

**Notice of
the Annual General Meeting of Shareholders
No. 190**

The Siam Commercial Bank Public Company Limited
on Thursday 4 April 2013 at 14:00 hours

at

Mahisorn Auditorium,
The Siam Commercial Bank Public Company Limited
Head Office, 9 Ratchadapisek Road,
Khet Jatujuk, Bangkok 10900



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- Translation -

BSS 5-560036

21 March 2013

To: All shareholders

Notice of the Annual General Meeting of Shareholders No. 190

The Board of Directors of The Siam Commercial Bank Public Company Limited passed a resolution to convene the Annual General Meeting of Shareholders No. 190 on 4 April 2013 at 14:00 hours at Mahisorn Auditorium, The Siam Commercial Bank Public Company Limited, Head Office, 9 Ratchadapisek Road, Khet Jatujak, Bangkok 10900 to consider the following agenda items:

Agenda No. 1 To acknowledge the Annual Report of the Board of Directors.

Rationale: The Annual Report of the Board of Directors, comprising the report of the Bank's operational results in the financial year 2012 and other important information, has been distributed to the shareholders together with the notice for calling this meeting.

Board's Recommendation: The meeting of shareholders should acknowledge the Annual Report of the Board of Directors, comprising the report of the Bank's operational results in the financial year 2012 and other important information.

Agenda No. 2 To consider and approve the financial statements for the year ended 31 December 2012.

Rationale: The Bank's financial statements for the year ended 31 December 2012 as shown in the Annual Report, which had already been audited by the auditors, have been distributed to the shareholders together with the notice for calling this meeting.

Board's Recommendation: The meeting of shareholders should consider and approve the audited financial statements for the year ended 31 December 2012.

Required Votes for Resolution: The resolution for this agenda item requires the majority votes of shareholders who attend the meeting and cast their votes.

Agenda No. 3 To consider and approve the allocation of profit from the Bank's operational results for the year 2012 and the dividend payment.

Rationale: According to the Bank's unconsolidated (bank only) financial statements, the Bank has net profit for the year ended 31 December 2012 in the amount of Baht 38,879 million (the net profit attributable to the Bank's shareholders shown in the consolidated financial statements is Baht 40,220 million) and has no accumulated loss. Therefore, the Bank can pay dividend to shareholders pursuant to Section 115 of the Public Limited Companies Act B.E. 2535 (A.D. 1992) and Article 3(1) of the Bank's Articles of Association.

Furthermore, the Bank shall, according to Section 116 of the Public Limited Companies Act, B.E. 2535 (A.D. 1992) and Article 42 of the Bank's Articles of Association, have to allocate a portion of annual net profit as a reserved fund in the amount not less than 5 percent of the annual net profit less the accumulated loss brought forward (if any) until the reserved fund attains the amount not less than the amount prescribed by laws. Presently, the Bank's reserve fund has reached the amount prescribed by laws and the Bank's Articles of Association. Thus, there is no requirement for the Bank to allocate its net profit as reserved fund whatsoever.

The Bank has a policy to pay dividend at the rate of approximately 30-50 percent of each annual net profit (according to the consolidated financial statements) by taking into account the long-term return to shareholders. For the past 2 years, dividend payments in comparison with those being proposed for 2012, are as follows:

	2012	2011	2010
	(Proposed Year)		
Consolidated net profit (Million Baht)	40,220	36,273	24,206
Dividend (Baht/share)	4.50	3.50	3.00
Total dividend payment (Million Baht)	15,296	11,897	10,198
Dividend pay-out ratio (% of consolidated net profit)	38.0	38.3	42.1

Remarks: 1. Dividend payment for 2012 was derived from retained earnings.

2. Dividend pay-out ratio for 2011 is calculated from the amount of paid dividend in comparison with the consolidated net profit exclusive of extraordinary profit.

Board's Recommendation: The meeting of shareholders should consider and approve the dividend payment from the 2012 operational results to holders of preferred and ordinary shares at the rate of Baht 4.50 per share amounting to a total of Baht 15,296 million.

In this regard, as the interim dividend of Baht 1.00 per share amounting to a total of Baht 3,399 million was distributed to holders of preferred and ordinary shares on 21 September 2012, the holders of preferred and ordinary shares will then be paid the remaining dividend of Baht 3.50 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 appearing in the shareholders register book as of the date on which the list of shareholders entitled to dividends are determined, which is 19 April 2013. 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 22 April 2013. The shareholders may request to receive such dividend within a period of 10 years and the dividend payment shall be made on 3 May 2013.

Due to the Bank's corporate income tax payment at the rate of 30 percent at the time, an individual shareholder may apply for tax credit on dividend at the rate of 3/7 of the amount of dividend received.

The dividend payment at the above-mentioned rate (increased by Baht 1.00 per share from Baht 3.50 per share in 2011) amounting to a total of Baht 15,296 million, equivalent to 38.0 percent of the Bank's consolidated net profit for the year 2012 is consistent with the Bank's dividend payment policy.

Moreover, the Bank does not allocate its net profit from the 2012 operational results as a legal reserve fund since the Bank fully met the mandatory legal reserve fund prescribed by laws and the Bank's Articles of Association.

Required Votes for Resolution: The resolution for this agenda item requires the majority votes of shareholders who attend the meeting and cast their votes.

Agenda No. 4 To consider and approve the directors' remuneration for the year 2013 and the directors' bonus based on the year 2012 operational results.

Rationale: Article 22 of the Bank's Articles of Association stipulates that a director is entitled to remuneration, namely gratuities, meeting allowances, rewards, bonuses, or any nature of interests pursuant to the Articles of Association or the consideration of the shareholders' meeting. The Board of Directors has formulated the policy and ruled that the remuneration to be provided to directors of the Board and members of the Board's committees as well as the allocation of directors' bonus must be at an appropriate level and in line with their functional duties pursuant to the expectations of various groups of stakeholders and in compliance with the relevant laws and regulations. The remuneration is reviewed on a yearly basis. Furthermore, there is a requirement that a director who is an executive of the Bank is not entitled to remuneration for serving on the Board's committees.

The Nomination, Compensation and Corporate Governance Committee considered the matter and was of the view that the meeting of shareholders should consider and approve the remuneration for members of the Board and the Board's committees for the year 2013, and the bonus based on the year 2012 operational results as per the following details:

1. 2013 Remuneration of Directors: At the same rates as those of 2012, i.e. Baht 1.2 million per director per year (Baht 100,000 each per month) and, in case of the Chairman of the Board, Baht 1.8 million per year (Baht 150,000 per month), to be paid quarterly.
2. 2013 Remuneration of Board Committee Members:
 - 2.1 The Executive Committee: No remuneration payable to any member of the Executive Committee (the same as in 2012), which is in line with the Bank's policy of non-payment of remuneration to any executive who is also a member of the Board Committee. All current members of the Executive Committee are executives of the Bank.
 - 2.2 The Audit Committee: At the same rates as those of 2012.
 - 2.2.1 Monthly Fee:
 - Chairman Baht 75,000 per month
 - Member Baht 50,000 per month per member
 - 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 2012.

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 2012.

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 2012 operational results: At the rate of not more than 0.5 percent of dividend, which is the same as 2011 operational results. The Board 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 the Board's discretion.

In 2012, the total amount of the directors' remuneration and the directors' bonus was approximately Baht 87.1 million, which was in compliance with the criteria approved by the meeting of shareholders.

Board's Recommendation: The Board concurred with the Nomination, Compensation and Corporate Governance Committee's recommendation that the meeting of shareholders should consider and approve the rates of remuneration of members of the Board and the Board's committees for the year 2013 and the director bonus based on the year 2012 operational results as recommended since they are appropriate and reflect the director's duties and responsibilities, and they are based on criteria comparable to those of large listed companies and major commercial banks as well as the business trend.

Required Votes for Resolution: The resolution for this agenda item requires the votes of not less than two-third of the total number of votes of shareholders who attend the meeting.

Agenda No. 5 To consider and elect the directors in replacement of those retired by rotation.

Rationale: According to Article 17 of the Bank's Articles of Associations, one-third of the Bank's directors must be retired from office at each Annual General Meeting of Shareholders. If the number of directors to retire from office is not a multiple of three, then the number nearest to one-third shall be applied.

There are 6 directors to be retired by rotation in this year as follows:

- | | |
|---------------------------------|--|
| 1. Mr. Sumate Tanthuwani | Independent Director and Member of the Audit Committee |
| 2. Mrs. Kannikar Chalitaporn | President, Member of the Executive Committee and Member of the Corporate Social Responsibility Committee |
| 3. Prof. Thosaporn Sirisumphand | Director and Member of the Nomination, Compensation and Corporate Governance Committee |
| 4. Mr. Anand Panyarachun | Chairman of the Board of Directors, Independent Director and Member of the Corporate Social Responsibility Committee |
| 5. Prof. Vicharn Panich | Independent Director and Chairman of the Corporate Social Responsibility Committee |
| 6. Mr. Chumpol NaLamlieng | Independent Director and Chairman of the Nomination, Compensation and Corporate Governance Committee |

The Nomination, Compensation and Corporate Governance Committee had arranged the procedures for nominating directors in replacement of those who will be retired by rotation as follows:

1. Allowing minority shareholders to nominate qualified candidates for the directorship. However, no minority shareholder had nominated any qualified individual for consideration.
2. Asking the retiring independent directors about their willingness to be re-appointed, and asking the major shareholder to nominate its representative in replacement of that retired by rotation.
3. Asking the directors to propose any qualified candidates to be further elected and appointed as directors by shareholders.
4. The Nomination, Compensation and Corporate Governance Committee then considers and screens the list of proposed candidates before proposing the list of nominated candidates to the Board to consider and to propose to the meeting of shareholders for election by taking into account the qualifications of directors as specified by applicable laws, the Bank's Articles of Association and the Board Charter as well as the endorsement by the regulatory authority.

After due consideration of the results of the afore-mentioned nomination procedures, the Nomination, Compensation and Corporate Governance Committee proposed to the Board to propose to the meeting of the shareholders that the following 4 retiring directors should be reelected to continue their office, namely (1) Mrs. Kannikar Chalitaporn; (2) Mr. Anand Panyarachun; (3) Prof. Vicharn Panich; and (4) Mr. Chumpol NaLamlieng. In regard to Mr. Sumate Tanthuanit who has completed 3 terms of office as an independent director according to the criteria adopted by the Board, the Nomination, Compensation and Corporate Governance Committee duly proceeded to consider his replacement. After due consideration of the list of proposed candidates, the Committee concurred to nominate Mr. Prasan Chuaphanich as an independent director to replace Mr. Sumate Tanthuanit as the Committee was of the opinion that Mr. Prasan Chuaphanich possesses the required qualifications and appropriate expertise to be the Bank's director.

In regard to Prof. Thosaporn Sirisumphand's position as Ministry of Finance representative, Ministry of Finance has nominated Pol. Gen. Adul Sangsingkeo as his replacement. After due consideration, the Nomination, Compensation and Corporate Government Committee concurred that Pol. Gen. Adul Sangsingkeo possesses the required qualification, and appropriated expertise to be the Bank's directors.

Board's Recommendation: The Board of Directors (without participation by any director having interests therein) had considered the proposal from the Nomination, Compensation and Corporate Governance Committee and concurred that the 4 directors to be retired by rotation, namely (1) Mrs. Kannikar Chalitaporn; (2) Mr. Anand Panyarachun (independent director); (3) Prof. Vicharn Panich (independent director); and (4) Mr. Chumpol NaLamlieng (independent director) should be reelected to continue their office, and that Mr. Prasan Chuaphanich should be elected as an independent director to replace Mr. Sumate Tanthuanit, and that Pol. Gen. Adul Sangsingkeo should be elected as a director to replace Prof. Thosaporn Sirisumphand. In the Board's opinion, the said 4 existing directors, Mr. Prasan Chuaphanich, and Pol. Gen. Adul Sangsingkeo possess appropriate qualifications, areas of expertise, and experience that are in the Bank's interest. Furthermore, all of them are fully qualified for being the Bank's directors pursuant to the applicable laws, the Bank's Articles of Association and the Board Charter, and have also been endorsed by the regulatory authority.

In this regard, the profiles of the directors proposed for reelection and the profiles of the persons proposed for election to replace the retiring directors are enclosed herewith.

Required Votes for Resolution: The resolution for this agenda item requires the majority votes of shareholders who attend the meeting and cast their votes.

Agenda No. 6 To consider and appoint the auditors and fix the audit fee.

Rationale: The Audit Committee considered the performance of the auditors from KPMG Poomchai Audit Company Limited in the past years and was of the view that the auditors from KPMG Poomchai Audit Company Limited were independent and proper and duly performed duties under their responsibilities. In addition, the Audit Committee also considered the audit fee for 2013 and was of the view that it was suitable based on the scope of audit, and recommended that the Board of Directors further propose to the shareholders for consideration, as per details described below:

1. To consider appointing the following auditors from KPMG Poomchai Audit Company Limited as the Bank's auditors for 2013:

- Mr. Supot Singhasaneh license no. 2826 (appointed as the Bank's auditor since 2009); or
- Mr. Charoen Phosamritlert license no. 4068 (appointed as the Bank's auditor since 2010); or
- Miss Pantip Gulsantithamrong license no. 4208 (appointed as the Bank's auditor since 2010)

The above-named auditors and KPMG Poomchai Audit Company Limited had not had any relationship or interest or transaction with the Bank that may create a conflict of interest with the Bank, the Bank's subsidiary companies, executives, major shareholders or any persons related thereto, and the Bank of Thailand had granted approval for these 3 auditors for 2013.

KPMG Poomchai Audit Company Limited is the auditor of all of the Bank's branches and subsidiary companies except the Bank's representative office in Yangon, Myanmar in order to comply with the regulations for supervising commercial banks in the country where such representative office is located.

2. To consider fixing the Bank's audit fee for 2013 at Baht 14.31 million (increased by Baht 1.24 million or 9.5 percent from the audit fee paid in 2012), and acknowledging the 2013 preliminary audit fee for the Bank's subsidiary companies of Baht 10.35 million (decreased by Baht 1.48 million or 12.5 percent from the audit fee actually paid in 2012), amounting to a total audit fee for 2013 of Baht 24.66 million in respect of the Bank and its subsidiary companies, and acknowledging other service fee in the amount of Baht 6.04 million (decreased by Baht 5.60 million or 48.1 percent from the audit fee actually paid in 2012) as per details shown below.

	2013 (Proposed year) (Baht million)	2012 (Baht million)	% Change from 2012
1. The Bank	14.31	13.07	9.5
1.1 Audit fee	11.00	10.33	6.5
1.2 Foreign branches' audit fee	3.31	2.74	20.8
2. Subsidiary companies' audit fee	10.35	11.83	(12.5)
3. Other service fees	6.04	11.64	(48.1)

Board's Recommendation: The Board concurred with the Audit Committee's recommendation that the meeting of shareholders should consider and approve the appointment of the auditors from KPMG Poomchai Audit Company Limited, namely Mr. Supot Singhasaneh with his license no. 2826, 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 2013 with the amount of 2013 audit fee of the Bank at Baht 14.31 million, and should acknowledge the preliminary audit fee for 2013 in respect of the Bank's subsidiary companies in the amount of Baht 10.35 million, amounting to a total audit fee of Baht 24.66 million in respect of the Bank and its subsidiary companies for 2013 and should acknowledge the other service fees for 2013 of Baht 6.04 million.

Required Votes for Resolution: The resolution for this agenda item requires the majority votes of shareholders who attend the meeting and cast their votes.

Agenda No. 7 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 2012.

Rationale: In 2012, there were 459,660 ordinary shares converted from preferred shares by the holders of preferred shares. The term of the preferential rights of the preferred shares is 10 years commencing from 10 May 1999 and expiring on 10 May 2009. However, holders of preferred shares may continue to file an application for conversion of preferred shares into ordinary shares during the period set by the Bank.

Board's Recommendation: The meeting of shareholders should consider and approve the amendment to Clause 4 of the Bank's Memorandum of Association to read as stated below in order for it to be in line with the said conversion of preferred shares into ordinary shares:

"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 3,415,491,642 shares (Three Thousand Four Hundred and Fifteen Million Four Hundred Ninety-One Thousand Six Hundred and Forty-Two shares)
and
preferred shares of 3,584,508,358 shares (Three Thousand Five Hundred and Eighty-Four Million Five Hundred and Eight Thousand Three Hundred and Fifty- Eight shares)"

Required Votes for Resolution: The resolution for this agenda item requires the votes of not less than three-fourth of the total number of votes of shareholders who attend and are entitled to vote in the meeting.

All shareholders are hereby invited to attend the meeting on the date, and at the time and place mentioned above. Should there be any shareholder unable to attend the meeting, such shareholder may appoint another person or the Bank's independent directors, namely 1) Mr. Maris Samaram and 2) Khunying Jada Wattanasiritham (pursuant to details specified in the Guidelines for Meeting Registration, Required Documents, Proxy Appointment, and Vote Casting and Counting as his/her/its proxy to attend the meeting on his/her/its behalf by filling-in the information and placing the shareholder's signature(s) on the attached Proxy Form and submit such Proxy Form to the Company Secretary before the commencement of the meeting.

Please note that 15 March 2013 is the date set by the Bank to determine the list of shareholders entitled to attend the Annual General Meeting of Shareholders No. 190. The list of shareholders shall be compiled pursuant to Section 225 of the Securities and Exchange Act B.E. 2535 (A.D. 1992) by way of closing the shareholder register for suspension of any share transfer on 18 March 2013.

Yours faithfully,

The Siam Commercial Bank Public Company Limited



(Mrs. Siribunchong Uthayophas)

Company Secretary

by the instruction of the Board

Profiles of the Retiring Directors Proposed for Re-election

Name – last name	Mrs. Kannikar Chalitaporn
Type of director	Director
Age	65 years
Nationality	Thai
Education	<ul style="list-style-type: none"> - Bachelor's Degree (Business), University of Colorado, U.S.A. - Advanced Management Programme (AMP), Harvard University, U.S.A.
Training courses for directors	- Role of the Chairman Program (RCP), Thai Institute of Directors Association (IOD)
No. years on the board	- 10 years and 11 months
Experiences	<ul style="list-style-type: none"> - Advisory Council, Sasin Graduate Institute of Business Administration of Chulalongkorn University - Advisory Director, MasterCard International (Asia Pacific Region)
Positions in other listed companies	- None
Positions in non-listed companies	<ul style="list-style-type: none"> - Director, Blood Donation Supporting Committee, Thai Red Cross - Director, Siam Commercial Foundation - Director, Mrigadayavan Palace Foundation
Positions in rival companies/ bank-related companies	- None
SCB shareholding	- 43,000 Ordinary Shares
% of total shares with voting rights	- 0.0013% Ordinary Shares
Legal dispute in criminal cases (other than criminal cases with petty offences)	- Mrs. Kannikar Chalitaporn is a defendant in 1 criminal case. It is the case that a person has filed a lawsuit against the Bank and her as a codefendant as President of Siam Commercial Bank PCL.
Meeting attendance in 2012	<ul style="list-style-type: none"> - 11 out of 12 Board Meetings - 39 out of 41 Executive Committee Meetings - 7 out of 8 Corporate Social Responsibility Committee Meetings
Performance during tenure	- She brought a fresh, invigorating and consumer-focused perspective to the Bank's business, and is widely recognized as the architect behind the hugely successful transformation of the Bank leading to the Bank's outstanding growth.
Director Nomination Criteria	- The Board has considered the Nomination, Compensation and Corporate Governance Committee's recommendation and agrees that Mrs. Kannikar Chalitaporn qualifies to be a director in accordance with related laws, the Bank's Articles of Association and the Board Charter, and has received approval from the regulator.



Remark: Information as of 31 December 2012

Profiles of the Retiring Directors Proposed for Re-election

Name – last name	Mr. Anand Panyarachun
Type of director	Independent Director
Age	80 years
Nationality	Thai
Education	B.A. (Honours) in Law, Trinity College, University of Cambridge, U.K.
Training courses for directors	- None
No. years on the board	- 1 st Tenure: 7 years - 2 nd Tenure: 20 years and 2 months
Experiences	<ul style="list-style-type: none"> - Member of Advisory Board, Toyota Motor Corporation Co., Ltd. - Chairman of the University Council, Asian University of Science and Technology (AUST) - Member of Advisory Board, American International Group Co., Ltd. - Chairman of the Board of Trustees, Mekong Region Law Center - Chairman, Chiang Mai Night Bazaar Co., Ltd.
Positions in other listed companies	- Chairman, Eastern Star Real Estate PCL
Positions in non-listed companies	<ul style="list-style-type: none"> - Chairman, Cambridge Thai Foundation - UNICEF ambassador in Thailand - Chairman of International Advisory Board, The Carlos P. Romulo Foundation - Honorary International Advisor, the Governors of Dulwich College, London, U.K. - Member of the Advisory Council of Transparency International. - Trustee, U Thant Institute - Fellow, Dulwich College, London, U.K. - Consultant, Chevron Asia South Co., Ltd. - Director, Siam Commercial Foundation - Chairman, Green Globe Institute
Positions in rival companies/ bank-related companies	- None
SCB shareholding	- 461,093 Ordinary Shares
% of total shares with voting rights	- 0.0136% Ordinary Shares
Legal dispute in criminal cases (other than criminal cases with petty offences)	- None
Meeting attendance in 2012	<ul style="list-style-type: none"> - 12 out of 12 Board Meetings - 8 out of 8 Corporate Social Responsibility Committee Meetings



<p>Performance during tenure</p>	<p>- He brings an unparalleled perspective on the macro-level challenges facing the Bank and plays an important role in promoting good governance and corporate social responsibility activities within the Bank.</p>
<p>Director Nomination Criteria</p>	<p>- The Board has considered the Nomination, Compensation and Corporate Governance Committee's recommendation and agrees that Mr. Anand Panyarachun qualifies to be a director in accordance with related laws, the Bank's Articles of Association and Board Charter, and has received approval from the regulator.</p>

Type of relationship of Independent Director

<p>- Nature of relationship with the Bank/ parent company/ affiliated and associated companies or juristic persons with potential conflicts of interest at present and during the past two years,</p> <p>(1) Being executive director, staff member, employee or advisor who earns salary from the Bank;</p> <p>(2) Being professional service provider;</p> <p>(3) Had material business relationship with the Bank in such a way that may affect his independence.</p>	<p>- No</p> <p>- No</p> <p>- None</p>
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Remark: Information as of 31 December 2012

Profiles of the Retiring Directors Proposed for Re-election

Name – last name	Professor Vicharn Panich
Type of director Age Nationality	Independent Director 70 years Thai 
Education	<ul style="list-style-type: none"> - M.D. degree from the Faculty of Medicine, Siriraj Hospital - Master's Degree in Human Genetics from the University of Michigan, U.S.A.
Training courses for directors	<ul style="list-style-type: none"> - Understanding the Fundamental of Financial Statements (UFS), Thai Institute of Directors Association (IOD) - Director Accreditation Program (DAP), Thai Institute of Directors Association (IOD) - Financial Statement for Director (FSD), Thai Institute of Directors Association (IOD) - Director Certification Program (DCP), Thai Institute of Directors Association (IOD) - Role of the Chairman (RCP), Thai Institute of Directors Association (IOD)
No. years on the board	<ul style="list-style-type: none"> - 6 years and 3 months
Experiences	<ul style="list-style-type: none"> - Chairman, The Higher Education Commission - Member of the University Council, Walailak University - Chairman, The Mahidol University Foundation - Director, Health Systems Research Institute - Member of the University Council, Chiang Mai University - Member of the University Council, Chulalongkorn University - Member of the University Council, Srinakharinwirot University - Member of the University Council, Khon Kaen University - Member of the University Council, King Mongkut's University of Technology North Bangkok - Member of the University Council, Thaksin University - Member of the University Council, Silpakorn University - Chairman of the Executive Committee, The Healthcare Accreditation Institute
Positions in other listed companies	<ul style="list-style-type: none"> - None
Positions in non-listed companies	<ul style="list-style-type: none"> - Director, The Medical Division of the Anandamahidol Foundation - Director, Sodsri-Saridwongsa Foundation - Director, Thai Academy of Science and Technology Foundation - Director, National Health Foundation - Director, Withithat Foundation - Director, Prince Mahidol Award Foundation under Royal Patronage - Director, Foundation for the Promotion of Science and Technology under the Patronage of H.M. the King

Positions in non-listed companies	<ul style="list-style-type: none"> - Chairman, Foundation for Regional Empowerment Education - Member of the University Council, Prince of Songkla University - Chairman, The Mahidol University Council - Chairman, The Knowledge Management Institute (KMI) Foundation - Vice Chairman, Arsomsilp Institute Council - Chairman, Siam Commercial Foundation - Chairman, International Health Policy Program Foundation - Director, Health Intervention and Technology Assessment Foundation - Director, Knowledge Networking Institute of Thailand
Positions in rival companies/ bank-related companies	- None
SCB shareholding	- None
% of total shares with voting rights	- None
Legal dispute in criminal cases (other than criminal cases with petty offences)	- None
Meeting attendance in 2012	<ul style="list-style-type: none"> - 10 out of 12 Board Meetings - 7 out of 8 Corporate Social Responsibility Committee Meetings
Performance during tenure	- He brings his experience with projects linked to academia and the community, contributing a unique perspective to the Board in meeting its knowledge management and corporate social responsibilities initiatives.
Director Nomination Criteria	- The Board has considered the Nomination, Compensation and Corporate Governance Committee's recommendation and agrees that Professor Vicharn Panich qualifies to be a director in accordance with related laws, the Bank's Articles of Association and Board Charter, and has received approval from the regulator.

Type of relationship of Independent Director

<ul style="list-style-type: none"> - Nature of relationship with the Bank/ parent company/ affiliated and associated companies or juristic persons with potential conflicts of interest at present and during the past two years, 	
<ul style="list-style-type: none"> (1) Being executive director, staff member, employee or advisor who earns salary from the Bank; 	- No
<ul style="list-style-type: none"> (2) Being professional service provider; 	- No
<ul style="list-style-type: none"> (3) Had material business relationship with the Bank in such a way that may affect his independence. 	- None

Remark: Information as of 31 December 2012

Profiles of the Retiring Directors Proposed for Re-election

Name – last name	Mr. Chumpol NaLamlieng
Type of director	Independent Director
Age	65 years
Nationality	Thai
Education	<ul style="list-style-type: none"> - Bachelor's Degree in Mechanical Engineering, University of Washington, U.S.A. - M.B.A., Harvard Business School, U.S.A.
Training courses for directors	- Role of the Chairman Program (RCP), Thai Institute of Directors Association (IOD)
No. years on the board	<ul style="list-style-type: none"> - 1st Tenure: 1 year 8 months - 2nd Tenure: 5 years and 9 months
Experiences	<ul style="list-style-type: none"> - President, Siam Cement PCL - Director, Garden River Co., Ltd. - Director, The British Airways PCL - Chairman, Singapore Telecommunications Ltd.
Positions in other listed companies	- Director and Member of the Compensation Committee, Siam Cement PCL
Positions in non-listed companies	<ul style="list-style-type: none"> - Director, Navuti Co., Ltd. - Director, Supapruk Co., Ltd. - Director, Dole (Thailand) Co., Ltd. - Director, Lum Luk Ka Golf and Country Club Co., Ltd. - Director, Siam Sindthorn Co., Ltd. - Director, CPB Equity Co., Ltd. - Director, Kempin Siam Co., Ltd. - Director, Kempinski Hotels S.A.
Positions in rival companies/ bank-related companies	- None
SCB shareholding	- None
% of total shares with voting rights	- None
Legal dispute in criminal cases (other than criminal cases with petty offences)	- None
Meeting attendance in 2012	<ul style="list-style-type: none"> - 12 out of 12 Board Meetings - 8 out of 8 Nomination, Compensation and Corporate Governance Committee Meetings
Performance during tenure	- As an independent director and chairman of the Nomination, Compensation and Corporate Governance Committee, he provides the Bank with an expert perspective on organization development and corporate governance issues.



Director Nomination Criteria	- The Board has considered the Nomination, Compensation and Corporate Governance Committee's recommendation and agrees that Mr. Chumpol NaLamlieng qualifies to be a director in accordance with related laws, the Bank's Articles of Association and Board Charter, and has received approval from the regulator.
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Type of relationship of Independent Director

- Nature of relationship with the Bank/ parent company/ affiliated and associated companies or juristic persons with potential conflicts of interest at present and during the past two years, as follows; (1) Being executive directors, staff members, employees or advisors who earn salaries from the Bank; (2) Being professional service provider; (3) Had material business relationship with the Bank in such a way that may affect their independence.	- No - No - None
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Remark: Information as of 31 December 2012

Profile of Candidate Proposed to fill in the place of the retiring Director (Mr. Sumate Tanthuwant)

Name – last name	Mr. Prasan Chuaphanich
Type of director	Independent Director
Age	60 years
Nationality	Thai
Education	<ul style="list-style-type: none"> - B.Acc. (2nd Class Honors) (Accounting), Chulalongkorn University - Diploma in Auditing, Chulalongkorn University
Training courses for directors	<ul style="list-style-type: none"> - Executive Management Program, Ivey School of Business, University of Western Ontario, Canada - Leading Professional Services Firms, Harvard Business School, U.S.A. - Director Certification Program (DCP), Thai Institute of Directors Association (IOD)
Experiences	<ul style="list-style-type: none"> - Assistant Auditor, Jaiyos Auditing Firm - Assistant Auditor, Coopers & Lybrand, Thailand - Senior, Coopers & Lybrand, U.K - Manager, Coopers & Lybrand, Thailand - General Manager, Teppatana Paper Mill Co., Ltd. - Senior Manager, PricewaterhouseCoopers Co., Ltd. - Partner, PricewaterhouseCoopers Co., Ltd. - Executive Chairman, PricewaterhouseCoopers Co., Ltd.
Positions in other listed companies	- None
Positions in non-listed companies	<ul style="list-style-type: none"> - Vice Chairman, Federation of Accounting Professions - Chairman of Auditing Standards Committee, Federation of Accounting Professions - Honorary Member, General Insurance Fund, The Ministry of Finance
Positions in rival companies/ bank-related companies	- None
SCB shareholding	- None
% of total shares with voting rights	- None
Legal dispute in criminal cases (other than criminal cases with petty offences)	- None



Director Nomination Criteria	- The Board has considered the Nomination, Compensation and Corporate Governance Committee's recommendation and agrees that Mr. Prasan Chuaphanich qualifies to be a director in accordance with related laws, the Bank's Articles of Association and Board Charter, and has received approval from the regulator.
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Type of relationship of Independent Director

- Nature of relationship with the Bank/ parent company/ affiliated and associated companies or juristic persons with potential conflicts of interest at present and during the past two years, as follows; (1) Being executive directors, staff members, employees or advisors who earn salaries from the Bank; (2) Being professional service provider; (3) Had material business relationship with the Bank in such a way that may affect their independence.	- No - No - None
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Remark: Information as of 31 January 2013

Profile of candidate proposed to fill in the place of the retiring Director (Prof. Thosaporn Sirisumphand)

Name – last name	Police General Adul Sangsingkeo
Type of director	Director
Age	58 years
Nationality	Thai
Education	<ul style="list-style-type: none"> - B.A. Public Administration, Royal Thai Police Cadet Academy - M.A. Social Development, Faculty of Social Science, Kasetsart University - Diploma, National Defence Course, National Defence College, Royal Thai Armed Force
Training courses for directors	- None
Experiences	<ul style="list-style-type: none"> - Assistant Commissioner-General, Royal Thai Police - Advisor (Security and Special Tasks), Royal Thai Police - Deputy Commissioner-General, Royal Thai Police - Secretary - General, Narcotics Control Board - Director, MFC Asset Management PCL
Positions in other listed companies	<ul style="list-style-type: none"> - Independent Director and Chairman of the Corporate Governance Committee, Thaioil PCL - Director, Thai Airways International PCL
Positions in non-listed companies	- Commissioner-General, Royal Thai Police
Positions in rival companies/ bank-related companies	- None
SCB shareholding	- None
% of total shares with voting rights	- None
Legal dispute in criminal cases (other than criminal cases with petty offences)	- None
Director Nomination Criteria	- The Board has considered the Nomination, Compensation and Corporate Governance Committee's recommendation and agrees that Police General Adul Sangsingkeo qualifies to be a director in accordance with related laws, the Bank's Articles of Association and Board Charter, and has received approval from the regulator.

Remark: Information as of 31 January 2013

**Guidelines for Meeting Registration, Required Documents, Proxy Appointment,
and Vote Casting and Counting
Annual General Meeting of Shareholders No. 190
The Siam Commercial Bank Public Company Limited
4 April 2013**

A) Registration and Documents Required to be Shown prior to Attending the Meeting

The Bank will open the registration counter for meeting attendance and document examination at 12:00 hours at Mahisorn Auditorium, The Siam Commercial Bank Public Company Limited, Head Office located at 9 Ratchayothin Road, Khet Jatujak, Bangkok as per the attached map.

In this connection, a barcode system for meeting attendance registration will be applied by the Bank for convenience and in order to speed up the registration process. Therefore, each shareholder is required to bring in the document previously delivered by the Bank together with the notice for calling the meeting on which the relevant barcode is printed for the meeting registration.

Documents required for the meeting registration and attendance (as the case may be)

1. In the event that the shareholder is a natural person:

1.1 Attendance in person:

An unexpired identification document issued by a governmental authority on which the card holder's photo also appears; such as, a personal identification card, a driving license, a foreigner identification card, or a passport.

1.2 Attendance by proxy:

- (a) a Proxy form B (the form which is attached to the notice for calling the meeting of the shareholders), that is completely filled-in and signed by the proxy grantor and the proxy, and affixed with Baht 20 stamp duty;
- (b) a photocopy of identification document of the proxy grantor issued by a governmental authority as referred to in clause 1.1 above and certified as true and correct by the proxy grantor; and
- (c) an identification document of the proxy issued by a governmental authority as referred to in clause 1.1 above.

2. In the event that the shareholder is a juristic person:

2.1 Attendance in person by an authorized representative of the shareholder:

- (a) an identification document of such authorized representative issued by a governmental authority as referred to in clause 1.1 above; and

- (b) a photocopy of the Affidavit or Certificate of Incorporation of the shareholder issued by the Ministry of Commerce, a competent authority of the country where such juristic person is situated, or an officer of such juristic person, in which the information as to the name, the address of the head office, and the person(s) having power to place his/her/their signature(s) or to act on behalf of such juristic person (including any condition or limitation thereof), etc. must be specified. The issuing date of such document must not be later than 1 year prior to the shareholders meeting date, and such document must be certified as true and correct by such authorized representative(s).

2.2 Attendance by proxy:

- (a) a Proxy Form B (the form which is attached to the notice for calling the meeting of the shareholders), that is completely filled-in and signed by the proxy grantor and the proxy, and affixed with Baht 20 stamp duty;
- (b) a photocopy of the Affidavit or Certificate of Incorporation of the shareholder issued by the Ministry of Commerce, a competent authority of the country where such juristic person is situated, or an officer of such juristic person, in which the information as to the name, the address of the head office, and the person(s) having power to place his/her/their signature(s) or to act on behalf of such juristic person (including any condition or limitation thereof) must be specified. The issuing date of such document must not be later than 1 year prior to the shareholders meeting date, and such document must be certified as true and correct by the authorized representative(s) of such juristic person;
- (c) a photocopy of identification document of each of the authorized representative(s) who signed the proxy form as per detail referred to in clause 1.1 above and certified as true and correct by such authorized representative; and
- (d) an identification document of the proxy issued by a governmental authority as referred to in clause 1.1 above.

3. In the event that the shareholder appoints a custodian in Thailand as its deposit taker and take carer of the shares:

- (a) a Proxy Form C referred to in paragraph "B) Appointment of Proxy" below that is completely filled-in and signed by the proxy grantor and the proxy, and affixed with Baht 20 stamp duty;
- (b) a confirmation letter as to the fact that the custodian has obtained a license to undertake or engage in custodian business;
- (c) a photocopy of Affidavit of the custodian issued by the Ministry of Commerce not later than 1 year prior to the shareholders meeting date and certified true and correct by the authorized representative(s) or the attorney-in-fact of the custodian (if a power of attorney is presented, such

power of attorney must state that the attorney-in-fact is empowered to certify the document as such);

- (d) a photocopy of identification document of each of the authorized representative(s) of the custodian who signed the proxy form or the power of attorney issued by a governmental authority as referred to in clause 1.1 above and certified as true and correct by such authorized representative;
- (e) a photocopy of an unexpired power of attorney of the custodian should there be an appointment of attorney-in-fact to act on behalf of the custodian, certified true and correct by the authorized representative(s) or the attorney-in-fact of the custodian (if the attorney-in-fact is authorized to certify document on behalf of the custodian), and a photocopy of the identification document of the attorney-in-fact issued by a governmental authority as referred to in clause 1.1 above certified true and correct by the attorney-in-fact; and
- (f) an identification document of the proxy issued by a governmental authority as referred to in clause 1.1 above.

Should any document presented not be made in Thai or English, English translation thereof certified correct translation by the authorized representative(s) of the relevant juristic person must also be made and attached.

The Bank shall refuse the registration and not allow the shareholder and/or the proxy to attend the shareholders' meeting in any of the following cases:

- 1. the photocopy of the Affidavit or Certificate of Incorporation of the shareholder issued by the Ministry of Commerce, a governmental authority of the country where such juristic person is situated, or an officer of such juristic person, is issued and dated later than a period of 1 year prior to the meeting date; or
- 2. the proxy form is not signed or executed by the proxy grantor; or
- 3. there is any change in material information contained in the proxy form without the proxy grantor's signature certifying on each place of such change; or
- 4. the identification document of the proxy grantor and/or the proxy required for the registration are not completed as specified by the Bank.

B) Appointment of Proxy

- 1. **Appointment of another person as a proxy:**
 - 1.1 A proxy grantor must appoint and authorize only one proxy to attend the meeting and cast the votes on his/her/its behalf and the number of shares held by such a proxy grantor cannot be split for more than one proxy in order to separate the votes.
 - 1.2 A proxy grantor must fill in information in the proxy form and the signatures of both the proxy grantor and the proxy must be placed correctly and completely therein.

- 1.3 A proxy grantor must place signature on the place on which there is any amendment as to the vote casting of the relevant agenda. Should there be no appearance of such signature, it will be deemed as “the person not entitled to vote” in such agenda.
- 1.4 A proxy must present and hand deliver the completed proxy form to the officer of the Bank at the place of meeting prior to attending the meeting.

2. Proxy Form

The Bank has prepared proxy forms based on those prescribed in the Notification of the Business Development Department, Re: Proxy Form (No. 5), B.E. 2550 (A.D. 1997) pursuant to which there are 3 forms of proxy the shareholder may use:

- | | |
|--------------|---|
| Proxy Form A | is a general and simple form; |
| Proxy Form B | is the form in which each particular matter in detail is specified; and |
| Proxy Form C | is to be applied in the case that a foreign shareholder appoints a custodian in Thailand to take deposit and take care of shares. |

In this regard, a copy of Proxy Form B has been delivered to each of the shareholders by the Bank in order that any shareholder, who is unable to attend the meeting in person, can appoint any other person or any one of the Bank’s independent directors (the list of such Bank’s independent directors is as specified by the Bank) as a proxy of such shareholder to attend and cast the votes on behalf of the shareholder in the meeting.

In the event that a shareholder is desirous to appoint a proxy in general, such shareholder may apply Proxy Form A. Should a shareholder be a foreign investor for which a custodian of the shares in Thailand is appointed, such shareholder may download and use Proxy Form C available at <http://www.scb.co.th>

3. Appointment of the Bank’s independent director(s) as a proxy

- 3.1 A proxy grantor must specify 2 names and information of the Bank’s independent directors in order to appoint a proxy. This is due to the fact that should an independent director of the Bank be unable to attend the meeting because of an occurrence of any force majeure event, another independent director will then be able to attend and vote in the meeting on behalf of such shareholder. Names and information of such independent directors are as follows:

- (1) Mr. Maris Samaram, Independent Director and Chairman of the Audit Committee, 70 years of age, residing at No. 80 Sukhumvit 39 Road, Kwaeng Klongton Nuea, Khet Wattana, Bangkok; and
- (2) Khunying Jada Wattanasiritham, Independent Director, Member of Nomination, Compensation and Corporate Governance Committee, and Member of Corporate Social Responsibility Committee, 67 years of age, residing at No. 54 Soi Setthabut, Sukhumwit 61 Road, Kwaeng Khlontan Nuea, Khet Watthana, Bangkok.

- 3.2 A proxy grantor must fill in the information and place his/her/its signature(s) on the proxy form and put the completed proxy form as well as the documents required into the business reply envelope delivered by the Bank together with the notice for calling the meeting of shareholders, seal and then deliver it via post to the Company Secretary of the Bank without having to affix any postage stamp. Kindly send such sealed envelope in advance so that the Company Secretary can receive it by 3 April 2013.

C) Vote Casting and Counting

1. Vote Casting

- 1.1 In order to cast the votes in each agenda item, the Chairman will ask the shareholders and the proxies thereof in the meeting who wish to disapprove or to abstain their votes to raise their hands:
- If there is any shareholder or proxy showing his/her hand for disapproval or abstinent votes, such shareholder or proxy must record or mark his/her votes for disapproval or abstinent votes in the ballots given to the shareholders prior to attending the meeting room, and hand deliver such ballots to the Bank's officer(s). Any shareholder or proxy who fails to deliver the ballots to the Bank officer(s) shall be deemed as a shareholder or proxy who approves such item of agenda.
 - If there is no shareholder showing his/her hand for disapproval or abstinent votes, it shall be deemed that the meeting unanimously resolves to approve such agenda as proposed by the Chairman.
- 1.2 If a proxy grantor does not specify his/her/its intention as to how to vote in an agenda item in the proxy form or such intention is not clearly specified therein, or there is any matter other than those specified in the proxy form which is to be considered and resolved in the meeting, or there is any change or amendment to any fact in the meeting, the proxy will be entitled to consider and vote in such agenda item as the proxy may deem appropriate.
- 1.3 In the event that a shareholder appoints a proxy to attend and vote on his/her/its behalf pursuant to his/her/its intention to vote for approval, disapproval, or abstinent vote (as the case may be) as marked in the proxy form for the relevant agenda item in compliance with the regulations, the Bank will record and collect such votes as marked or specified by the shareholder in the proxy form in advance, and the Bank will not hand over the ballots to the proxy in respect of the agenda item for which the shareholder already expressed its intention as to how to vote as specified in the proxy form.

2. Vote Counting

2.1 A barcode system will be applied by the Bank for counting votes.

2.2 One share shall be counted as one vote.

2.3 The vote counting in each agenda item will be divided into 3 categories as follows:

- In the event of the agenda item for which a simple majority vote of shareholders who attend and cast their votes is required (according to Section 107 (1) of the Public Limited Companies Act, B.E. 2535 (A.D. 1992), only the number of approval and disapproval votes casted by the shareholders will be applied as the base number of votes for calculation purpose exclusive of the number of abstinent votes.
- In the event of the agenda item for which a vote of not less than two-thirds of the total number of votes of shareholders who attend the meeting is required (according to the second paragraph of Section 90 of the Public Limited Companies Act, B.E. 2535 (A.D. 1992), the total number of votes of the shareholders who attend the meeting will be applied as the base number of votes for calculation purpose in where all of the approval, disapproval and abstinent votes will be included.
- In the event of the agenda item for which a vote of not less than three-quarters of the total number of votes of shareholders who attend and are entitled to vote is required (according to Section 31 of the Public Limited Companies Act, B.E. 2535 (A.D. 1992), the total number of votes of the shareholders who attend and are entitled to vote will be applied as the base number of votes for calculation purpose in where all of the approval, disapproval and abstinent votes will be included.

2.4 Any vote casting in the manner stated below shall be deemed as the vote casted by “the person not entitled to vote”:

Shareholders present in person

- There is no vote cast in the ballot; or
- there is more than 1 type of vote cast in the ballot.

Proxy

- There is a vote cast by the proxy grantor in the proxy form and there is also an amendment to such vote without the proxy grantor’s signature on the place of amendment; or
- If there is no vote cast by the proxy grantor in the proxy form for where the proxy is entitled to cast the vote in the meeting and:
 - there is no vote cast in the ballot;
 - there is more than one type of vote cast in the ballot (other than in the case of vote casting by custodian); or

- the number of votes cast in the ballot are more than the number of shares entitled to vote (in case of custodian).

2.5 The Chairman of the meeting or any other person assigned by the Chairman will announce the voting results in each agenda item after the voting in respect of such agenda item is ended.

In light of this, the Chairman of the meeting or any other person assigned by the Chairman will brief the shareholders as to the method of vote casting and counting prior to the beginning of the first agenda item.

Profiles of the Directors Proposed by the Bank to Serve as Proxy for Shareholders

Name – last name	Mr. Maris Samaram
Type of director	Independent Director and Chairman of the Audit Committee
Age	70 years
Nationality	Thai
Address	80 Sukhumvit 39 Road, Kwang Klongton Nuea, Khet Wattana, Bangkok
Education	<ul style="list-style-type: none"> - B.S.B.A., Major in Accounting, University of the East, The Philippines - Program for Management Development, Harvard Business School, U.S.A.
Training courses for directors	<ul style="list-style-type: none"> - Director Certification Program (DCP), Thai Institute of Directors Association (IOD) - Audit Committee Program (ACP), Thai Institute of Directors Association (IOD) - Monitoring the System of Internal Control and Risk Management (MIR), Thai Institute of Directors Association (IOD) - Monitoring the Internal Audit Function (MIA), Thai Institute of Directors Association (IOD) - Monitoring the Quality of Financial Report (MFR), Thai Institute of Directors Association (IOD) - DCP Refresher Course (DCP Re), Thai Institute of Directors Association (IOD)
No. years on the board	- 9 years and 10 months
Experiences	<ul style="list-style-type: none"> - Director and Member of the Audit Committee, Sub Sri Thai Warehouse PCL - Director and Member of the Audit Committee, Indorama Polymers PCL - Chairman of the Audit Committee and Member of Executive Committee, Asian Institute of Technology (AIT)
Positions in other listed companies	<ul style="list-style-type: none"> - Independent Director and Member of the Audit Committee, TATA Steel (Thailand) PCL - Independent Director and Member of the Audit Committee, Indorama Ventures PCL
Positions in non-listed companies	<ul style="list-style-type: none"> - Member of the Executive Committee, The Harvard Club of Thailand - Director, Marsh PB Co., Ltd. - Director, PAC (Siam) Co., Ltd.
Positions in rival companies/ bank-related companies	- None
SCB shareholding	- None
% of total shares with voting rights	- None
Legal dispute in criminal cases (other than criminal cases with petty offences)	- None




Meeting attendance in 2012	- 12 out of 12 Board Meetings - 13 out of 13 Audit Committee Meetings
Performance during tenure	- His significant roles include an independent director and Chairman of the Audit Committee. He brings the Bank outstanding credentials for enhancing the effectiveness of its audit policies, practices, and procedures.
Conflict of interest in this meeting	- In the agenda related to directors' remuneration.

Type of relationship of Independent Director

- Nature of relationship with the Bank/ parent company/ affiliated and associated companies or juristic persons with potential conflicts of interest at present and during the past two years, as follows;	
(1) Being executive directors, staff members, employees or advisors who earn salaries from the Bank;	- No
(2) Being professional service provider;	- No
(3) Had material business relationship with the Bank in such a way that may affect their independence.	- None

Remark: Information as of 31 December 2012

Profiles of the Directors Proposed by the Bank to Serve as Proxy for Shareholders

Name – last name	Khunying Jada Wattanasiritham	
<p>Type of director</p> <p>Age</p> <p>Nationality</p>	<p>Independent Director, Member of the Corporate Social Responsibility Committee, and Member of the Nomination, Compensation and Corporate Governance Committee</p> <p>67 years</p> <p>Thai</p>	
Address	54 Soi Settabut, Sukhumvit 61 Road, Kwaeng Klongton Nuea, Khet Wattana, Bangkok	
Education	<ul style="list-style-type: none"> - B.A. (Natural Sciences and Economics), University of Cambridge, U.K. - M.A. (Natural Sciences and Economics), University of Cambridge, U.K. - M.A. (Economic Development), Williams College, U.S.A. 	
Training courses for directors	<ul style="list-style-type: none"> - Director Certification Program (DCP), Thai Institute of Directors Association (IOD) 	
No. years on the board	<ul style="list-style-type: none"> - 13 years and 11 months (3 years and 2 months as an Independent Director) 	
Experiences	<ul style="list-style-type: none"> - President, Siam Commercial Bank PCL - Member, The National Legislative Assembly - Director and Chairman of the Audit Committee, The Stock Exchange of Thailand - Director, and Chairman of the Audit Committee, PTT PCL - Chairman and Chairman of Remuneration Committee, Thai Asset Management Corporation 	
Positions in other listed companies	<ul style="list-style-type: none"> - Chairman, SCB Life Assurance PCL - Chairman, Siam Commercial Samaggi Insurance PCL - Independent Director and Member of the Audit Committee, Minor International PCL 	
Positions in non-listed companies	<ul style="list-style-type: none"> - Director, Siam Piwat Co., Ltd. - Director, and Chairman of the Finance Committee, The Kenan Institute Asia - Advisory Council, Sasin Graduate Institute of Business Administration of Chulalongkorn University - Vice Chairman, Somdetch Phra Mahitala Dhibesra Adulyadej Vikrom the Prince Father Foundation - Chairman, Siam Paragon Development Co., Ltd. - Chairman, Thai Institute of Directors Association (IOD) - Expert Member, Government Pension Fund - Honorary Member, Srinakharinwirot University Council - Honorary Member, The National Institute of Development Administration Council (NIDA) 	

Positions in rival companies/ bank-related companies	- None
SCB shareholding	- None
% of total shares with voting rights	- None
Legal dispute in criminal cases (other than criminal cases with petty offences)	- Khunying Jada Wattanasiritham is a defendant in 1 criminal case. It is the case that a person has filed a lawsuit against the Bank, and her as a codefendant as the President of Siam Commercial Bank PCL at the time of lawsuit filing.
Meeting attendance in 2012	- 12 out of 12 Board Meetings - 6 out of 8 Corporate Social Responsibility Committee Meetings - 7 out of 7 Nomination, Compensation and Corporate Governance Committee Meetings
Performance during tenure	- She has utilized her in-depth knowledge and experience as a professional banker and active contributor to many non-profit organizations in providing the Bank a highly valuable perspective in her capacity as an independent director and member of the Corporate Social Responsibility Committee.
Conflict of interest in this meeting	- In the agenda related to directors' remuneration.

Type of relationship of Independent Director

- Nature of relationship with the Bank/ parent company/ affiliated and associated companies or juristic persons with potential conflicts of interest at present and during the past two years, as follows;	
(1) Being executive directors, staff members, employees or advisors who earn salaries from the Bank;	- No
(2) Being professional service provider;	- No
(3) Had material business relationship with the Bank in such a way that may affect their independence.	- None

Remark: - Information as of 31 December 2012

- Khunying Jada Wattanasiritham was appointed a Member of the Nomination, Compensation and Corporate Governance Committee since 20 January 2012.

Independent Director Definition

The definition of “independent director” of The Siam Commercial Bank Public Company Limited (the “Bank”) is more stringent than that of the Notification of the Capital Market Supervisory Board No. Tor Jor. 28/2551, Re: Application for and Approval of Offering for sale of Newly Issued Shares, which contains the following criteria of the person who could be an independent director of the Bank:

- (a) Must not hold shares in excess of 0.5% (one-half of one per cent) of the total number of voting shares of the Bank, or the Bank’s parent company, subsidiary company, associated company, major shareholder, or controlling person, whilst the number of shares held by any related person of such independent director must also be counted.
- (b) Is not and has not been a director participating in management role, or an employee, an officer, an advisor who receives regular salary, or a person having controlling power, of the Bank or the Bank’s parent company, subsidiary company, associated company, a subsidiary company in the same level, major shareholder, or controlling person, unless such an independent director has not possessed the characteristics referred to above for at least two years prior to the date on which such an independent director is appointed as independent director, provided always that such prohibited characteristics shall not apply to an independent director who used to be a government officer or an advisor to a government authority, which is a major shareholder or the controlling person of the Bank.
- (c) Is not a person having blood relationship or relationship through legal registration as a father, mother, spouse, sibling, and child, including as a spouse of a child, of any management person, major shareholder, or of any controlling person, or of the person being nominated to be a management person or a controlling person of the Bank or the Bank’s subsidiary company.
- (d) Does not have and has not had any business relationship with the Bank or the Bank’s parent company, subsidiary company, associated company, major shareholder, or controlling person in the manner in which his/her independent discretion might be affected, and is not and has not been a significant shareholder or a controlling person of the person that has business relationship with the Bank, or the Bank’s parent company, subsidiary company, associated company, major shareholder, or controlling person, unless such an independent director has not possessed the characteristics referred to above for at least two years prior to the date on which such an independent director is appointed as independent director.

A business relationship referred to in (d) above shall include any trading transaction in the ordinary course of business for any lease taking or lease out of any immovable property, any transaction relating to asset or service, or granting or accepting any financial support by way of either borrowing, lending, guaranteeing, or collateral providing, including any other act in similar manner thereto, that could result in a creation of the applicant’s obligation or the obligation of its counterparty, to repay its debt to the other party in an amount equal to three per cent or more of the net tangible asset value of the applicant or twenty million Baht or more, whichever is lesser. In this regard, such business relationship shall not include deposit transaction, which is a transaction in the ordinary course of the Bank’s business.

In light of this, the method for calculation of the value of the connected transaction pursuant to the Notification of the Capital Market Supervisory Board, Re: Rules on Entering into a Connected Transaction shall be applied mutatis mutandis for the purpose of calculation of such amount of debt, provided that the amount of debt incurred during the past one year prior to the date on which such business relationship with such a person exists must also be counted.

- (e) Is not and has not been an auditor of the Bank or the Bank's parent company, subsidiary company, associated company, major shareholder, or controlling person, and is not a significant shareholder of a controlling person, or a partner of any auditing firm or office in which the auditor of the Bank, or the Bank's parent company, subsidiary company, associated company, major shareholder, or controlling person is working, unless such an independent director has not possessed the characteristics referred to above for at least two years prior to the date on which such an independent director is appointed as independent director.
- (f) Is not and has not been any professional service provider, including legal or financial advisor who obtains fee of more than two million Baht per year from the Bank or the Bank's parent company, subsidiary company, associated company, major shareholder, or controlling person of the Bank, and not be a significant shareholder of a controlling person, or a partner of any of such professional service provider, unless such an independent director has not possessed the characteristics referred to above for at least two years prior to the date on which such an independent director is appointed as independent director.
- (g) Is not a director appointed as a representative of a director of the Bank, a representative of a major shareholder of the Bank, or a representative of a shareholder of the Bank who is a related person of a major shareholder of the Bank.
- (h) Does not engage in any business the nature of which is the same as that of the Bank or the Bank's subsidiary company and which, in any material respect, is competitive with the business of the Bank or the Bank's subsidiary company, or not be a significant partner in a partnership, or a director participating in any management role, an employee, an officer, an advisor obtaining regular salary from, or a shareholder holding more than one percent of the shares with voting rights of other company engaging in any business the nature of which is the same as that of the Bank or the Bank's subsidiary company and which, in any material respect, is competitive with the business of the Bank or the Bank's subsidiary company.
- (i) Does not have any other characteristics by which his/her independent comment or opinion on the Bank's operations may be restricted.

After being appointed as an independent director of the Bank with the qualifications stated in (a) to (i) above, such appointed independent director may be assigned by the Bank's Board of Directors to make decisions in respect of business operations of the Bank, or the Bank's parent company, subsidiary company, associated company, or of a subsidiary company in the same level of the Bank, the major shareholder of the Bank, or the controlling person of the Bank, provided that the decision making by such appointed independent director could be made only on a collective decision basis.

The Bank's Articles of Association Specifically Relating to Shareholders Meeting

Directors

Article 15. The number of directors shall be in compliance with the adoption by the shareholders meeting but shall not be less than 5 directors.

A director may or may not be a shareholder of the Company but not less than one-half of the total number of directors must have a residence within the Kingdom of Thailand.

Article 16. The directors of the Company shall be appointed by the shareholders meeting pursuant to the following criteria and methods:

- (1) A shareholder shall have one vote per share.
- (2) At the election of directors, the shareholders meeting may vote for directors, either one candidate at a time or candidates consisting in a group or any other methods as it deems expedient, but in each resolution, a shareholder must exercise his right according to number of votes specified under (1) and his votes may not be distributed howsoever to elect the candidate(s).
- (3) At the election of directors, the votes shall be decided by majority. In case of an equality of votes, the Chairman shall have a casting vote.

Article 17. At every annual general meeting, one-third of the directors shall retire from office. If the number of directors to retire from office is not a multiple of three, then the number of directors closest to one-third shall retire.

After these Articles of Association become effective, the directors to retire from office pursuant to the first paragraph in the first and the second years shall be determined by ballots. In every subsequent year the directors who have served longest in office shall retire. Upon an occasion where several directors who have been in office for an equal length of time exceed the number of directors to retire from office for such time, the directors due to retire shall be determined by ballots.

A retiring director based on the foregoing shall be eligible for re-election.

Article 22. A director is entitled to remuneration from the Company, namely gratuities, meeting allowances, rewards, bonuses or any other nature of interests pursuant to the Articles of Association or the consideration of the shareholders meeting, such remuneration may be fixed or specified from time to time according to the regulation laid out, or let it remain effective until there is a change. Moreover, a director is also entitled to a per diem and any fringe benefits according to the regulations of the Company.

The provision in the first paragraph shall not affect the rights of an officer or an employee, who has been appointed to be a director, to receive the remuneration and benefits in his capacity as an officer or an employee of the Company.

The Shareholders Meeting

Article 31. The Board of Directors shall organise a shareholders meeting to be held as an annual general meeting within 4 months from the end of each accounting year of the Company. All other shareholders meetings, apart from the aforesaid meeting, shall be called extraordinary meetings.

The Board of Directors may summon an extraordinary meeting of shareholders at any time it deems appropriate.

The shareholders holding not less than one-fifth of the aggregate of the shares distributed, or not less than 25 shareholders holding not less than one-tenth of the aggregate of the shares distributed, may at any time request in writing that the Board of Directors summon an extraordinary meeting, provided that the reasons for summoning such meeting be clearly stated in such request. In such event, the Board of Directors must organise a shareholders meeting to be held within 1 month from the date of the receipt of the request from the shareholders.

Article 32. At least the following business should be transacted at an annual general meeting:

- (1) Acknowledgement of the Board of Directors' report on the operation of the Company during the previous year.
- (2) Approval of the balance sheets and the profit and loss accounts.
- (3) Approval as to the appropriation of profits.
- (4) Election of the directors to replace those retired by rotation.
- (5) Appointment of an auditor and approval on the audit fee of the Company.

Article 33. To summon a shareholders meeting, the Board of Directors shall prepare a notice thereof specifying the place, the day and time, the agenda and the matters to be proposed at the meeting by clearly describing those matters which are to be proposed for acknowledgement, approval or consideration, including the submission of any comments by the Board of Directors on such matters (if any), together with any relevant details as may be reasonable. Such notice shall be sent to the shareholders and the Registrar not later than 7 days prior to the date of such meeting and published by newspapers for 3 consecutive days not later than 3 days prior to the date of the meeting.

The Board of Directors or any person(s) assigned by the Board shall have power to fix the date, time and place of the shareholders meeting where the place of the meeting may be held in the province in which the Company's head office is located or in any other places, taking into consideration the convenience of shareholders.

Article 34. A shareholder may appoint any person as his proxy to attend the meeting and vote on his behalf, such proxy shall be made in writing and in the form prescribed by laws and submitted to the Chairman or other person designated by the Chairman at the place of the meeting before the proxy attends the meeting.

Article 35. Not less than 25 shareholders present in persons or represented by proxies (if any) or not less than one-half of the total shareholders, whichever is less, holding not less than one-third of the aggregate of the shares distributed must be present at a shareholders meeting to form a quorum.

If, within an hour from the time appointed for any shareholders meeting, the quorum is not present as prescribed, the meeting, if summoned upon the requisition of shareholders, shall be dissolved. If such meeting had not been summoned upon the requisition of the shareholders, another meeting shall be summoned and a notice of such meeting shall be sent to the shareholders not less than 7 days prior to the date of the meeting. At such meeting, no quorum shall be necessary.

Article 36. The Chairman shall preside as the Chairman of the meeting. If the Chairman is absent or unable to perform his duties, the Vice-Chairman shall preside at such meeting. If there is no Vice-Chairman or he is absent or unable to perform his duties, the meeting shall then elect one of the shareholders presents at the meeting, who is also a director, to be the Chairman. In the event that such a shareholder who is also a director is absent or unable to perform his duties, the meeting shall elect one of the shareholders presents at the meeting to be the Chairman.

Article 37. The Chairman at a shareholders meeting shall conduct the meeting in accordance with the law and the Articles of Association of the Company regarding a meeting (if any) and shall cause the meeting to be conducted in accordance with the order of agenda prescribed in the notice of such meeting, unless the meeting has passed a resolution by not less than two-thirds of the shareholders present at the meeting to alter the order of such an agenda.

Article 38. A decision or resolution of the shareholders meeting shall be made by voting, and one share shall be counted as one vote notwithstanding the manner of voting. In case of an equality of votes, the Chairman of the meeting shall have a casting vote, whether or not he is a shareholder of the Company.

A shareholder having special interest in a given matter has no right to vote on such matters except for the election of directors where there is no restriction.

Accounting, Financing and Auditing

Article 39. The accounting year of the Company shall commence on 1st January and end on 31st December of every year.

Article 41. The Company shall prepare a balance sheet and a profit and loss account and cause the auditor to examine, audit and certify these twice a year, the first one covering the first six months' period of the year ending 30th June and the other covering the last six months' period of the year ending 31st December.

Such balance sheet and profit and loss account for the period ending 31st December shall be submitted to the following annual general meeting.

Article 42. The Company must appropriate a portion of annual net profit as a reserve fund in the amount not less than 5 percent of the annual net profit less than accumulated loss brought forward (if any), until the reserve fund reach the amount not less than the amount prescribed by laws.

The remaining portions of the profits after making payment of dividends pursuant to the resolution of the shareholders meeting or the interim payment of dividends must be appropriated as for the Company's capital fund or other reserve funds as the Board may deem appropriate. In light of this, the Board shall, as it deems appropriate, also have power to adjust portions of the said capital fund or other reserve previously appropriated, except for the reserve fund referred to in the first paragraph and the shares premium reserve fund (if any).

Article 44. The Board of Directors may from time to time pay the shareholders interim dividends as may appear to the Directors that the Company has gained sufficient profits and it is appropriate to do so.

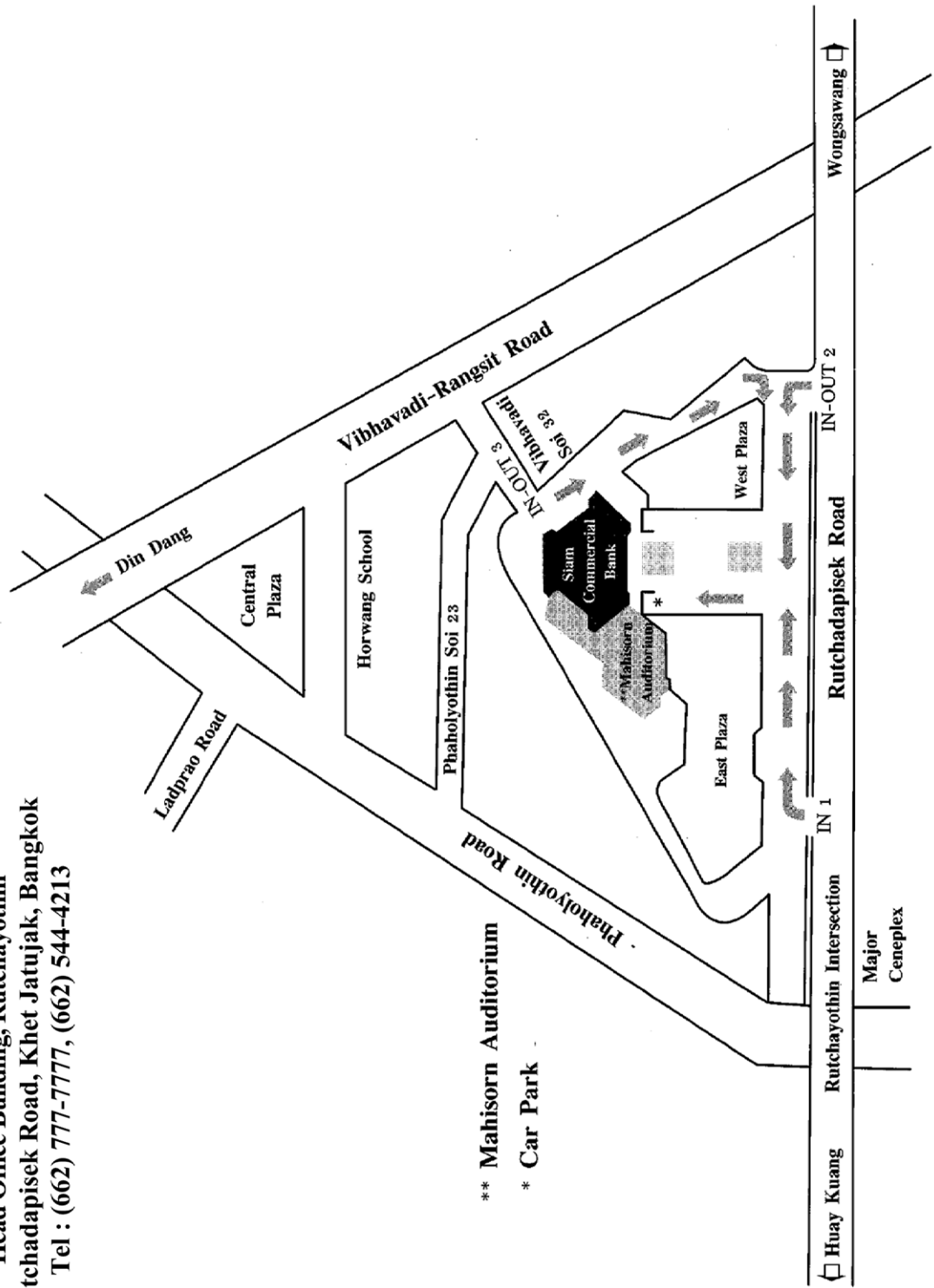
The Board of Directors may pay an interim bonus to the directors according to the regulations prescribed by the shareholders meeting if it appears that the balance sheet and the profit and loss account as of 30th June are certified by the Company's auditor and the Company gains sufficient profits and it is appropriate to do so.

Article 45. The payment of dividend shall be made within 1 month from the date of the meeting or upon the date the Board of Directors, as the case may be, has passed the resolution.

Article 46. The auditor may be a shareholder of the Company, but must not be a director, an officer, an employee or any office holder of the Company.

Article 47. The auditor has the power to examine accounts, any other documents and evidence concerning income, expenditure, assets and liability of the Company. He also has duty to be present at the shareholders meeting of the Company every time the balance sheets, profit and loss accounts and problems concerning the account of the Company are considered in order to give explanation on the auditing to the shareholders, but he has, however, no right to vote.

Map for the Meeting Place
Mahisorn Auditorium, The Siam Commercial Bank Public Company Limited,
Head Office Building, Rutchayothin
9 Rutchadapisek Road, Khet Jatujak, Bangkok
Tel : (662) 777-7777, (662) 544-4213



** Mahisorn Auditorium
* Car Park



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