



BSS. 5-580204

2 April 2015

Re: Notification of Resolutions of the Annual General Meeting of Shareholders of The Siam Commercial Bank Public Company Limited No. 192

To: The President  
The Stock Exchange of Thailand

Dear Madam,

The Annual General Meeting of Shareholders of The Siam Commercial Bank Public Company Limited No. 192, held on Thursday 2 April 2015 at 10:00 hours, has passed the following resolutions:

1. Acknowledged the annual report of the Board of Directors.
2. Approved the audited financial statements for the year ended 31 December 2014.

The resolution was passed by the unanimous votes of the shareholders who attended the meeting and cast their votes as follows:

Approved	2,816,663,634 votes	equivalent to	100.00%
Disapproved	0 votes	equivalent to	0.00%
and Abstained	4,895,200 votes		

3. Approved the dividend payment from the 2014 operational results to holders of preferred and ordinary shares at the rate of Baht 6.00 per share amounting to a total of Baht 20,395 million.

In this regard, as the interim dividend of Baht 1.50 per share amounting to a total of Baht 5,099 million was distributed to holders of preferred and ordinary shares on 19 September 2014, the holders of preferred and ordinary shares will then be paid the remaining dividend of Baht 4.50 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 appear in the shareholders register book as of the date on which the list of shareholders entitled to dividends are determined, which is 17 April 2015. 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 20 April 2015 (The Stock Exchange of Thailand's "XD" sign, indicating the dates on which a share purchaser will not be entitled to receive the dividend, will be posted on 10 April 2015). The shareholders may request to receive such dividend within a period of 10 years and the dividend payment shall be made on 30 April 2015.

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 (increasing by Baht 0.75 per share from Baht 5.25 per share in 2013) amounting to a total of Baht 20,395 million, equivalent to 38.2 percent of the Bank's consolidated net profit for the year 2014 is consistent with the Bank's dividend payment policy.

Moreover, the Bank does not allocate its net profit from the 2014 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.

The resolution was passed by the unanimous votes of the shareholders who attended the meeting and cast their votes as follows:

Approved	2,817,147,043 votes	equivalent to	100.00%
Disapproved	0 votes	equivalent to	0.00%
and Abstained	4,423,600 votes		

4. Approved the directors' remuneration for the year 2015 and the directors' bonus based on the year 2014 operational results as follows:

1. 2015 Remuneration of Directors: At the same rates as those of 2014, 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. 2015 Remuneration of Board Committee Members:

2.1 The Executive Committee: Each member of the Executive Committee not being the Bank's employee shall be entitled to the remuneration of Baht 300,000 per month per member.

2.2 The Audit Committee: At the same rates as those of 2014.

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 Normination...

2.3 The Nomination, Compensation and Corporate Governance Committee: At the same rates as those of 2014.

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 2014.

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 2014 operational results: At the rate of not more than 0.5 percent of dividend, which is the same rate as that of 2013 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.

. The resolution was passed by the votes of not less than two-thirds of the total number of votes of the shareholders who attended the meeting as follows:

Approved	2,784,490,423	votes	equivalent to	98.69%
Disapproved	32,427,465	votes	equivalent to	1.15%
Abstained	4,436,700	votes	equivalent to	0.16%
The person not entitled to vote	111,127	votes	equivalent to	0.00%

5. Approved the re-election of 4 directors who retired by rotation in 2015, namely (1) Mr. Vichit Suraphongchai, (2) Associate Professor Kulpatra Sirodom, (3) Mr. Weerawong Chittmittrapap, and (4) Mr. Kulit Sombatsiri to continue their office, and the election of Mr. Arthid Nanthawithaya and Mr. Yol Phokasub as 2 additional directors, which would increase the number of the Bank's directors to 17.

/Such 6 directors...

Such 6 directors were elected individually by the majority votes of the shareholders who attended the meeting and cast their votes, as follows:

(1) Mr. Vichit Suraphongchai

Approved	2,800,452,464	votes	equivalent to	99.56%
Disapproved	12,419,981	votes	equivalent to	0.44%
and Abstained	4,424,700	votes		

(2) Associate Professor Kulpatra Sirodom (independent director)

Approved	2,810,436,227	votes	equivalent to	99.91%
Disapproved	2,436,218	votes	equivalent to	0.09%
and Abstained	4,424,700	votes		

(3) Mr. Weerawong Chittmitrapap (independent director)

Approved	2,776,495,895	votes	equivalent to	98.71%
Disapproved	36,376,550	votes	equivalent to	1.29%
and Abstained	4,424,700	votes		

(4) Mr. Kulit Sombatsiri

Approved	2,788,541,106	votes	equivalent to	99.14%
Disapproved	24,331,339	votes	equivalent to	0.86%
and Abstained	4,424,700	votes		

(5) Mr. Arthid Nanthawithaya

Approved	2,799,025,464	votes	equivalent to	99.51%
Disapproved	13,846,981	votes	equivalent to	0.49%
and Abstained	4,424,700	votes		

(6) Mr. Yol Phokasub

Approved	2,799,025,464	votes	equivalent to	99.51%
Disapproved	13,846,981	votes	equivalent to	0.49%
and Abstained	4,424,700	votes		

/6. Approved...

6. Approved the appointment of the auditors from KPMG Phoomchai Audit Limited, namely Mr. Winid Silamongkol with his license no. 3378, 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 2015 with the amount of 2015 audit fee for the Bank of Baht 16.83 million; acknowledged the preliminary audit fee for 2015 in respect of the Bank's subsidiary companies in the amount of Baht 9.34 million, which altogether make the total audit fee of the Bank and its subsidiary companies for 2015 of Baht 26.17 million; and acknowledged other service fees for 2015 of Baht 7.73 million.

The resolution was passed by the majority votes of the shareholders who attended the meeting and cast their votes as follows:

Approved	2,810,812,315 votes	equivalent to	99.97%
Disapproved	746,800 votes	equivalent to	0.03%
and Abstained	5,531,400 votes		

7. Approved the amendment to the Bank's Articles of Association so that the Bank's management will be clearer in practice. In addition, this revision will accommodate future reorganization of the Bank's management and enable the Bank to comply with relevant laws applicable to the current operation of the Bank. The articles of the Bank's Articles of Association proposed for amendment are as follows:

1. Chapter 3 Transfer of Shares: Article 14
2. Chapter 5 Board of Directors: Article 24, Article 28, Article 29 and Article 30
3. Chapter 7 Accounting, Financing and Auditing: Article 41

The resolution was passed by the votes of not less than three-fourths of the total number of votes of shareholders who attended the meeting and were entitled to vote as follows:

Approved	2,775,797,835 votes	equivalent to	98.54%
Disapproved	291,868 votes	equivalent to	0.01%
and Abstained	40,838,800 votes	equivalent to	1.45%

8. Approved the amendment to Clause 3 of the Bank's Memorandum of Association by adding to Objective 10 to cover the business of research and development of technology so that the Bank is able to apply to be approved by the Revenue Department to conduct the business of research and development of technology and to enable the Bank to benefit from tax incentives as specified above, in order to accommodate any research and development programs of the technology and innovation in connection with the Bank's financial

/services in...

services in the future; and adding Objective 11 to ensure that the Bank's Objectives accommodate and cover any other businesses which are the financial institution business that customarily may be conducted by a commercial bank or as may be permitted by regulators at present and in the future.

“(10) To conduct the business of research, study, investigate, collect, create, invent, develop, improve, analyze, tabulate, draw conclusion, prepare data, disseminate data, provide advice, and act as consultant, in connection with technologies and innovations”

“(11) To conduct all other businesses in relation to, or in connection with, commercial banking business or businesses: which commercial banks customarily conduct; or are advised to or required to conduct; or received permission or consent from the Bank of Thailand and/or relevant Government agencies to conduct; or which will enable the Bank to achieve any one or more of its objectives, as well as any other enterprises as may be permitted by law.

Apart from those stated above, to do any act which is incidental to the business of the Company or conducive to the attainment of any or all of the above objectives”.

The resolution was passed by the votes of not less than three-fourths of the total number of votes of the shareholders who attended the meeting and were entitled to vote as follows:

Approved	2,812,207,515 votes	equivalent to	99.83%
Disapproved	292,368 votes	equivalent to	0.01%
and Abstained	4,426,500 votes	equivalent to	0.16%

9. Approved the amendment to Clause 4 of the Bank's Memorandum of Association to be in line with the conversion of preferred shares into ordinary shares in year 2014, whereby the existing provisions would be deleted entirely and replaced with the following:

“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 3,416,034,514 shares (Three Thousand Four Hundred and Fifteen Million Seven Hundred Sixty-Two Thousand Six Hundred and Twenty-Four shares)  
and  
preferred shares of 3,583,965,486 shares (Three Thousand Five Hundred and Eighty-Three Million Nine Hundred Sixty-Five Thousand Four Hundred and Eighty-Six shares)”

/The resolution...

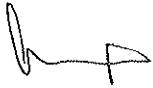
The resolution was passed by the votes of not less than three-fourths of the total number of votes of the shareholders who attended the meeting and were entitled to vote as follows:

Approved	2,812,493,663	votes	equivalent to	99.84%
Disapproved	0	votes	equivalent to	0.00%
and Abstained	4,426,100	votes	equivalent to	0.16%

Please be informed accordingly.

Yours sincerely,

The Siam Commercial Bank Public Company Limited



(Mrs. Siribunchong Uthayophas)

Company Secretary



Board Secretariat and Shareholder Services

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