



ธนาคารไทยพาณิชย์
SIAM COMMERCIAL BANK

- Translation -

BSS. 520007

23 February 2009

Subject: Dividend Payment and Schedule for the Annual General Meeting of Shareholders

The President

The Stock Exchange of Thailand

Dear Madam,

At its Meeting No. 2/2009 held on 23 February 2009, the Board of Directors of the Siam Commercial Bank Public Company Limited passed the following resolutions:

1. The Board of Directors passed a resolution to recommend the shareholders to approve the dividend payment for shareholders holding preferred shares and ordinary shares at the rate of Baht 2.00 per share. In this connection, the Bank will close the share register book suspending any transfer of shares to determine and identify the shareholders entitled to dividend payment on 20 April 2009 and the dividend payment will be paid on 28 April 2009.
2. The Annual General Meeting of Shareholders No. 186 will be held on 3 April 2009 at 10.00 a.m. at Mahisorn Hall, Siam Commercial Bank, Head Office, 9 Rutchadapisek Road, Jatujak, Bangkok to consider the following agenda:-
 - (1) To consider and approve the Minutes of the Annual General Meeting of Shareholders No. 185 held on 3 April 2008.
 - (2) To acknowledge the Annual Report prepared by the Board of Directors.
 - (3) To consider and approve the financial statements for the financial year 2008 ended 31 December 2008.

It is recommended by the Board of Directors to propose to the shareholders that the shareholders should consider and approve the financial statements for the financial year 2008 ended 31 December 2008 which have already been audited and certified by the auditors of the Bank.

- (4) To consider and approve the allocation of profits and dividend payment from the Bank's operational result of year 2008.

It is recommended by the Board of Directors that the allocation of profits for the financial year 2008 in the amount of Baht 21,499 million (according to the Bank's unconsolidated financial statements) as a legal

reserved fund at the rate of 5 percent of the Bank's net profits or equivalent to Baht 1,075 million should be proposed to the shareholders for their approval. With respect to the dividend payment, the Board of Directors deems appropriate to propose to the shareholders for their approval in respect of dividend payment from the Bank's operational results in year 2008 to holders of preferred and ordinary shares at the rate of Baht 2.00 per share (which is equal to the dividend payment from the Bank's operational results in the financial year 2007 at the rate of Baht 2.00 per share) amounting to a total of Baht 6,798 million equal to 32 percent of the Bank's consolidated net profits for the year 2008 which is line with the Bank's dividend payment policy.

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 17 April 2009. The list of shareholders shall be collected in accordance with Section 225 of the Securities and Exchange Act, B.E. 2535 by closing the shareholders registration books for suspension of share transfer on 20 April 2009. The shareholders may request to receive such dividend within a period of 10 years and the dividend payment shall be made on 28 April 2009.

- (5) To consider and approve the distribution of directors' remuneration and the allocation of directors' bonus for the year 2009.

The Board of Directors concurred with the recommendation given by the Compensation Committee that the remuneration of the directors and members of the Bank's board committees for the year 2009 and the allocation of the director's bonus for the year 2008 performance are as follows:

1. Payment for each director's remuneration for the year 2009: at the current rates, i.e. Baht 1.2 million per year and, in case of the Chairman, 1.5 times of the director's remuneration, amounting to Baht 1.8 million per year, to be paid quarterly.

2. Payment for each member of the Bank's board committees' remuneration for the year 2009: at the current rates, details as per attachment 1.

3. Bonus payment for directors for the year 2008 performance: The allocation of bonus to directors should be consistent with the dividend payment to the shareholders. Since the Board of Directors played an important role in fixing the policies and monitoring the Bank's operation, resulting to the Bank's earning of a net profit of Baht 21,291 million in the year 2008 (according to the consolidated financial statements); therefore, it is recommended that the shareholders approve the allocation of the director's bonus at the rate of 0.5 percent of the dividend, which is the same rate as that of the years 2004 – 2007, amounting to Baht 33.99 million, which will be allocated to each director at the discretion of the Board of Directors.

- (6) To consider and elect the directors in replacement of those retired by rotation.

The Board of Directors (exclusion of interested directors) considered the matters proposed by the Nomination and Corporate Governance Committee and was of the view that such 4 directors retired by rotation in 2009 namely (1) Mr. Vichit Suraphongchai (2) Mr. Bodin Asavanich (3) Mr. Maris Samaram (4) Mr. Tiraphot Vajrabhaya should be re-elected to continue their offices, and Miss Supa Piyajitti should be appointed to become director in replacement of Mrs. Puntip Surathin who has resigned from the directorship.

- (7) To consider and appoint the auditors and fix the auditing fee.

The Board of Directors concurred with the Audit Committee's recommendation and was of the view that the appointment of the auditors from KPMG Poomchai Company Limited, namely Mr. Therdthong Thepmangkorn with his license no. 3787, or Mr. Suphot Singhasaneh with his license no. 2826, or Miss Somboon Supasiripinyo with her license no. 3731, as the auditors of the Bank for the financial year 2009, and that the auditing and other examination fees in the total amount of Baht 12.63 million, should be approved, and that the auditing fee in respect of the Bank's subsidiaries in the total amount of Baht 10.06 million should be acknowledged by the shareholders, respectively. Conclusively, the aggregate audit fees in respect of the Bank and its subsidiaries in the financial year 2009 is Baht 22.69 million.

- (8) To consider and approve the Bank's Articles of Association

The Board of Directors passed a resolution to recommend the Shareholders that the amendments to the Bank's Articles of Association should be approved as follows:

1. Article 1 (Definitions)
2. Article 9 (Restriction on Foreign Shareholding)
3. First paragraph of Article 17 (Directors to be Retired by Rotation)
4. Article 23 (Power and Duty of the Board of Directors)
5. Article 30 (Authorized Signatories)

Details as per attachment 2.

- (9) 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 2008.

The Board of Directors passed a resolution that the amendment to Clause 4 of the Bank's Memorandum of Association should be approved in order for it to be in line with said conversion of preferred shares into ordinary shares which the existing languages would be deleted and replaced with the following languages:

"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	Baht 10	(Ten Baht)
	share of		
	Consisting of	2,508,377,163 shares	(Two Thousand Five Hundred Eight Million
	ordinary shares of		Three Hundred Seventy Seven Thousand
			and One Hundred Sixty Three shares)
	and		
	preferred shares of	4,491,622,837 shares	(Four Thousand Four Hundred and Ninety
			One Million Six Hundred Twenty Two
			Thousand and Eight Hundred and Thirty
			Seven shares)"

3. 13 March 2009 is the date set by the Bank for determination of the shareholders entitled to attend the Annual General Meeting of Shareholders No. 186 and such names of shareholders will be collected pursuant to Section 225 of the Securities and Exchange Act B.E. 2535 by way of closing the shareholders register book for suspension of any shares transfer on 16 March 2009.

This notice of the Board of Directors' resolutions regarding the dividend payment, the date of the Annual General Meeting is posted on the website (www.scb.co.th) under "Investor Relations". The notice for calling the Annual General Meeting of Shareholders No.186 will be posted on the website from 27 February 2009. And the actual notice for calling the Annual General Meeting of Shareholders No. 186, the 2008 Annual Report, and the proxy forms will be sent by registered post to shareholders whose names are on the shareholders register book on 16 March 2009 which are the shareholders entitled to attend such meeting.

Please be informed accordingly.

Yours sincerely,

The Siam Commercial Bank Public Company Limited



(Mrs. Kannikar Chalitaporn)

President

Board Secretariat and Shareholder Services Office

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Remuneration of Director and Board Committee Members and the Allocation of Director's Bonus

1. Remuneration of Board Members : Payable quarterly

Unit : Baht/person/month

Board Members	Chairman		Member	
	Monthly Fee	Attendance Fee	Monthly Fee	Attendance Fee
Year 2009 (Proposed year)	150,000	-	100,000	-
Year 2008	150,000	-	100,000	-

2. Remuneration of Board Committee Members : Attendance fee is payable per presence at the meeting. (The Board Committees consist of: The Executive Committee, The Audit Committee, The Nomination and Corporate Governance Committee, The Compensation committee, and The Corporate Social Responsibility Committee)

Unit : Baht/person/month

	Chairman		Member	
	Monthly Fee	Attendance Fee	Monthly Fee	Attendance Fee
<u>The Executive Committee</u>				
Year 2009 (Proposed year)	-	-	150,000	-
Year 2008	-	-	150,000	-
<u>The Audit Committee</u>				
Year 2009 (Proposed year)	75,000	15,000	50,000	10,000
Year 2008	75,000	15,000	50,000	10,000
<u>The Nomination and Corporate Governance Committee</u>				
Year 2009 (Proposed year)	30,000	15,000	20,000	10,000
Year 2008	30,000	15,000	20,000	10,000
<u>The Compensation Committee</u>				
Year 2009 (Proposed year)	30,000	15,000	20,000	10,000
Year 2008	30,000	15,000	20,000	10,000

Unit : Baht/person/month

	Chairman		Member	
	Monthly Fee	Attendance Fee	Monthly Fee	Attendance Fee
<u>The Corporate Social Responsibility Committee</u>				
Year 2009 (Proposed year)	30,000	15,000	20,000	10,000
Year 2008	30,000	15,000	20,000	10,000

- Remarks:
1. The Nomination, Compensation, and Corporate Governance Committee was divided into the Nomination and Corporate Governance Committee and the Compensation Committee, effective 1 May 2008, to enhance their effectiveness and better define the roles of each committee, according with the resolution of the Board Meeting no. 5/2008 dated 21 April 2008. The total sum of remuneration is the same as that for the Nomination, Compensation, and Corporate Governance Committee, approved at the Annual General Meeting of Shareholders on 3 April 2008.
 2. A director who is an executive of the Bank does not receive the remuneration for being a Board Committee Member, according to the resolution of the 2007 AGM dated 5 April 2007. The Chairman of the Executive Committee has been regarded as the director being executive of the Bank since 1 February 2007.
 3. Directors' bonus : The directors' bonus should be allocated in the manner consistent with that of the dividend payment to the shareholders, and allocated among the directors at the Board's discretion.

The allocation of director's bonus for the year 2009 (the proposed year)	The allocation of director's bonus for the year 2008
0.5% of Dividend, being Baht 33.99 million	0.5% of Dividend, being Baht 33.99 million

Issues of the Bank's Articles of Association for which the Amendments are Required

Previous Languages	New Languages	Rationale
<p>1. Article 1. (Definitions)</p> <p>" "Laws" means laws governing public company limited, laws governing <u>commercial banking</u>, laws governing securities and securities exchange, including other laws that may be applied or that is related to the operation of the Company."</p>	<p>- will be amended to read:</p> <p>" "Laws" means laws governing public company limited, laws governing <u>financial institutions</u>, laws governing securities and securities exchange, including other laws that may be applied or that is related to the operation of the Company."</p>	<p>- This amendment is required in order for it to be in line with the Financial Institutions Act, B.E. 2551 (A.D. 2008) which replaces the Commercial Banking Act, B.E. 2505 (A.D. 1962).</p>
<p>2. Article 9. (Restriction on Foreign Shareholding)</p> <p>"Article 9. The shares of the Company are transferable without limitation but the Company may reserve the right neither to take registration of transfer nor to proceed with any actions required by laws including suspension of the right to exercise or withhold any rights as shareholders for shares held beyond the amount specified hereunder, when it appears that such transfer causes or shall cause:</p> <p>(1) The Company to lose any rights or benefits which may be vested by laws,</p> <p>(2) Aliens to hold more than 25 percents of all the issued shares <u>unless the holding of shares by aliens is otherwise permitted by the Ministry of Finance with the recommendation of the Bank of Thailand</u> pursuant to the law governing commercial banks, or</p> <p>(3) Any one person to hold the shares of the Company beyond the number specified by laws."</p>	<p>- will be amended to read:</p> <p>"Article 9. The shares of the Company are transferable without limitation but the Company may reserve the right neither to take registration of transfer nor to proceed with any actions required by laws including suspension of the right to exercise or withhold any rights as shareholders for shares held beyond the amount specified hereunder, when it appears that such transfer causes or shall cause:</p> <p>(1) The Company to lose any rights or benefits which may be vested by laws,</p> <p>(2) <u>Non-Thai nationality person</u> to hold more than 25 percents of all the issued and <u>voting shares</u>, <u>unless otherwise permitted by the law governing financial institutions</u>, or</p> <p>(3) Any one person to hold the shares of the Company beyond the number specified by laws."</p>	<p>- This amendment is required in order for it to be in line with Section 16 of the Financial Institutions Act, B.E. 2551 (A.D. 2008).</p>

Issues of the Bank's Articles of Association for which the Amendments are Required

Previous Languages	New Languages	Rationale
<p>3. First paragraph of Article 17. (Directors to be Retired by Rotation)</p> <p>" Article 17. At every annual general meeting, <u>one-third of the directors during such time shall retire from office.</u> If the number of directors to retire from office is not a multiple of three, <u>then the number nearest to, but not exceeding one-third, shall be applied.</u>"</p>	<p>- will be amended to read:</p> <p>" Article 17. At every annual general meeting, <u>one-third of the directors shall retire from office.</u> If the number of directors to retire from office is not a multiple of three, <u>then the number nearest to one-third shall be applied.</u>"</p>	<p>- This amendment is required in order for it to be in line with paragraph 2 of Section 71 of the Public Limited Companies Act, B.E. 2535 (A.D. 1992).</p>
<p>4. Article 23. (Power and Duty of the Board of Directors)</p> <p>"Article 23. The Board of Directors shall perform the duties and manage the Company in accordance with the law, objectives, and the Articles of Association of the Company as well as resolutions of the shareholders meeting."</p>	<p>- will be amended to read:</p> <p>"Article 23. The Board of Directors shall perform the duties and manage the Company in accordance with the law, the objectives, the Articles of Association of the Company, and <u>the resolutions of the Board of Directors</u> as well as resolutions of the shareholders meeting."</p>	<p>- This amendment is required in order for it to be in line with Section 89/7 of the Securities and Exchange Act, B.E. 2535 (A.D. 1992) (as amended by the Securities and Exchange Act (No. 4), B.E. 2551 (A.D. 2008).</p>
<p>5. Article 30. (Authorized Signatories)</p> <p>"Article 30. <u>The Chairman</u>, the Chairman of the Executive Committee, the President and Chief Executive Officer or any other two director/s designated by the Board of Directors is/are authorized to place his/their signature/s on behalf of the Company.</p> <p>The Board of Directors may designate and change the names of the directors who are authorized to sign on behalf of the Company, including prescribing the conditions of such authority."</p>	<p>- will be amended to read:</p> <p>"Article 30. The Chairman of the Executive Committee, the President and Chief Executive Officer or any other two director/s designated by the Board of Directors is/are authorized to place his/their signature/s on behalf of the Company.</p> <p>The Board of Directors may designate and change the names of the directors who are authorized to sign on behalf of the Company, including prescribing the conditions of such authority."</p>	<p>- The amendment is for the purposes that the Chairman of the Board of Directors will no longer be an authorized person to place his/her signature on behalf of the Company, which is one of the qualifications of an independent director as required by good governance rules of listed companies, which set out that the Chairman of the Board of Directors should be selected from independent directors and each of independent directors must not be the director authorized to sign on any document on behalf of the Company.</p>