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BSS. 5-560158

30 September 2013

The President

The Stock Exchange of Thailand

Re: Invitation to Shareholders to Propose Questions, Agenda Items and Candidates for Directorship in Advance of AGM


Dear Sir,

In accordance with the good corporate governance practice relating to the treatment of shareholders' rights, The Siam Commercial Bank Public Company Limited ("the Bank") would like to invite the shareholders to propose questions and agenda items for the 2014 Annual General Meeting of Shareholders, as well as to nominate a qualified candidate to be elected as the Bank's director during 1 October – 31 December 2013, details of which are attached hereto. In this connection, such invitation will be released and posted on the Bank's website at www.scb.co.th.

Respectfully yours,

The Siam Commercial Bank Public Company Limited

(Mrs. Siribunchong Uthayophas)

Company Secretary 

Board Secretariat and Shareholder Services

Tel. 0 2544 4222, 0 2544 4213, 0 2544 7156

**Invitation to Shareholders to Propose Questions, Agenda Items and Candidates for Directorship
in Advance of AGM**

As The Siam Commercial Bank Public Company Limited (the "Bank") has a strong intention to proceed its business under the good corporate governance principle in which the equitable treatment to shareholders is included, the Bank's shareholders are invited to propose the following matters in advance of annual general meeting of shareholders ("AGM"):

1. Questions;
2. Agenda items to be included in the AGM considered as important and beneficial; and
3. Qualified candidates for directorship.

Qualifications of Shareholders Entitled to Submit the Aforementioned Proposals: Being shareholders who have held the Bank's shares for a minimum period of 12 consecutive months prior to the date of submission of the proposal.

Submission Period: During 1 October – 31 December 2013

Submission Channels: 1. E-mail: company.secretary@scb.co.th; or
2. Post: Company Secretary
Board Secretariat and Shareholder Services
The Siam Commercial Bank Public Company Limited, Head Office
9 Ratchadapisek Road, Jatujak
Bangkok 10900

Required Documents & Information: To assist the Board's consideration on the proposal, the following information are required to be given together with the proposal:

1. The name, address, and telephone number of the shareholder who submit the proposal together with a certified true copy of personal identification card;
2. Document evidencing shareholding period; such as, share certificates, or letters of confirmation issued by a broker;
3. Objectives and details of the proposal to assist the Board's consideration; such as, fact, rationale, issue at stake, and benefit to the Bank; and
4. As for proposal to nominate candidates for directorship, the personal profile, work experience (CV), address, and telephone number of each of the candidates, and the candidate's written consent to the nomination. Any candidate to be proposed for being a director of the Bank must have appropriate qualifications as required by related laws, i.e., the Financial Institutions Business Act B.E. 2551, the Securities and Exchange Act B.E. 2535, the Public Limited Companies Act B.E. 2535, including other applicable laws, rules and regulations. (Details on qualifications and prohibited characteristics of a director are as per attachment.)

Process: The Nomination, Compensation and Corporate Governance Committee will consider and screen the shareholders' proposals, which include questions, agenda items, and candidates for directorship, and propose them to the Board for consideration prior to proceeding with the further steps.

Conditions: The Board of Directors has the right to refuse to incorporate the proposal submitted by the shareholder to the Board into the AGM meeting agenda in case of any of the following events:

1. The shareholder is not qualified as an eligible shareholder who is entitled to submit the proposal.
2. The proposal is related to the Bank's ordinary business operations and the fact given by the shareholder does not indicate any reasonable ground to believe that there is an irregularity of or to consider such matter.
3. The proposal is beyond the Bank's power to proceed as proposed.
4. The proposal is the same as that previously submitted to the shareholders' meeting for consideration within the last 12 months and received the supporting votes less than 10% of the total number of the Bank's voting rights, and there is no change in any material respect of the fact pertaining to the proposal.
5. Any other reason which the Board of Directors is of the view that it is not necessary to incorporate the proposal into the agenda of the shareholder meeting where the Board can explain to the shareholders as to such unnecessary.

With respect to the proposal to nominate candidates for directorship, in addition to the screening process to be conducted by the Nomination, Compensation, and Corporate Governance Committee and the Board of Directors, the Bank is also required to propose the candidate's CV and qualification to the Bank of Thailand for approval, and to the Securities and Exchange Commission for their qualification reviewing where such candidate must be qualified pursuant to the applicable laws.

Decision Announcement: the Bank's decision on acceptance of the proposal for agenda items and candidates for directorship will be released after the Board meeting, which will be held during January to February 2014. Accepted agenda item will be included in the Notice of the Annual General Meeting of Shareholders No.191.

Director's Qualifications According to the Public Limited Companies Act B.E. 2535

Section 68 A director shall be natural person and shall:

- (1) be sui juris;
- (2) not be bankrupt, incompetent or quasi-incompetent;
- (3) has never been imprisoned on the court's final judgment for an offense relating to property committed with dishonest intent;
- (4) have never been dismissed or removed from government service, or a government organization, or a government agency in punishment of dishonesty in performing the duties.

Director's Qualifications According to the Financial Institution Businesses Act B.E. 2551

Section 24 No financial institution shall appoint or allow any person with any of the following qualifications to be or perform the duty of a director, a manager, a person with management authority or an advisor to the financial institution.

- (1) Being bankrupt or having been discharged from bankruptcy for less than five years.
- (2) Having been imprisoned by a final court judgment for an offense related to property committed with dishonest intent regardless of whether the penalty is pending or not.
- (3) Having been dismissed or discharged from government service, state organization or agency on a charge of dishonest act in office.
- (4) Having been a person with management authority holding a position of a financial institution during the period which its license is withdrawn.
- (5) Having been removed from the position of director, manager of person with management authority of a financial institution under Section 89 (3), Section 90 (4) or under the law governing securities and exchange unless a waiver is granted by the Bank of Thailand.
- (6) Concurrently being a director, a manager, an officer, or a person with management authority of any other financial institution unless a waiver is granted by the Bank of Thailand.
- (7) Being a manager or a person with management authority besides the position of director of a company being granted credits, guarantee, or aval by, or having contingent liabilities at the financial institution unless:
 - (a) Being a non-executive director or advisor to the financial institution;
 - (b) Being exempted in accordance with the regulations as prescribed by the Bank of Thailand.
- (8) Being a political official, a member of the parliament, a senator, a member of district legislature, a district administrator or person holding any political position as prescribed by the Bank of Thailand.

- (9) being a person not having educational qualification, work experience or other qualification as specified in the notification of the Capital Market Supervisory Board;
- (10) having other prohibited characteristics as specified in the notification of the Capital Market Supervisory Board.

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| Director's Qualifications According to Other Related Notifications |
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1. The Bank of Thailand's Notification No. Sor Nor Sor. 13/2552 Re: Governance Guideline for Financial Institutions.
2. The Bank of Thailand's Notification No. Sor Nor Sor. 13/2554 Re: Summary of Approval Process to Appoint Directors, Executives and Persons with Managing Authorities or Advisors to Financial Institutions.
3. Capital Market Supervisory Board's Notification No. Thor Thor/Nor/Khor. 37/2553 Re: Forbidden Characteristics of Personnel in Capital Market Business, and Capital Market Supervisory Board's Notification No. Thor Thor/Nor/Khor. 23/2554 Re: Forbidden Characteristics of Personnel in Capital Market Business (No.2).
4. Capital Market Supervisory Board's Notification No. ThorThor/Nor/Khor. 58/2552 Re: Prohibited Qualifications and Characteristics of Directors and Executives of Securities Company (Codified) .
5. Capital Market Supervisory Board's Notification No. ThorThor/Nor/Khor. 87/2552 Re: Prohibited Qualifications and Characteristics of Directors and Executives of Company Conducting Derivatives Business (Codified)
6. Notification of the Securities and Exchange Commission No. KorChor. 8/2553 Re: Determination of Untrustworthy Characteristics of Company Directors and Executives
7. Capital Market Supervisory Board's Notification No. TorJor. 28/2551 Re: Request and Approval for New Securities Offering (Qualifications in case of being Independent Director and/or Audit Committee).