayed on the monitor in the Conference Room.

Resolution

The meeting by majority votes of the shareholders attending the meeting and voting resolved to approve the appropriation of profit for the year 2012 and payment of dividend as the Board proposed.

Agenda item 5 To consider and approve directors' remuneration for the year 2013

The Chairman stated that the Board of Directors has a policy and criteria in place to determine remuneration for the Board and Board Committee members under the recommendation of the Nomination and Remuneration Committee to ensure that the remuneration is at appropriate rate commensurate with the duties and responsibilities of the Board and Board Committee members, and comparable with those of its peers in the industry.

To comply with corporate governance principles, it is considered appropriate for the AGM to consider and approve remuneration for the Board and Board Committee members for the year 2013 which remains unchanged as detailed in the invitation notice document:

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

(Directors are responsible for paying their own income tax.)

Remuneration for Board Committee members: Directors who are required to serve on other Board committees are entitled to receive additional monthly meeting allowances. Such other Board Committees comprise Audit Committee, Nomination and Remuneration Committee and other committees.

- . Chairman 52,000 THB/person
- . Committee Member 40,000 THB/person

Most of the committees are chaired by the President and Chief Executive Officer 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, who are representative directors from CIMB Bank Berhad, have declared their intention not to receive the meeting allowance in those committees.

The Bank has disclosed information on the roles and responsibilities as well as remuneration rate of the Board and Board Committee members in the 2012 Annual Report duly sent to the shareholders in advance together with the invitation notice.

The information so presented was displayed on the monitor in the Conference Room.

The Chairman invited the shareholders to raise questions and comments.

As there were no further questions, the Chairman requested the meeting to vote.

This agenda item required at least two-thirds of the total votes of the shareholders who attended the meeting.

The Chairman declared that 99.9996% of the shareholders present at the meeting and voting agreed (equal to 19,787,168,966 votes), while 0.0002% disagreed (equal to 46,839 votes) and 0.0001% abstained from voting (equal to 25,123 votes). There were no shareholders with no right to vote.

The voting result was displayed on the monitor in the Conference Room.

Resolution

The meeting resolved by the affirmative votes of more than two-thirds of the total votes of the shareholders who attended the meeting, approving the directors' remuneration for the year 2013 as proposed.

Agenda item 6 To appoint the auditor and determine the audit fee for the year 2013

The Chairman informed the meeting that according to the Public Limited Companies Act, the AGM shall appoint an auditor and determine the audit fee of the company annually, and the former auditor may be reappointed. The Audit Committee accordingly selected and presented to the Board of Directors to seek further approval from the AGM for the appointment of PricewaterhouseCoopers ABAS Ltd. (PWC) as the Bank's auditor for the year 2013. Any of the following three CPA holders shall be empowered to audit, perform and sign off on the auditor's report:

1. Mr. Boonlert Kamolchanokkul CPA license no. 5339
2. Mrs. Unakorn Phruithithada CPA license no. 3257
3. Mrs. Anothai Leekijtwattana CPA license no. 3442

The Board also deems it proper to propose for the AGM's consideration and approval an audit fee and other fees totaling THB 10,301,260 consisting of:

1. Review of financial statement for Q1 and Q3 of THB 2,340,317, up from year 2012 at THB 2,274,360 by 2.9%
2. Audit the Bank's financial statement for periods ending June & December of THB 5,591,372 ,up from year 2012 at THB 5,433,792 by 2.9%

3. Special audit for the Bank of Thailand of THB 531,890 up from year 2012 at THB 516,900 by 2.9%
4. Group reporting fee of THB 1,199,413, up from year 2012 at THB 1,165,610 by 2.9%
5. BOT IT audit fee of THB 638,268, up from year 2012 at THB 620,280 by 2.9%

Moreover, PricewaterhouseCoopers ABAS Ltd. is the auditor of three subsidiary companies of the Bank, namely:

1. Center Auto Lease Co., Ltd.
2. CT COLL Co., Ltd.
3. Worldlease Co., Ltd.

The annual audit fee of three subsidiaries by PWC for the year 2013 will be THB 1,525,359, up from THB 1,482,370 of the year 2012 by 2.9% or THB 42,989. CIMB Group reporting fee will be THB 63,826, up from year 2012 of THB 62,028 by 2.9% or THB 1,798. Overall CIMB Thai Group audit and other fees for 2013 will total THB 11,890,445, up 2.9% as compared with 2012 of THB 11,555,340. As for non-audit fee, in the previous fiscal period, the Bank and a subsidiary obtained services from the audit firm for which the auditors were working amounting to THB 1,515,000 and there were no services from persons or businesses related to the auditors.

The information was displayed on the monitor in the Conference Room.

The Chairman invited the shareholders to raise questions and comments.

As there were no further questions, the Chairman requested the meeting to vote.

This agenda item required majority votes of the total shareholders who attended the meeting and voted.

The Chairman declared that 99.9963% of the shareholders present at the meeting and voting agreed (equal to 19,786,597,996 votes), while 0.0035% disagreed (equal to 706,278 votes) and 0.0001% abstained from voting (equal to 24,528 votes). There were no shareholders with no right to vote.

The voting result was displayed on the monitor in the Conference Room.

Resolution

The meeting resolved by majority votes of the shareholders present at the meeting and voting to appoint 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 audit fee and other fees for 2013 of THB 10,301,260 for the Bank, as well as to acknowledge the audit fee of THB 1,589,185 for the subsidiaries, making up the total audit fees and other fees of the CIMB Thai Group for the year 2013 of THB 11,890,445.

Agenda item 7 To consider the election of directors to replace those due to retire by rotation

On this agenda item, Mr. Chakramon Phasukavanich, Chairman of the Board, had beneficial interest as his name was on the list of directors who shall retire by rotation. The Chairman assigned Dato' Robert Cheim Dau Meng to perform his duties. The Vice Chairman was asked to present details of this agenda item to the meeting.

The Vice Chairman informed the meeting that to comply with the Public Limited Companies Act and the Articles of Association of the Bank No. 18, at every annual general meeting of shareholders, one-third of the directors shall vacate office. The director who has held office longest shall retire. Moreover, the retiring director is eligible for re-election. At this AGM, two directors who shall retire by rotation are as follows:

1. Mr. Chakramon Phasukavanich Director
2. Mr. Sukont Kanjana-Huttakit Independent Director / Chairman of Audit Committee

The Bank has invited the shareholders to propose qualified persons without any prohibited characteristics for the election of directors according to the nomination criteria and process notified via the SET and the Bank's website. It has turned out that no shareholder has proposed any names to the Bank.

The Board (excluding directors with beneficial interest) considered it appropriate for the AGM to re-elect the two members of the Board of Directors due to retire by rotation as the Bank's Directors for another term. The Board viewed that the two 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. The appointment of the two directors to serve on the Board for another term has duly received approval from the BOT. Profiles of the directors had duly been sent to the shareholders together with the invitation notice.

Names, photos and profiles of the two directors proposed for election were displayed on the monitor in the Conference Room.

The Vice Chairman invited the shareholders to raise questions and comments.

As there were no questions, the Chairman requested the meeting to vote.

This agenda item required majority votes of the total shareholders who attended the meeting and voted.

The voting results were declared as follows:

1. <u>Mr. Chakramon Phasukavanich</u> Director						
Agreed	19,786,409,796	votes	equivalent to	99.9953%	of the shareholders who attended the meeting and voted	
Disagreed	122,817	votes	equivalent to	0.0006%	of the shareholders who attended the meeting and voted	
Abstention	796,189	votes	equivalent to	0.0040%	of the shareholders who attended the meeting and voted	
2. <u>Mr. Sukont Kanjana-Huttakit</u> Independent Director/ Chairman of Audit Committee						
Agreed	19,786,636,894	votes	equivalent to	99.9965%	of the shareholders who attended the meeting and voted	

Disagreed	346	votes	equivalent to	0.0000%	of the shareholders who attended the meeting and voted
Abstention	691,562	votes	equivalent to	0.0034%	of the shareholders who attended the meeting and voted

All the votes of the shareholders were displayed on the monitor in the Conference Room.

Resolution

The meeting by majority votes of the shareholders attending the meeting and voting agreed to re-elect the two Directors due to retire by rotation, namely Mr. Chakramon Phasukavanich and Mr. Sukont Kanjana-Huttakit, as the Bank's Directors for another term.

Agenda item 8 **To consider and 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 Chairman asked the President and Chief Executive Officer to present this agenda item to the meeting. The President and Chief Executive Officer summarised as follows:

The Annual General Meeting of Shareholders No. 18, held on 12 April 2012, approved the Bank's mobilization of funds for use in its business, by way of the Bank and/or its branches issuing and offering debenture of all types and all forms within the limit of THB 40 billion, including debentures issued but not yet redeemed at any time, and the determination that debentures may be offered in whole or in part, and/or in revolving nature (the "Old Resolution").

To enhance flexibility in managing the Bank's capital structure and efficiency of its strategic plans, respond to customers' demand, and support the development of the country's capital market as a whole, as well as to clarify the Old Resolution on revolving debenture issuance, it is considered appropriate to request the AGM's approval of an amendment of the Old Resolution allowing the Bank to expand the issuance limit and issue the revolving debenture of all types. The rationales are:

- (1) Short-term and derivatives debentures of the Bank have received a good response from investors, and there is a tendency that the Bank will offer short-term debentures in place of the issuance and offer of bills of exchange which is subject to stricter regulatory requirements.
- (2) The Bank anticipates that transactions in its balance sheet for the year 2015 will grow approximately 20%.
- (3) The Bank has been prepared for expanding retail customer base approximately 20% of the increase of whom are expected to invest in derivatives debentures.

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 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 information presented by the President and Chief Executive Officer was displayed on the monitor in the Conference Room.

The Chairman invited the shareholders to raise questions and comments.

As there were no other questions, the Chairman requested the meeting to vote.

This agenda item required the affirmative votes of at least three-fourths of the total votes of the shareholders who attended the meeting and had the right to vote.

The Chairman declared that 99.9987% of the shareholders present at the meeting and with the right to vote agreed (equal to 19,787,082,011 votes), while 0.0000% disagreed (equal to 346 votes) and 0.0012% abstained from voting (equal to 246,445 votes). There were no shareholders with no right to vote.

The voting result was displayed on the monitor in the Conference Room.

Resolution

The meeting resolved by the affirmative votes of more than three-fourths of the shareholders present at the meeting and with the right to vote, approving the 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) as proposed.

Agenda item 9 **Other matters (if any)**

The Chairman invited the shareholders to raise questions and comments on other issues.

No other questions and comments were raised and no other matters were proposed at the meeting. The Chairman thanked all the shareholders and proxies for their attendance and their comments and suggestions that are of great benefits to the Bank. He accordingly declared the meeting closed.

The meeting adjourned at 12.00 p.m.

Signed *Chakramon Phasukavanich* Chairman
(Mr. Chakramon Phasukavanich)

Signed *Thaphop Kleesuwan* Company Secretary
(Mr. Thaphop Kleesuwan) Minutes Taker