

Invitation to Shareholders to Propose Agenda and Qualified Candidates for Nomination as Director to the Board of Directors for the 2016 Annual General Meeting of Shareholders

Objective

The Bank always gives importance to every shareholder. For confidence and fair treatment of shareholders, the Bank has given shareholders an opportunity to propose an issue deemed important beneficial as an agenda of the general meeting of shareholders and a qualified person for the Bank's director position prior to the shareholders' meeting.

Criteria of granting shareholders the right to propose an Annual General Meeting agenda and a qualified candidate for director position

1. Shareholders who have the right to propose an annual general meeting agenda or a qualified candidate for director position:

- 1.1 Being a shareholder or shareholders who hold shares and have the right to vote amounting to not less than 5 (five) percent of the total number of the voting rights of the Bank.
- 1.2 Holding shares for minimum period of 12 (twelve) consecutive months.

2. For the consideration of the issue proposed by shareholders, shareholders are required to provide these following details:

- 2.1 Name, address, and telephone number of the shareholders submitting the proposal.
- 2.2 Amount of shares held and the evidence of shareholding.
- 2.3 Objective and description of the proposals to assist the Board's consideration, such as relevant facts, rationale, issue at stake, etc.
- 2.4 For proposal to nominate candidates for directorship, please submit to the Bank a personal profile, work experience (CV), address and telephone number of candidates, and the candidate's written consent to the nomination.
- 2.5 The candidates to be proposed and elected as the Bank directors must have appropriate qualifications as required by related laws.
 - 1) Director's Qualifications according to the Public Limited Companies Act B.E. 2535 (Section 68).
 - 2) Director's Qualifications according to the Financial Institution Businesses Act B.E. 2551 (Section 24).
 - 3) Director's Qualifications according to the Securities and Exchange Act B.E. 2535 (Section 103).
 - 4) The Bank of Thailand's Notification No. Sor Nor Sor. 13/2552, Re: Governance Guideline for Financial Institutions.
 - 5) The Bank of Thailand's Notification No. Sor Nor Sor. 13/2554, Re: Summary of Approval Process to Appoint Directors, Executives and Persons with Managing Authorities or Advisors to Financial Institutions.

- 6) Notification of the Bank of Thailand No. Sor Nor Sor. 6/2558, Re: Granting of Credit, Transactions similar to Credit Granting or Guaranty of Debt for Directors, Persons Empowered to Manage of Financial Institutions, or Related Persons.
- 7) Capital Market Supervisory Board's Notification No. Thor Thor/Nor/Kor. 37/2553, Re: Forbidden Characteristics of Personnel in Securities Business, and Capital Market Supervisory Board's Notification No. Thor Thor/Nor/Kor. 23/2554, Re: Forbidden Characteristics of Personnel in Capital Market Business (No. 2).
- 8) Notification of Capital Market Supervisory Board No. Thor Lor Thor. 8/2557, Re: Criteria Governing Personnel in Capital Market Business.
- 9) Capital Market Supervisory Board's Notification No. Thor Thor/Nor/Khor. 58/2552, Re: Prohibited Qualifications and Characteristics of Directors and Executives of Securities Company (Codified) and Capital Market Supervisory Board's Notification No. Thor Thor/Nor/Khor 87/2552, Re: Prohibited Qualifications and Characteristics of Directors and Executives of Company Conducting Derivatives Business (Codified).
- 10) Capital Market Supervisory Board's Notification No. Tor Jor. 28/2551, Re: Request and Approval for New Securities Offering (Only in the case of being Independent Director and/or Audit Committee).
- 11) Notification of the Capital Market Supervisory Board No. Thor Thor/Nor/Khor. 7/2553, Re: Rules, Conditions and Procedures for Being Director or Executive of Other Securities Companies.
- 12) Notification of the Securities and Exchange Commission No. Kor Chor. 8/2553, Re: Determination of Untrustworthy Characteristics of Company Directors and Executives.
- 13) Letter of the Stock Exchange of Thailand No. Bor Chor. (Wor) 50/2549, Re: Limit of Directorship in Other Companies.
- 14) Relevant requirements of the Bank are Articles of Association, Board of Directors Charter, and Qualifications of Independent Director.

3. Proposal that the Board of Directors may refuse to include on the agenda of the meeting:

- 3.1 The proposal is relevant to ordinary business operations and facts given by shareholders do not indicate reasonable grounds to suspect any irregularities;
- 3.2 The proposal is beyond the Bank's capacity;
- 3.3 The proposal was submitted to the shareholders' meeting for consideration during the previous twelve months and received less than ten per cent of the total number of the voting rights of the Bank, unless the facts pertaining to the resubmission are significantly changed from that of the previous proposal;
- 3.4 The proposal is submitted by shareholders who are not fully qualified under item 1, or does not follow the procedures set forth by the Bank in the Criteria for the shareholder to propose issues for inclusion in the 2016 Annual General Meeting of Shareholders agenda;
- 3.5 Any proposal that violates the applicable laws, rules, regulations of government agencies, or regulatory or involved agencies, or actions not in compliance with the objectives, Article of Association, Statement of Business Conduct of the Bank;

- 3.6 The proposal, as stipulated by laws, for consideration at AGM, which has been pursued regularly by the Bank;
- 3.7 The proposal already undertaken by the Bank;
- 3.8 The proposal previously submitted for consideration by other shareholders;
- 3.9 Any other cases as specified in a notification of the Capital Market Supervisory Board.

4. Consideration Process

- 4.1 Company Secretary is in charge of screening shareholders' proposals based on relevant criteria, rules, and regulations of government agencies or other governing agencies.
- 4.2 If the shareholder is fully qualified according to the criteria, it will be presented to the Nomination, Remuneration and Corporate Governance Committee to consider the meeting's agenda and qualifications of the nominated person for the Bank's director election before submission for the approval of the Board of Directors.
- 4.3 If any proposals are approved by the committees, the Bank will include them on the agenda in the Invitation Letter to shareholders. If any proposals are not approved by clarifications in the shareholders' meeting and/or other channels of information dissemination.
- 4.4 The Bank will notify the consideration results in February 2016. Any matters, under approval by the Board of Directors, will be included in the Annual General Meeting of Shareholders agenda as attached in the Notification for the 2016 Annual General Meeting of Shareholders.

5. Procedures and channels for proposal of an Annual General Meeting agenda and a qualified candidate for director position

Shareholders are required to make an intent letter and fill in **“The Proposed Agenda to the 2016 Annual General Meeting of Shareholders Form”** or **“The Nomination of Qualified Candidate for Director Election in the 2016 Annual General Meeting of Shareholders”** and attach with other complete supplementary documents as required and the nominated candidate is required to fill out the **“Curriculum Vitae of Qualified Candidate for Director Election In the 2016 Annual General Meeting of Shareholders”** and attach with other complete supplementary documents as required and submit it to the Bank unofficially through e-mail address at shareholder.services1@cimbthai.com or via facsimile number +66 2657 3082 or via registered mail to the following address from now on until January 31, 2016.

Company Secretariat The Office of the President, 21 st Floor, CIMB Thai Bank Public Company Limited 44 Langsuan Road, Lumpini, Patumwan, Bangkok 10330

The Office of the President

Tel +66 2638 8274 and +66 2638 8287

The Proposed Agenda to the 2016 Annual General Meeting of Shareholders Form

1. General Information

Name - Surname (Mr. / Mrs. / Miss / Company / Other): _____

Current Address:

No _____ Village / Building _____

Moo _____ Trok / Soi _____

Road _____ Sub-district _____

District _____ Province _____

Postal Code _____ Country _____

Tel _____ Fax _____

E-mail _____

Oversea Address: _____ *(only for a non-Thai national, please specify overseas contact address)*

2. Number of Shareholding: _____ Shares, as of _____

3. Proposed Agenda: _____

Objective: For Acknowledgement For Approval For Consideration

Detail: _____

_____ With attachments Without attachments

4. Supplementary Documents to be enclosed with this form

4.1 The evidence of shareholding, i.e.

The certificate of shares held issued by securities companies or any other certificates from Thailand Securities Depository Co., Ltd. or the Stock Exchange of Thailand or custodian, Securities Paper and certified true copies by the shareholders.

4.2 The evidence of identification, i.e.

Natural persons: copy of valid National identification card or passport (in case of non-Thai national) must be enclosed with certifying true copies by the shareholders;

Juristic persons: copy of the company's affidavit issued by the Department of Business Development, Ministry of Commerce or other related agencies, and copy of valid National identification card or passport (in case of non-Thai national) of authorized directors must be enclosed with certifying true copies by the authorized directors.

5. Representation and Warranty

I hereby represent and warrant that all information and supplementary documents are complete, accurate, and true and give my permission to the Bank to disclose the above information and supplementary documents.

_____ Shareholder's Signature

(_____)

Date _____

Remarks:

In case where several shareholders would jointly propose the agenda, each shareholder must fill out "The Proposed Agenda to the 2016 Annual General Meeting of Shareholders Form", and sign their names as evidence separately. Then the forms should be gathered into one set.

The Nomination of Qualified Candidate for Director Election in the 2016 Annual General Meeting of Shareholders
1. General Information

Name - Surname (Mr. / Mrs. / Miss / Company / Other): _____

Current Address:

No _____ Village / Building _____

Moo _____ Trok / Soi _____

Road _____ Sub-district _____

District _____ Province _____

Postal Code _____ Country _____

Tel _____ Fax _____

E-mail _____

 Oversea Address: _____ *(only for a non-Thai national, please specify overseas contact address)*
2. Number of Shareholding: _____ Shares, as of _____

3. Name of a qualified candidate to be appointed as director:

4. Supplementary Documents to be enclosed with this form

4.1 The evidence of shareholding, i.e.

- The certificate of shares held issued by securities companies or any other certificates from Thailand Securities Depository Co., Ltd. or the Stock Exchange of Thailand or custodian, Securities Paper and certified true copies by the shareholders.

4.2 The evidence of identification, i.e.

- Natural persons: copy of valid National identification card or passport (in case of non-Thai national) must be enclosed with certifying true copies by the shareholders;
- Juristic persons: copy of the company's affidavit issued by the Department of Business Development, Ministry of Commerce or other related agencies, and copy of valid National identification card or passport (in case of non-Thai national) of authorized directors must be enclosed with certifying true copies by the authorized directors.

5. Representation and Warranty

I would like to nominate the mentioned person for consideration as a qualified candidate to be appointed as director of CIMB Thai Bank Public Company Limited. Such person has made his/her consent and certified that information disclosed in the attached "Curriculum Vitae of Qualified Candidate for Director Election In the 2016 Annual General Meeting of Shareholders" and other supplementary documents are complete, accurate, and true.

_____ Shareholder's Signature

(_____)

Date _____

Remarks:

In case where several shareholders would jointly nominated the qualified candidate, each shareholder must fill out "The Nomination of Qualified Candidate for Director Election in the 2016 Annual General Meeting of Shareholders", and sign their names as evidence separately. Then the forms should be gathered into one set.

**Curriculum Vitae of Qualified Candidate for Director Election
in the 2016 Annual General Meeting of Shareholders**

Color Photo
2"

Part 1 General Information

1. Personal Information

1.1 Name - Surname (English) _____ (Maiden Name _____)
(Thai) _____ (Maiden Name _____)

1.2 Type of Card

National Identification Card

Passport (only for non-Thai national)

Number _____ Issued by _____ Expiry Date _____

(Please attach a copy of national identification card or passport)

1.3 Date of Birth _____ Age _____ Years

1.4 Nationality _____

1.5 Marital Status Single Married Divorced

1.6 Spouse's Name _____ (Maiden Name _____)

1.7 Detail of Children

<u>Name - Surname</u>	<u>Date of Birth</u>	<u>Age (Year)</u>	<u>Place of Work</u>
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

2. Current Address

2.1 Business Address

Name _____

No _____ Moo _____ Village / Building _____

Trok / Soi _____ Road _____ Sub-district _____

District _____ Province _____ Postal Code _____

Tel _____ Fax _____ E-mail _____

2.2 Home Address

No _____ Moo _____ Village / Building _____

Trok / Soi _____ Road _____ Sub-district _____

District _____ Province _____ Postal Code _____

Tel _____ Mobile _____ E-mail _____

2.3 Oversea Address _____ *(only for a non-Thai national, please specify overseas contact address)*

3. Professional Background

3.1 Education

<u>Institution</u>	<u>Degree or Major Subject</u>	<u>Year of Graduation</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

3.2 Training or Seminar Course related to Directorship of Listed Company / Financial Institution

<u>Course</u>	<u>Organizer</u>	<u>Year of Attendance</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

4. Working Experience

<u>Organization</u>	<u>Type of Business</u>	<u>Position</u>	<u>Period</u> (Month / Year to Month / Year)
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

5. Duties and Responsibilities under Present Positions

6. Common shares holding in CIMB Thai Public Company Limited as of _____ (the proposal date)

Common shares _____ shares

Spouse's common shares _____ shares

Minor Children (1) _____ Common shares _____ shares

(2) _____ Common shares _____ shares

(3) _____ Common shares _____ shares

7. Related Businesses of Yourself, Spouse, and Minor Children, in case of all companies now serving as director executives or person empowered to manage and all businesses now holding the shares

7.1 Related Businesses of Yourself

<u>Name of Company</u>	<u>Type of Business</u>	<u>Position in Business</u>	<u>Period (Year)</u>	<u>% of Shares Held</u>
● Business Group #1				
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
● Business Group #2				
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
● Business Group #3				
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____

7.2 Related Businesses of Spouse and Minor Children

<u>Name of Company</u>	<u>Type of Business</u>	<u>Position in Business</u>	<u>Period (Year)</u>	<u>Relationship</u>	<u>% of Shares Held</u>
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____

Remarks (1) "Business Group" means

- (1.1) Group of company that consist of parent company, subsidiary company, associated company.
- (1.2) Group of company under control of the same person.

(2) "Related Businesses of Yourself"

- (2.1) Classify in accordance with definition of Business Group under (1), in case the company is not a business group, each company will be considered as a separate business group.
- (2.2) In case where a position of such business is chairman, executive director, or director with full signatory authority, please clarify.

8. Litigation Records (Except Petty Mistakes)

<u>Court</u>	<u>Status</u> (Plaintiff / Defendant / Interpleader)	<u>Type of Suit</u> (Civil / Criminal / Bankruptcy)	<u>Charge or Accusation</u>	<u>Litigated Sum</u>	<u>Case No.</u>	<u>Judgment</u>
_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____

9. Required documents certified by nominated candidates (*Please specify reasons for unavailable items*)

- Copy of National identification card;
- Copy of house registration;
- Educational records / certificates;
- Evidence of tax payment of the previous year;
- Reference letter from a present or latest company (Company Testifying Form for non-Thai national);
- Immigration documents / Copy of valid passport (in case of non-Thai national);
- Reference letter or other document from financial institution or credit granting company or credit bureau or other related agency to warrant that is not defined as sub-standard borrower, doubtful, doubtful of loss, or loss.

Part 2 Qualifications and Prohibited Characteristics

I hereby acknowledge that in the Bank's nominating process, the Bank will consider the qualifications and prohibited characteristics of directors under the relevant laws of which I am well-aware and I certify that:

- I have qualification without any prohibited characteristics specified by the laws governing Public Limited Companies Act B.E. 2535, Financial Institutions Businesses Act B.E. 2551, and Securities and Stock Exchange Act B.E. 2535 including relevant notifications;
- I lack certain qualification(s) or have some prohibited characteristics specified by the laws governing Public Limited Companies Act B.E. 2535, Financial Institutions Businesses Act B.E. 2551, and Securities and Stock Exchange Act B.E. 2535 including relevant notifications as follows:

Part 3 Consent and Confirmation

I (Mr. / Mrs. / Miss / Other _____) _____ person who is nominated for the Bank's director certify that above details and supplementary documents are complete, accurate, and true and I hereby give my permission to the Bank to disclose such information and supplementary documents.

(_____) Candidate's Signature

Date _____