



BSS. 5-590100

5 April 2016

Re: Notification of Resolutions of the Annual General Meeting of Shareholders of The Siam Commercial Bank Public Company Limited No. 193

To: The President
The Stock Exchange of Thailand

The Annual General Meeting of Shareholders of The Siam Commercial Bank Public Company Limited No. 193, held on 5 April 2016 at 14:00 hours, has passed the following resolutions:

1. Acknowledged the annual report of the Board of Directors.
2. Approved the audited financial statements for the year ended 31 December 2015.

The resolution was passed by the majority votes of the shareholders who attended the meeting and cast their votes as follows:

Approved	2,687,581,858 votes	equivalent to	99.9999%
Disapproved	1,300 votes	equivalent to	0.0000%
and Abstained	309,700 votes		

3. Approved the dividend payment from the year 2015 operational results to the holders of preferred and ordinary shares at the rate of Baht 5.50 per share amounting to approximately Baht 18,696 million.

In this regard, as the interim dividend of Baht 1.50 per share amounting to approximately Baht 5,099 million was distributed to the holders of preferred and ordinary shares on 18 September 2015, the holders of preferred and ordinary shares will then be paid the remaining dividend of Baht 4.00 per share. Such payment of dividend will be made only to the shareholders entitled to receive dividend according to the Bank's Articles of Association, whose names appear in the shareholders register book as of the date on which the list of shareholders entitled to dividends are determined, which is 20 April 2016. The list of shareholders shall be collected in accordance with Section 225 of the Securities and Exchange Act, B.E. 2535 (A.D. 1992), by closing the shareholders register book for suspension of share transfer on 21 April 2016 (The Stock Exchange of Thailand's "XD" sign, indicating the dates on which a purchaser of share will not be entitled to receive the dividend, will be posted on 18 April 2016). The dividend payment shall be made on 3 May 2016 and the shareholders may request to receive such dividend within a period of 10 years.

/As the Bank...

As the Bank is making this dividend payment from the portion of retained profit that is subject to corporate income tax at the rate of 30 percent, individual shareholders may apply for tax credit on dividends at the rate of 3/7 of the amount of dividends received.

The dividend payment at the above-mentioned rate (decreasing by Baht 0.50 per share from the dividend payment from the year 2014 operational results which was equal to Baht 6.00 per share) amounting to approximately Baht 18,696 million, equivalent to 39.6 percent of the Bank's consolidated net profit for the year 2015, is consistent with the Bank's dividend payment policy.

Moreover, the Bank does not allocate its net profit from the year 2015 operational results as reserved fund pursuant to the laws and the Bank's Articles of Association since the Bank fully met the mandatory reserved fund as prescribed by laws and the Bank's Articles of Association.

The resolution was passed by the unanimous votes of the shareholders who attended the meeting and cast their votes as follows:

Approved	2,687,657,780 votes	equivalent to	100.0000%
Disapproved	0 votes	equivalent to	0.0000%
and Abstained	10,600 votes		

4. Approved the directors' remuneration for the year 2016 and the directors' bonus based on the year 2015 operational results as follows:

1. 2016 Remuneration of Directors: At the same rates as those of 2015, i.e. Baht 1.2 million per year per director (Baht 100,000 each per month) and, in case of the Chairman of the Board of Directors, Baht 1.8 million per year (Baht 150,000 per month), to be paid quarterly.
2. 2016 Remuneration of Board Committee Members:
 - 2.1 The Executive Committee: Each member of the Executive Committee not being the Bank's employee shall be entitled to the remuneration of Baht 300,000 per month. Members of the Executive Committee being the Bank's employees shall not be entitled to remuneration which is in accordance with the Bank's policy that an executive of the Bank is not entitled to remuneration for serving on the Board Committees (the same as in 2015).
 - 2.2 The Audit Committee: At the same rates as those of the year 2015.
 - 2.2.1 Monthly Fee:
 - Chairman Baht 75,000 per month
 - Member Baht 50,000 per month per member

/2.2.2 Attendance...

2.2.2 Attendance Fee: Payable pursuant to the actual number of meeting attendances by the relevant member.

- Chairman Baht 15,000 per attendance
- Member Baht 10,000 per attendance per member

2.3 The Nomination, Compensation and Corporate Governance Committee: At the same rates as those of the year 2015.

2.3.1 Monthly Fee:

- Chairman Baht 45,000 per month
- Member Baht 30,000 per month per member

2.3.2 Attendance Fee: Payable pursuant to the actual number of meeting attendances by the relevant member.

- Chairman Baht 15,000 per attendance
- Member Baht 10,000 per attendance per member

2.4 The Corporate Social Responsibility Committee: At the same rates as those of the year 2015.

2.4.1 Monthly Fee:

- Chairman Baht 45,000 per month
- Member Baht 30,000 per month per member

2.4.2 Attendance Fee: Payable pursuant to the actual number of meeting attendances by the relevant member.

- Chairman Baht 15,000 per attendance
- Member Baht 10,000 per attendance per member

3. Bonus payment for director based on the year 2015 operational results: At the rate of not more than 0.5 percent of paid dividend, which is the same rate as that of the year 2014 operational results. The Board of Directors will determine the appropriate amount of bonus payment which shall not exceed the rate set forth above and such bonus will be allocated among directors at their discretion.

The resolution was passed by the votes of not less than two-thirds of the total number of votes of the shareholders who attended the meeting as follows:

/Approved...



Approved	2,666,667,657 votes	equivalent to	99.2220%
Disapproved	20,770,396 votes	equivalent to	0.7728%
Abstained	27,040 votes	equivalent to	0.0010%
The person not entitled to vote	111,127 votes	equivalent to	0.0041%

5. Approved the re-election of 4 directors who retired by rotation in 2016, namely 1) Mr. Anand Panyarachun, 2) Mr. Prasan Chuaphanich, 3) Mr. Chakkrit Parapuntakul, and 4) Mrs. Kannikar Chalitaporn to continue their office, and the election of 2 new directors, namely Mr. Thaweesak Koanantakool and Mr. Kan Trakulhoon in replacement of Professor Vicharn Panich and Mr. Chumpol NaLamlieng, respectively.

Such 6 directors were elected individually by the majority votes of the shareholders who attended the meeting and cast their votes, as follows:

1. Mr. Anand Panyarachun (independent director)			
Approved	2,623,721,358 votes	equivalent to	97.6618%
Disapproved	62,816,329 votes	equivalent to	2.3381%
and Abstained	976,686 votes		
2. Mr. Prasan Chuaphanich (independent director)			
Approved	2,667,496,420 votes	equivalent to	99.2568%
Disapproved	19,970,967 votes	equivalent to	0.7431%
and Abstained	46,986 votes		
3. Mr. Chakkrit Parapuntakul			
Approved	2,663,222,012 votes	equivalent to	99.0975%
Disapproved	24,252,775 votes	equivalent to	0.9024%
and Abstained	39,586 votes		
4. Mrs. Kannikar Chalitaporn			
Approved	2,681,169,979 votes	equivalent to	99.7652%
Disapproved	6,308,668 votes	equivalent to	0.2347%
and Abstained	35,726 votes		

/5. Mr. Thaweesak...

5.	Mr. Thaweesak Koanantakool (independent director)			
	Approved	2,686,255,419 votes	equivalent to	99.9541%
	Disapproved	1,231,768 votes	equivalent to	0.0458%
	and Abstained	27,186 votes		
6.	Mr. Kan Trakulhoon (independent director)			
	Approved	2,685,881,987 votes	equivalent to	99.9402%
	Disapproved	1,605,200 votes	equivalent to	0.0597%
	and Abstained	27,186 votes		

6. Approved the appointment of the auditors from KPMG Phoomchai Audit Limited, namely Mr. Winid Silamongkol with his license no. 3378, or Mr. Charoen Phosamritlert with his license no. 4068, or Miss Pantip Gulsantithamrong with her license no. 4208, as the auditors of the Bank for the year 2016, with the amount of 2016 audit fee for the Bank of Baht 18.31 million; acknowledged the preliminary audit fee for the year 2016 in respect of the Bank's subsidiary companies in the amount of Baht 9.73 million, which altogether make the total audit fee of the Bank and its subsidiary companies for the year 2016 of Baht 28.04 million; and acknowledged other service fees for the year 2016 in the amount of Baht 9.18 million.

The resolution was passed by the majority votes of the shareholders who attended the meeting and cast their votes as follows:

Approved	2,683,326,532 votes	equivalent to	99.8999%
Disapproved	2,688,700 votes	equivalent to	0.1000%
and Abstained	1,290,000 votes		

7. Approved the amendment to Clause 4 of the Bank's Memorandum of Association in consistent with the conversion of preferred shares into ordinary shares in the year 2015, whereby the existing provisions would be deleted entirely and replaced with the following:

"Clause 4 The registered capital Baht 70,000,000,000 (Seventy Thousand Million Baht)
Divided into 7,000,000,000 shares (Seven Thousand Million shares)
at par value per share of Baht 10 (Ten Baht)
consisting of:
ordinary shares of 3,416,174,272 shares (Three Thousand Four Hundred and Sixteen Million One Hundred Seventy-Four Thousand Two Hundred and Seventy-Two shares)

/and...

and
preferred shares of 3,583,825,728 shares (Three Thousand Five Hundred and Eighty-Three Million Eight Hundred Twenty-Five Thousand Seven Hundred and Twenty-Eight shares)”

The resolution was passed by the votes of not less than three-fourths of the total number of votes of the shareholders who attended the meeting and were entitled to vote as follows:

Approved	2,687,270,444 votes	equivalent to	99.9990%
Disapproved	0 votes	equivalent to	0.0000%
and Abstained	26,640 votes	equivalent to	0.0009%

Please be informed accordingly.

Yours sincerely,

The Siam Commercial Bank Public Company Limited



(Mr. Yol Phokasub)

President