

- Translation -

**Minutes of the Annual General Meeting of Shareholders of  
The Siam Commercial Bank Public Company Limited No. 182  
Held on Tuesday 5 April 2005  
at Mahisorn Auditorium  
Head Office, 9 Rutchadapisek Road, Chatuchak, Bangkok**

Mr. Chirayu Isarangkun Na Ayuthaya, the Chairman of the Board of Directors, presided as the Chairman of the Meeting.

There were directors who attended the Meeting as follows:

- |                                  |                               |
|----------------------------------|-------------------------------|
| 1. Mr. Vichit Suraphongchai      | 2. Mr. Maris Samaram          |
| 3. Mr. Anand Panyarachun         | 4. Mr. Bodin Asavanich        |
| 5. Mr. Pichai Chunhavajira       | 6. Mr. John William Hancock   |
| 7. Mr. Sumate Tanthuwani         | 8. Mrs. Puntip Surathin       |
| 9. Khunying Jada Wattanasiritham | 10. Mrs. Kannikar Chalitaporn |

The Chairman thanked the shareholders for attending the Meeting and informed the Meeting that 837 shareholders were present in person and by proxy, altogether holding 1,954,638,996 shares equivalent to 58.19 percent of the total issued shares, thus constituting a quorum of the Meeting pursuant to the Articles of Association of the Bank. The Chairman then declared the Annual General Meeting of the Shareholders No. 182 opened.

The Meeting commenced at 10.00 hours.

The Chairman informed the Meeting of the changes in the Board membership since the 2004 Annual General Meeting of the Shareholders.

The Chairman subsequently explained to the Meeting the procedures for casting vote in each agenda that should any shareholder attending the Meeting in person or by proxy wish to cast a dissenting vote or to abstain his vote in any agenda, he may cast the vote in the ballot and give it to the Bank's officers to tally the votes.

The Chairman then proposed that the Meeting consider the matters in accordance with the following agendas:

**Agenda No. 1 To consider and approve the Minutes of the Annual General Meeting of the Shareholders No. 181 held on 8 April 2004.**

The Chairman requested the Meeting to consider and approve the Minutes of the Annual General Meeting of the Shareholders No. 181 held on 8 April 2004 on a page-by-page basis, copies which had been distributed to the shareholders together with the notice of this Meeting.

No shareholder raised any objection or proposed any amendment to the said Minutes.

After due consideration, the Meeting unanimously approved the Minutes of the Annual General Meeting of the Shareholders No. 181 held on 8 April 2004 by a vote of 1,978,275,069 shares.

**Agenda No. 2 To acknowledge the Annual Report prepared by the Board of Directors for the financial year 2004.**

The Chairman requested the Meeting to consider the Annual Report prepared by the Board of Directors for the financial year 2004 which was published in the Bank's Annual Report and already distributed to the shareholders.

The Chairman, Mr. Vichit Suraphongchai, the Chairman of the Executive Committee, and Khunying Jada Wattanasiritham, the President then jointly presented the Bank's implementation of corporate governance principles, the operating results for the financial year 2004 and the business strategy, which can be summarized as follows:

1. Implementation of Corporate Governance Principles

The Chairman informed the Meeting that the Bank was committed to implementing good corporate governance principles. Major accomplishments in 2004 included an enhanced corporate governance policy, disclosure of the Bank's governance practices on its website, a Directors' Code of Conduct and performance assessment of each director individually and of the Board as a whole.

2. Operating results for the financial year 2004

The President informed the Meeting as follows:

2.1 In 2004, the Bank posted a record high net profit of Baht 18,489 Million, the highest in the Bank's history, attributable to increases in interest and non-interest income. As a result, the rate of return on equity was 23.1 percent.

2.2 Net interest margin improved as a result of higher of loan to deposit ratio, and rising short-term interest rates.

2.3 Non-interest income also increased as a result of increases in fee and services income, investment gains, and other income (i.e. exchange gains and growth of Group companies' profits).

2.4 The Bank's capital funds was strong. The total capital funds at the end of 2004 was 16.7 percent with 12.7 percent in the 1<sup>st</sup> tier capital funds. The Bank had sufficient capital funds to support business expansion and to cushion against potential risks.

2.5 Non-performing loans at the end of 2004 amounted to Baht 73.9 Billion. The loan loss coverage ratio was 83.0 percent.

2.6 Total assets amounted to Baht 754,825 Million, the fourth largest among Thai commercial banks, representing 11.4 percent of the Thai banking system. With a

market capitalization of Baht 163,929 Million or 3.6 percent of the SET's total market capitalization, the Bank ranked as the second largest company on the SET.

2.7 In 2004, the Bank had the largest market shares in mortgage loans and bancassurance, and was a leading provider of capital market and fund management services. In addition, SCB Securities Co., Ltd. and SCB Asset Management Co., Ltd., which are the Bank's financial service subsidiaries, had increased their market shares.

### 3. Business Strategy

The Chairman of the Executive Committee informed the Meeting as follows:

3.1 The Bank aimed to be Thailand's premier universal bank with a continuously strong financial base, providing comprehensive and world-class financial services to all segments of customers.

3.2 Core strategies to achieve the Bank's vision "To be the Bank of Choice for Customers, Shareholders, and Employees are":

(1) Growth. To build the core business through solid capital base, enhanced customer satisfaction, and product creation for high-growth markets.

(2) Quality. To build service quality through increasing branch networks and service convenience, process and IT efficiency, and continuous implementation of risk management.

(3) People. To build employees' efficiency and their engagement the Bank.

Certain shareholders raised questions and comments as follows:

1. Efficiency of branch process should be improved to enhance service quality.

The Chairman responded that the Bank had switched to a new core banking system which was the most crucial system for banking operations. However, the system was not able to handle heavy transaction volumes at branches especially at the end of the month. The problem had been resolved and now the system could handle 400,000 cheque clearing transactions per day.

2. What were the reasons for a decrease in the ratio of corporate loans to retail loans?

The President responded that the Bank was able to expand loans in all segments and outpaced the industry average. However corporate loan growth was lower than retail loan growth. The Bank aimed to expand retail loans aggressively to build revenues. Corporate loans were geared to businesses with strong growth prospects.

Since there was no other question, the Chairman proposed that the Meeting acknowledge the Annual Report prepared by the Board for the financial year 2004.

After due consideration, the Meeting acknowledged the Annual Report prepared by the Board for the financial year 2004 as proposed.

**Agenda No. 3 To consider and approve the financial statements for the year ending 31 December 2004.**

The Chairman proposed that the Meeting consider and approve the financial statements for the year ending 31 December 2004 which had been certified by the auditor and distributed to the shareholders for their consideration.

Certain shareholders raised questions as follows:

1. Did the higher investment gains in 2004 stem from sales of shares of Siam Cement PCL?

The President responded that the Bank of Thailand's regulation on loans to and/or investment in companies connected with major shareholders of the Bank imposed restrictions on credit provision to Siam Cement PCL. Hence, the Bank had to divest some Siam Cement shares in order to be able to extend more credit to the company without breaching the Bank of Thailand's regulation. The investment gains in 2004 included gain from the sale of Siam Cement shares.

2. Why did the earnings per share figure in the Annual Report differ from the figure disclosed by the SET?

The President responded that the earnings per share figure disclosed by the SET was based on ordinary shares only and excluded preferred shares while the earnings per share figure in the Annual Report was based on both ordinary shares and preferred shares which were 1,695,226,594 and 1,650,271,633 shares respectively at the end of 2004.

3. What were the features of the Bank's preferred shares?

The President responded that the preferred shares were issued in 1999 and were entitled to receive dividend of Baht 1.365 before ordinary shares in the year that the Bank made dividend payment for a period of 10 years. Otherwise, the preferred shares had the same rights as ordinary shares.

4. Why was non-interest expense in 2004 much higher than in 2003?

The President responded that the increase in non-interest expense in 2004 was due to personnel and branch redesign expenses and the switch to the new computer system. In 2004, personnel expenses increased as a result of new hiring for branch openings and transfer of employees from Group companies to the Bank. In addition, the Bank set Baht 670 million in reserve for employee retirement according to the auditor's advice and paid a special bonus equivalent to 1- month salary to employees in April 2004 in alignment with the dividend payment.

Since there was no other question, the Chairman proposed that the Meeting consider and approve the financial statements for the financial year 2004.

After due consideration, the Meeting approved the financial statements ending 31 December 2003, which had been audited and certified by the auditors with a majority vote of 2,221,257,661 shares (454,600 shares abstained).

**Agenda No. 4 To consider and approve the allocation of profits from the 2004 operating result and the dividend payment**

The Chairman requested the President to provide the details of the allocation of profits and dividend payment.

The President explained that as the Bank's net profit in 2004 was in the amount of Baht 18,489 Million and there was no retained loss, the Bank could pay dividend to its shareholders according to Section 115 of the Public Limited Companies Act B.E. 2535 and the Bank's Articles of Association. In addition, the Bank was required by law to appropriate not less than 5 percent of its annual net profit as a legal reserve fund.

Accordingly, it was proposed that the Meeting consider and approve the allocation of profits from the 2004 operating results in the amount of Baht 18,489 Million and the dividend payment to holders of preferred shares and ordinary shares as follows:

1. appropriation to a legal reserve fund at the rate of 5 percent of the net profit equivalent to Baht 924 Million; and
2. payment of dividends to holders of preferred shares and ordinary shares at the rate of Baht 2.00 per share whereby the share register would be closed to determine the right to receive dividend payment from 12.00 hours of 20 April 2005 and the dividend payment to be made on 28 April 2005.

Certain shareholders raised questions as follows:

1. Was the dividend of Baht 2.00 per share eligible for tax credit?

The President responded that in 2004 the Bank had retained losses carried forward from 1999 which could be deducted from 2004 net profit. Hence the Bank did not have to pay corporate income tax but shareholders could not get tax credit for the dividend paid from the Bank's operating profits. However, the portion of dividend paid from subsidiary and affiliated companies' contributions would be eligible for about Baht 0.02-0.03 tax credit per share.

2. Was there any chance for the Bank to pay dividends twice a year?

The Chairman responded that the Board's policy was to maximize dividend payment based on the Bank's ability to pay. However, whether it would be appropriate and sustainable in the future must also be taken into consideration. The Board would duly consider whether it would be appropriate to pay dividends twice a year.

Since there was no other question, the Chairman proposed that the shareholders consider and approve the said allocation of profits and dividend payment.

After due consideration, the Meeting passed the following resolutions:

1. Approved the allocation of profits from 2004 operating results in the amount of Baht 18,489 Million whereby 5 percent of the net profit equal to Baht 924 Million would be allocated as legal reserve.

2. Approved payment to holders of preferred and ordinary shares at the rate of Baht 2.00 per share. In this regard, the share register book will be closed to determine the right to receive dividend payment from 12.00 hours of 20 April 2005 and the dividend paid on 28 April 2005.

The resolution was unanimously passed with votes of 2,221,712,261 shares.

**Agenda No. 5 To consider and approve the allocation of the directors' bonus and to acknowledge the directors' remuneration**

The Chairman requested Mr. Anand Panyarachun, the Chairman of the Compensation Committee, to provide details of the allocation of the directors' bonus and the directors' remuneration.

The Chairman of the Compensation Committee informed the Meeting that

1. Directors' bonus should be allocated in the manner consistent with dividend payment since it reflects the Board's performance. In 2004, the Board had played crucial roles in the Bank's governance and policy determination, leading to the attainment of Baht 18,489 Million in net profit.

2. The Compensation Committee had accordingly proposed to the Board that the Board propose to the shareholders for approval of payment of directors' bonus at the rate of 0.5 percent of the dividend, the same rate as in 2004, to be allocated to each director equally whereas the bonus payment to directors who did not serve for the full year would be on a pro rata basis.

3. Other existing remuneration for the members of the Board and the Board committees would remain unchanged from those previously approved by shareholders as per details presented in the Meeting. The remuneration of each director for the year 2004 was also disclosed in the 2004 Annual Report.

The Chairman further explained to the Meeting that the Board had endorsed the abovementioned proposal presented by the Chairman of the Compensation Committee.

Since there was no question, the Chairman proposed that the shareholders consider and approve the allocation of the directors' bonus at the rate of 0.5 percent of the amount of dividend, to be allocated to each director equally whereas the bonus payment to directors who did not serve for the full year would be on a pro rata basis.

After due consideration, the Meeting passed the following resolutions:

1. Approved the allocation of directors' bonus at the rate of 0.5 percent of the amount of dividend, to be allocated to each director equally whereas the bonus payment to directors who did not serve for the full year would be on a pro rata basis.

2. Acknowledged the directors' remuneration for year 2005.

The resolution was passed by majority votes of 2,205,959,148 shares (195,000 shares disapproved and 15,558,113 shares abstained).

**Agenda No. 6 To consider and elect directors in replacement of those retired by rotation.**

The Chairman informed the Meeting that in nominating the directors in replacement of those retired by rotation, the Board had assigned the Nomination and Corporate Governance Committee to make the recommendation. In this Meeting, 5 directors required to be retired by rotation were:

- |                                  |                                       |
|----------------------------------|---------------------------------------|
| 1) Khunying Jada Wattanasiritham | 2) M.R. Disnadda Diskul               |
| 3) Mr. John William Hancock      | 4) Mr. Chirayu Isarangkun Na Ayuthaya |
| 5) Mr. Vichit Suraphongchai      |                                       |

As Mr. Anand Panyarachun, The Chairman of the Nomination and Corporate Governance Committee informed the Meeting that the Committee (without the members having interest in this matter) had recommended, pursuant to the nomination criteria, that the 5 directors who retired by rotation, namely 1) Khunying Jada Wattanasiritham 2) M.R. Disnadda Diskul 3) Mr. John William Hancock 4) Mr. Chirayu Isarangkun Na Ayuthaya and 5) Mr. Vichit Suraphongchai be reelected to continue their office. Their profiles and achievements were provided in the attached document.

The Chairman further informed the Meeting that the Board, without any directors having interest in this matter, had considered and endorsed the above proposal made by the Chairman of the Nomination and Corporate Governance Committee.

Since there was no question, the Chairman proposed that the Meeting vote for the reelection of those 5 directors who retired by rotation.

After due consideration, the Meeting, by majority votes, reelected the 5 directors retired by rotation in 2004 namely: 1) Khunying Jada Wattanasiritham 2) M.R. Disnadda Diskul 3) Mr. John William Hancock 4) Mr. Chirayu Isarangkun Na Ayuthaya and 5) Mr. Vichit Suraphongchai to continue their office.

Details of the votes for each director are as follows:

(1) Khunying Jada Wattanasiritham

The Meeting approved the reelection of Khunying Jada Wattanasiritham to continue her office, by majority votes of 2,217,944,781 (726,300 shares disapproved and 3,041,180 shares abstained).

(2) MR. Disnadda Diskul

The Meeting approved the reelection of M.R. Disnadda Diskul to continue his office, by majority votes of 2,217,944,781 (726,300 shares disapproved and 3,041,180 shares abstained).

(3) Mr. John William Hancock

The Meeting approved the reelection of Mr. John William Hancock to continue his office, by majority votes of 2,217,770,781 (726,300 shares disapproved and 3,215,180 shares abstained).

(4) Mr. Chirayu Isarangkun Na Ayuthaya

The Meeting approved the reelection of Mr. Chirayu Isarangkun Na Ayuthaya to continue his office, by majority votes of 2,217,944,781 (726,300 shares disapproved and 3,041,180 shares abstained).

(5) Mr. Vichit Suraphongchai

The Meeting approved the reelection of Mr. Vichit Suraphongchai to continue his office, by majority votes of 2,217,944,781 (726,300 shares disapproved and 3,041,180 shares abstained).

**Agenda No. 7 To consider and approve the issuance of debentures and/or subordinated debentures and/or short term debentures and/or other types of debentures in the amount not exceeding Baht 40,000 Million or equivalent in other currencies.**

The Chairman requested the President to provide details of the proposed issuance of debentures and/or subordinated debentures and/or short term debentures and/or other types of debentures in the amount not exceeding Baht 40,000 Million or equivalent in other currencies.

The President proposed to the Meeting that the Extraordinary Meeting of Shareholders No. 1/1999 held on 10 March 1999 had authorized the Bank to issue debentures and/or subordinated debentures and/or other types of debentures in the amount not exceeding USD 2,000 Million or equivalent in other currencies. Although only Baht 6,416 Million had been issued during 1999-2000, it had been several years since the authorization was given. Therefore, it would be appropriate to seek a fresh



authorization from the shareholders for the debenture issuance so as to provide new criteria for the debenture issuance depending on market circumstances at the time.

Accordingly, it was proposed that the shareholders authorize the Bank to issue debentures and/or subordinated debentures and/or short term debentures and/or other types of debentures in the amount not exceeding Baht 40,000 Million or equivalent in other currencies whereby no debentures would be issued pursuant to the aforementioned resolution of the Extraordinary Meeting of Shareholders No. 1/1999. Details of the proposal were provided in the Notice of this Meeting.

A certain shareholder asked why the Bank wanted to issue debentures as coupon rate was higher than deposit rate.

The President responded that debentures' definite duration would facilitate the Bank's operations and the Bank could determine the amount of issue to suit credit extension requirements.

After due consideration, the Meeting resolved to authorize the Bank to issue debentures and/or subordinated debentures and/or short term debentures and/or other types of debentures in the amount not exceeding Baht 40,000 Million or equivalent in other currencies. Details are as follows:

- Type : All types of debentures.  
(short-term debentures and/or subordinated or unsubordinated debentures and/or with or without debentures holders representative and/or secured or unsecured debentures)
- Currency : Thai Baht and/or any other foreign currencies.
- Amount : Not exceeding Baht 40,000 Million or equivalent in any other foreign currencies.
- Offering for Sale : Offering for sale in Thailand and/or overseas to specific investors and/or institutional investors in accordance with the SEC's notification and/or to general public and/or existing shareholders, all of which may be issued and offered for sale within one time or several times as the Bank may deem appropriate.
- Other Conditions : The Board of Directors and/or persons designated by the Board of Directors are authorized to prescribe other details of the debentures; such as, type, collateral, currency, amount, duration, denomination value, issuing price, coupon rate, redemption rights, duration of the program and/or to set forth amount of revolving fund in case of short-term debentures, method and duration for issuance and offer for sale, as well as to prescribe any criteria, condition and details or to perform any acts and things in connection thereto as it may deem appropriate, all of which pursuant to the applicable laws, rules and regulations.

The resolution was approved by majority votes of 2,221,542,261 shares which were more than three quarters of the shareholders attending and eligible to vote (170,000 shares abstained).

**Agenda No. 8 To consider and approve the appointment of the auditor and fix the auditing fees.**

The Chairman requested Mr. Maris Samaram, the Chairman of the Audit Committee to provide details of the proposed appointment of the auditor and the auditing fees.

The Chairman of the Audit Committee, proposed to the Meeting that the Committee had selected the Bank's auditor for the year 2005 and recommended the Board to propose to the Meeting for their consideration as follows:

1) To appoint Deloitte Touche Tohmatsu Jaiyos Co., Ltd. by Dr. Suphamit Techamontrikul, License No. 3356, or Mr. Niti Jeungnijirun, License No. 3809, or Mr. Permsak Jerajakwattana, License No. 3427, as the Bank's auditor for the fiscal year 2005.

2) To fix the auditing fee and other fees at Baht 10.2 Million consisting of Baht 7.3 Million for auditing the Bank's accounts and Baht 2.9 Million for auditing the accounts of the Bank's foreign branches. The said fees were based on the current market rates.

Since there was no question, the Chairman proposed that the Meeting vote on the appointment of the auditor and the auditing fees.

After due consideration, the Meeting resolved to approve

1. The appointment of Deloitte Touche Tohmatsu Jaiyos Co., Ltd. by Dr. Suphamit Techamontrikul, License No. 3356, or Mr. Niti Jeungnijirun, License No. 3809, or Mr. Permsak Jerajakwattana, License No. 3427, as the Bank's auditor for the fiscal year 2005.

2. The auditing fee and other fees in the amount of Baht 10.2 Million consisting of Baht 7.3 Million for auditing the Bank's accounts and Baht 2.9 Million for auditing the accounts of the Bank's foreign branches.

The resolution was approved by majority votes of 2,220,636,211 shares (1,076,050 shares disapproved).

**Agenda No. 9 To consider and approve the amendment to Clause 4 of the Bank's Memorandum of Association**

The Chairman requested the President to provide details of the proposed amendment to the Bank's Memorandum of Association to be consistent with the conversion of preferred shares into ordinary shares in 2004.

The President explained that the Bank had issued preferred shares in the amount of 6,191,239,927 shares and that according to the Memorandum of Association, holders

of preferred shares may, in every 3 months, exercise their rights to convert preferred shares into ordinary shares. In year 2004, 233,169,500 preferred shares were converted into ordinary shares. Pursuant to the rule prescribed by the Ministry of Commerce, it was therefore proposed that the shareholders approve the amendment to Clause 4 of the Bank's Memorandum of Association in order for it to be consistent with the conversion of preferred shares into ordinary shares.

Since there was no question, the Chairman proposed that the Meeting vote on the amendment to Clause 4 of the Bank's Memorandum of Association.

After due consideration, the Meeting approved 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 to ordinary shares, by deleting the original provision and replacing it by the following provision:

“Clause 4	The registered capital	Baht 70,000,000,000	(Seventy Thousand Million Baht)
	Dividing into	7,000,000,000 shares	(Seven Thousand Million shares)
	at par value per share of	Baht 10	(Ten Baht)
	consisting of: Ordinary shares	1,778,241,861 shares	(One Thousand Seven Hundred Seventy Eight Million Two Hundred Forty One Thousand Eight Hundred and Sixty One shares)
	and Preferred shares	5,221,758,139 shares	(Five Thousand Two Hundred Twenty One Million Seven Hundred Fifty Eight Thousand One Hundred and Thirty Nine shares)”

The resolution was passed by majority votes of 2,199,884,761 shares which were more than three quarters of the shareholders attending and eligible to vote (21,827,500 shares abstained).

#### **Agenda No. 10 To consider other business (if any)**

The following questions and comments were raised by certain shareholders:

1. The design of the annual report looked attractive. The texts on certain pages should be improved to enhance readers' understanding.

The Chairman responded that the remark was noted and would be considered in the preparation of future annual reports.

2. A suggestion that the Bank should undertake research studies and disseminate the studies to the public or it should support external research projects.

The Chairman responded that the Bank's research studies were for internal use, certain studies were submitted to the Board quarterly. However, they were not available to the public. In regard to supporting external research projects, it was the Bank's policy to take care of interested parties including its shareholders, customers, employees and the public. The Bank was willing to support good research projects as part of its policy on social responsibility.

3. An inquiry regarding the Bank's policy on counter service for retail customers at branches.

The President responded that all customers were welcomed. To enhance customers' convenience and speed of service, the Bank had installed equipment to facilitate provision of banking services in addition to providing counter service and to reduce the time in queuing for counter service.

4. A suggestion that a limit should be set on each director's term in that he should not serve more than certain consecutive terms.

The Chairman responded that the Nomination and Governance Committee would take the suggestion into further consideration.

Since there was no other question, the Chairman expressed his gratitude to the shareholders for attending the Meeting and for their views and suggestions which the Board would take into consideration, and he declared the Meeting closed.

The Meeting was adjourned at 12.40 hours.

(Mr. Chirayu Isarangkun Na Ayuthaya)

**Chairman**

(Mrs. Siribunchong Uthayophas)

**Company Secretary**