



- Translation -

BSS. 1-550003

9 March 2012

Subject: Additional Agenda Items for the Annual General Meeting of Shareholders No.189

To: The President  
The Stock Exchange of Thailand

Dear Sir,

We, The Siam Commercial Bank Public Company Limited (the "Bank") refer to our letter no. BSS 1-550002 dated 23 February 2012, Re: Dividend Payment and Schedule and Agenda for the Annual General Meeting of Shareholders No.189, pursuant to which the information as to the date and agenda of such annual general meeting no. 189 set by the resolution passed in the Bank's Board of Directors No. 2/2012 held on 23 February 2012, were disclosed to The Stock Exchange of Thailand.

Please be informed that the Bank's Board of Directors also passed an approval resolution in the aforementioned meeting for the acceptance of transfer of entire business of The Siam Industrial Credit Public Company Limited ("SICCO") according to the "Plan for Transfer and Acceptance of Transfer of the Entire Business of The Siam Industrial Credit Public Company Limited" (the "Business Transfer Plan") to be approved by the Bank of Thailand ("BoT"), provided that such matter would not be proposed to the Bank's shareholders for approval unless and until the Business Transfer Plan has formally been approved by BoT and published in the Government Gazette. On 8 March 2012, BoT already granted approval on the Business Transfer Plan and such approval has already been published in the Government Gazette since then.

Thus, the Bank would like to add the above-mentioned matter to the agenda of the annual general meeting of shareholders no. 189 to be held on 5 April 2012 as agenda nos. 8 and 9 as follows:

Agenda No. 8 To consider and approve the acceptance of transfer of The Siam Industrial Credit Public Company Limited ("SICCO")'s entire business.

It is recommended by the Board of Directors to propose to the shareholders that the shareholders should consider and approve the acceptance of transfer of the entire business of SICCO under the Business Transfer Plan already been approved by BoT, provided that such acceptance of transfer of the entire business of SICCO will be executed only if the following conditions are met:

/ (a) the Bank's...

- (a) the Bank's shareholders grant approval on the acceptance of transfer of the entire business of SICCO under the Business Transfer Plan approved by BoT;
- (b) SICCO's shareholders grant approval on the transfer of the entire business of SICCO under the Business Transfer Plan approved by BoT; and
- (c) both the Bank and SICCO obtain approvals from all related regulatory authorities, including BoT, Ministry of Finance, and Ministry of Commerce, for such proceedings.

Agenda No. 9 To consider and approve the delegation of power to the Executive Committee, the Chairman of Executive Committee, the President, or any other person to whom the Executive Committee, the Chairman of Executive Committee, or the President assigns, to proceed with any acts and things in relation to and/or in connection with the acceptance of transfer of the entire business of SICCO under the Business Transfer Plan approved by the BoT.

It is recommended by the Board of Directors to propose to the shareholders that shareholders should consider and approve the delegation of power to the Executive Committee, the Chairman of Executive Committee, the President, or the person to whom the Executive Committee, the Chairman of Executive Committee, or the President may assign, to proceed with any acts and things in relation to and/or in connection with the acceptance of transfer of the entire business of SICCO under the Business Transfer Plan approved by BoT, where such delegated power includes and is not limited:

- (a) to proceed with the acceptance of transfer of the entire business of SICCO in accordance with the Business Transfer Plan approved by BoT, to set the step and period of time to be taken, the relevant rule, and the price, and to negotiate and enter into any agreement with SICCO for the acceptance of transfer of the entire business of SICCO to the Bank;
- (b) to liaise and coordinate with the relevant regulatory or competent authority, and to proceed with any act and thing in compliance with the rule, condition and procedure prescribed by applicable law, rule and regulation as well as any comment or practice given or recommended by such authority; and
- (c) to proceed with any other act and thing for the achievement of acceptance of transfer of the entire business of SICCO to the Bank pursuant to the Business Transfer Plan approved by BoT.

Consequently, the agenda of the Bank's annual general meeting of shareholders no. 189 is as follows:

- Agenda No. 1 To consider and adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 2/2011 held on 30 June 2011.
- Agenda No. 2 To acknowledge the Annual Report of the Board of Directors.
- Agenda No. 3 To consider and approve the financial statements for the year ended 31 December 2011.
- Agenda No. 4 To consider and approve the allocation of profit from the Bank's operational results for year 2011 and the dividend payment.

/ Agenda No. 5...



- Agenda No. 5 To consider and approve the distribution of directors' remuneration for the year 2012 and the allocation of directors' bonus based on the year 2011 operational results.
- Agenda No. 6 To consider and elect the directors in replacement of those retired by rotation.
- Agenda No. 7 To consider and appoint the auditors and fix the audit fees.
- Agenda No. 8 To consider and approve the acceptance of transfer of The Siam Industrial Credit Public Company Limited ("SICCO")'s entire business.
- Agenda No. 9 To consider and approve the delegation of power to the Executive Committee, the Chairman of Executive Committee, the President, or any other person to whom the Executive Committee, the Chairman of Executive Committee, or the President assigns, to proceed with any acts and things in relation to and/or in connection with the acceptance of transfer of the entire business of SICCO under the Business Transfer Plan approved by the BoT.
- Agenda No. 10 To consider and approve the issuance and offering for sale of debentures.
- Agenda No. 11 To consider and approve the amendment to Clause 4 of the Bank's Memorandum of Association in order for it to be in line with the conversion of preferred shares into ordinary shares in the year 2011.

With respect to this, all agenda items of the annual general meeting (inclusive of the added 2 items discussed above) have already been posted onto the Bank's website ([www.scb.co.th](http://www.scb.co.th)) under "Investor Relations" both in Thai and English. The Bank will further proceed with the distribution via post of notice for calling annual general meeting together with annual report and proxy form to shareholders whose names appearing in the shareholders register book as of the date on which the shareholders register book is closed (16 March 2012).

Sincerely yours,

The Siam Commercial Bank Public Company Limited



(Mrs. Kannikar Chalitaporn)

President

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