



(Translation)

Ref. CIMBT.OFP 871/2012

11 December 2012

Subject : Entitlement of shareholders to propose AGM agenda items
and nominate candidates for directorship

To : The President
The Stock Exchange of Thailand

In order to promote the practice of good corporate governance, CIMB Thai Bank Public Company Limited (“the Bank”) has established criteria and guidelines on the rights of shareholders to propose agenda items and nominate candidates for the Bank’s directorship for the Annual General Meeting of Shareholders for 2013. These criteria and guideline have been posted on the Bank’s website at <http://www.cimbthai.com> / Investor Relations.

Please be informed accordingly.

Sincerely yours,

-Sign-

Mr. Thaphop Kleesuwan
Executive Vice President
Office of the President
Tel: 0-2638-8283, 0-2638-8287

Invitation to Shareholders to Propose Agenda and Candidates to the Board for the Annual General Shareholders' Meeting

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 and 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 shall have these following qualifications:**
 - 1.1 Being a shareholder or shareholders who hold shares and have the right to vote amounting to not less than five percent of the total number of the voting rights of the Bank.
 - 1.2 Holding shares for minimum period of 12 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. 13/2009 Re: Governance Guideline for Financial Institutions.
 - 5) The Bank of Thailand's Notification No. Sor Nor Sor. 14/2009 Re: Summary of Approval Process to Appoint Directors, Executives and Persons with Managing Authorities or Advisors to Financial Institutions.
 - 6) Capital Market Supervisory Board's Notification No. Thor Thor/Nor/Kor. 57/2552 Re: Forbidden Characteristics of Personnel in Securities Business.
 - 7) Capital Market Supervisory Board's Notification No Tor Jor. 24/2009 Re: Requirement for Director and Executive of Issuer Company.
 - 8) Capital Market Supervisory Board's Notification No. Tor Jor. 28/2008 Re: Request and Approval for New Securities Offering (Amendment by Capital Market Supervisory Board's Notification No. Tor Jor 4/2009 Re: Request and Approval for New Securities Offering (No.2) **(Only in the case of being Independent Director and/or Audit Committee)**)

- 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 Any proposal that violates the laws, rules, regulations of government agencies or other governing agencies
- 3.5 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 and Remuneration 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 the committees, the Bank will notify the matter to shareholders and provide clarifications in the shareholders' meeting and/or other channels of information dissemination.

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 Shareholders' Annual General Meeting Form**" or "**The Proposed Qualified Candidate for Director Position Form**" and submit it to the Bank unofficially from now on until 15 January 2013 through email address: shareholder.services1@cimbthai.com or via facsimile number 0-2657-3082 or by mailing to:

Company Secretariat Office of the President 21 st Floor CIMB Thai Bank Public Company Limited 44 Langsuan Road Lumpini Patumwan Bangkok 10330
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The Office of the president
Tel: 0-2638-8283, 0-2638-8287

The Proposed Agenda to the 2013 Shareholders' Annual General Meeting Form

1. General Information

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

Current Address:

No _____ Village / Building _____

Moo _____ Trok / Soi _____

Road _____ Sub-district _____

District _____ Province _____

Zip Code _____ Country _____

Tel _____ Fax _____

E-mail _____

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

2. Number of Share Holding: _____ Share

3. Proposed Agenda: _____

Objective: To acknowledge To approve To consider

Detail: _____

With documents No documents

I certify that they are complete, accurate, and true, and allow the Bank to disclose the above information or documents.

_____ Shareholder's signature

(_____)

Date _____

Remarks:

1. Shareholders must enclose the following documents with this form:

1.1 The evidence of shares held as of the proposal date, such as copies of share certificates, copies of the certificate of shares held issued by securities companies or any other certificates from the Stock Exchange of Thailand (SET) or Thailand Securities Depository Co., Ltd. and certified true copies by the shareholder.

1.2 In case shareholders are individual, copy of identification card / passport (in case of non-Thai nationality) must be enclosed. In case shareholders are juristic persons, the copy of the company's affidavit issued by Department of Business Development, Ministry of Commerce or other related agencies and copy of identification card / passport (in case of non-Thai nationality) of authorized director must be enclosed and certified true copies by such director.

2. In case shareholders have unified to propose the agenda, each shareholder must fill in this form and sign their names as evidence separately. Then the forms should be gathered into one set.

The Proposed Qualified Candidate for Director Position Form

1. General Information

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

Current Address:

No _____ Village / Building _____

Moo _____ Trok / Soi _____

Road _____ Sub-district _____

District _____ Province _____

Zip Code _____ Country _____

Tel _____ Fax _____

E-mail _____

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

2. Number of Share Holding: _____ Share

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

I would like to nominate such person for the Nomination and Remuneration Committee's consideration as a qualified candidate to be appointed as CIMB Thai Bank Public Company Limited's director. Such person has made his/her consent and certified that information disclosed in the attached "*Resume of Proposed Candidate for Director Position*" and other support documents are true and authentic.

_____ Shareholder's signature

(_____)

Date _____

Remarks:

1. Shareholders must enclose the following documents with this form:

1.1 The evidence of shares held as of the proposal date, such as copies of share certificates, copies of the certificate of shares held issued by securities companies or any other certificates from the Stock Exchange of Thailand (SET) or Thailand Securities Depository Co., Ltd. and certified true copies by the shareholder.

1.2 In case shareholders are individual, copy of identification card / passport (in case of non-Thai nationality) In case shareholders are juristic persons, the copy of the company's affidavit issued by Department of Business Development, Ministry of Commerce or other related agencies and copy of identification card / passport (in case of non-Thai nationality) of authorized director must be enclosed and certified true copies by such director.

2. In case shareholders have unified to propose the qualified candidate, each shareholder must fill in this form and sign their names as evidence separately. Then the forms should be gathered into one set.

Part 1: General Information

1.1 First name - Last name (English) _____ (Maiden Name) _____
(Thai) _____ (Maiden Name) _____

1.2 Type of Card

Identification Card

Passport (only for non-Thai national who does not have an identification card or does not know identification number)

Card Number: _____ Issued at: _____ Expiry Date: _____

(Please attach a copy of identification card or passport)

1.3 Date of Birth: _____ Age _____ Year

1.4 Nationality: _____

1.5 Marital Status: Single Married Divorce

1.6 Spouse's Name: _____ (Maiden Name) _____

1.7 Number of Children _____

Name _____ Age _____ Year _____ Place of work _____

Name _____ Age _____ Year _____ Place of work _____

Name _____ Age _____ Year _____ Place of work _____

2. Current Address:

2.1 Business Address

Name _____

No _____ Trok / Soi _____ Road _____

Sub-district _____ District _____ Province _____

Tel _____ Fax _____ Email _____

2.2 Home Address

No _____ Trok / Soi _____ Road _____

Sub-district _____ District _____ Province _____

Tel _____ Fax _____ Email _____

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

3. Professional Background

3.1 Education (Please enclose certified copies of academic qualifications certificates)

Institution**Degree and Major Subject****Year of Graduation**

3.2 Training/ Seminar course related to being director

Course	Organizer	Year Attended
_____	_____	_____
_____	_____	_____
_____	_____	_____

4. Work Experiences

Organization	Type of Business	Position	From.....To..... (Month/Year to Month/Year)
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

5. Share holding in CIMB Thai Bank Public Company Limited as of _____ (Date of appointment)

Common Shares _____ Share

Spouse Common Shares _____ Share

Children (Minor) (1) _____ Common Shares _____ Share

(2) _____ Common Shares _____ Share

(3) _____ Common Shares _____ Share

6. Record of lawsuit that I sued or being sued (except for the petty offenses)

Court	Status (Plaintiff/defendant/ claimant)	Type (Civil/ Criminal/ Bankruptcy)	Offense	Amount	Outcome
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____

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 qualifications 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/ _____) _____ person who is nominated for the Bank's director position certify that above details are complete and accurate and other support documents are true and authentic.

_____ Candidate's signature
(_____)
Date _____