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BSS. 5-590275

30 September 2016

Subject: Invitation to Shareholders to Propose Questions, Agenda Items and Candidates for Directorship in Advance for the 2017 Annual General Meeting of Shareholders

Attn.: The President
The Stock Exchange of Thailand

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, during 1 October – 31 December 2016, questions and agenda items as well as to nominate qualified candidates to be elected as the Bank's directors, for the 2017 Annual General Meeting of Shareholders, 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. Wallaya Kaewrungruang)

Company Secretary

Board Secretariat and Shareholder Services Division

Tel. 0 2544 7156, 0 2544 1165 

**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 meet any of the following eligibility criteria:

1. Being a shareholder or a group of shareholders whose aggregate holding of the Bank’s shares is **not less than** 5 percent of the total voting rights; or
2. Being a shareholder or a group of shareholders whose aggregate holding of the Bank’s shares is **less than** 5 percent of the total voting rights, but each of such shareholders must 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: 1 October – 31 December 2016

Submission Channels: 1. E-mail: company.secretary@scb.co.th

2. Post: Company Secretary

Board Secretariat and Shareholder Services Division, 21st Floor, Zone A
The Siam Commercial Bank Public Company Limited, Head Office
9 Rutchadapisek Road, Jatujak, Bangkok 10900

Required Documents & Information: To assist the Board of Directors’ (the “Board”) consideration of the proposal, the following information is required to be given together with the proposal:

1. The name, address, and telephone number of the shareholder who submits 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. With respect to the shareholder’s proposal to nominate a candidate for directorship, the shareholder is required to submit a letter indicating the nominated candidate’s consent to the consideration of his/her qualifications for the election as a director, including related documents such as curriculum vitae and documentary evidence showing education, training, work experience, and contact address and telephone number etc. of the nominated candidate.

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.

The Bank is also required to propose the nominated candidate's curriculum vitae and qualifications to the Bank of Thailand for endorsement, and to the Securities and Exchange Commission for the qualification review.

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

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 grounds to believe that there is an irregularity 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 of 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 is of the view that it is not necessary to incorporate the proposal into the agenda of the shareholders' meeting where the Board can explain to the shareholders as to such unnecessary.
6. The candidates nominated for directorship lack qualifications which are required by applicable laws or regulatory rules or do not possess desired qualifications such as lack of experience, knowledge, ability or field expertise that is considered beneficial or necessary for the Bank's business.

(Details about qualifications and prohibited characteristics of a director are as per Attachment.)

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 2017. In case that the Board agreed with the proposed matter, it will be included as an agenda item in the Notice of the Annual General Meeting of Shareholders No.194.

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

Section 68 A director shall be natural person and shall:

- (1) Being sui juris;
- (2) Not being bankrupt, incompetent or quasi-incompetent;
- (3) Having never been imprisoned on the court's final judgment for an offence relating to property committed with dishonest intent;
- (4) Having never been dismissed or removed from government service, or a government organization, or a government agency in punishment for 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 sentenced to imprisonment by a court's final judgment for an offence relating to property committed with dishonest intent regardless of whether the penalty is pending or not.
- (3) Having been dismissed or discharged from government service, a government organization, or a government agency in punishment for dishonesty in performing the duties.
- (4) Having been a person with management authority holding a position of a financial institution during the period which its license is revoked.
- (5) Having been removed from the position of director, manager or person with management authority of a financial institution under Section 89 (3), or 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 of 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 an official or a former official of the Bank of Thailand in accordance with the regulation prescribed in the notification of the Bank of Thailand, except in the case where appointed by the Bank of Thailand for the purpose of rectifying the financial standing or operation of the financial institution, or holding a position with a financial institution which is a state enterprise in accordance with the law on budget procedures. Moreover, such official of the Bank of Thailand or former official of the Bank of Thailand, who is still prohibited from accepting a position under the regulation prescribed by the Bank of Thailand, shall not be entitled to receive any rights to purchase shares in such financial institution.
- (10) Being a person having any prohibited characteristics or lacking any qualifications as prescribed by the Bank of Thailand.

Director's Qualifications According to the Securities and Exchange Act B.E. 2535

Section 103 Any securities company shall not appoint or allow any person with any of the following prohibited characteristics to be or to perform the duty of a director, a manager or a person with management authority, or an advisor:

- (1) Being or having been a bankrupt;
- (2) Having been imprisoned on the court's final judgment for an offence relating to property committed with dishonest intent;
- (3) Having been a director, a manager or a person with management authority of a financial institution whose license has been revoked, unless an exemption has been granted by the Capital Market Supervisory Board;
- (4) Being a director, a manager or a person with power of management of any other securities companies, unless it is exempted under the rules, conditions and procedures as specified in the notification of the Capital Market Supervisory Board;
- (5) Having been removed from the position of chairman, director or manager in accordance with Section 144 or Section 145 or in accordance with the provisions of other laws;
- (6) Being a political official;
- (7) Being a government official with responsibility to supervise securities companies, an officer of the Bank of Thailand or of the SEC Office, except in cases where:

- (a) An appointment is made with the approval from the Capital Market Supervisory Board for the purpose of assisting in the operation of a securities company; or
 - (b) An appointment is made in accordance with Section 145;
 - (c) The securities company is a state enterprise in accordance with the law on budget procedures.
- (8) - Cancelled –
 - (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.

Director's Qualifications According to Other Relevant Notifications
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1. Bank of Thailand's Notification No. SorNorSor. 13/2552 Re: Governance Guideline for Financial Institutions
2. Bank of Thailand's Notification No. SorNorSor. 13/2554 Re: Approval Criteria for Appointment of Directors, Managers, Persons with Management Authority or Advisors of Financial Institutions
3. Capital Market Supervisory Board's Notification No. TorLorThor. 8/2557 Re: Rules on Personnel in Capital Market Business
4. Securities and Exchange Commission's Notification No. GorJor. 8/2553 Re: Determination of Characteristics Indicating Untrustworthiness of Company's Directors and Executives
5. Capital Market Supervisory Board's Notification No. TorJor. 28/2551 Re: Application for Approval and Granting of Approval for Sale of Newly Issued Shares (Qualifications in case of Being Independent Director and/or Audit Committee Member).