No. CORS (Lor) 255 / 2013 October 17, 2013

Re: Notification of the Extraordinary General Meeting of Shareholders No. 1/2013

To: Shareholder
Bank of Ayudhya Public Company Limited

The Extraordinary Board of Directors Meeting of Bank of Ayudhya Public Company Limited No. 4/2013 on September 18, 2013 has resolved to call **an Extraordinary General Meeting of Shareholders ("EGM") No. 1/2013 to be held on Thursday October 31, 2013 at 14.00 hours at the Multipurpose Conference Room, 9th Floor, Head Office Building of Bank of Ayudhya Public Company Limited**, No. 1222, Rama III Road, Bang Phongphang, Yan Nawa, Bangkok and determine Closing date of Share Register for the right to attend the EGM on Thursday October 10, 2013 until the EGM date, and call an EGM under Section 73 and 74 of the Financial Institution Business Act B.E. 2551, with the agenda items as follows:

Agenda 1 **To adopt the Minutes of the Annual General Meeting of Shareholders No. 101 on April 10, 2013**

Board of Directors' opinion: The Board of Directors resolved to propose that the EGM adopt the Minutes of the Annual General Meeting of Shareholders No. 101 held on April 10, 2013 which have been completed and deliver to relevant government sectors within the timeline as prescribed by law. The Minutes have also been disseminated on www.krungsri.com.

(Details as per Supporting Document for Agenda 1)

Agenda 2 **To acknowledge the payment of interim dividend for the six-month period ended June 30, 2013**

Board of Directors' opinion: The Board of Directors resolved to propose that the EGM acknowledge interim dividend to the holders of 6,074,143,747 ordinary shares at the rate of THB 0.40 per share or 59.36 percent of the Bank's net profit or 34.30 percent of the consolidated net profit, which was made on September 26, 2013, from the retained earnings subject to 30 percent tax. This allows individual shareholders to have tax credit at the rate of 3/7 of the received dividend.

Agenda 3 **To acknowledge Project summary re: Bank of Tokyo-Mitsubishi UFJ Limited's plan to invest and hold shares in the Bank including other related permissions of the Ministry of Finance, the Bank of Thailand, Ministry of Commerce and other relevant regulators**

Board of Directors' opinion: The Board of Directors resolved to propose that the EGM acknowledge the Project summary re: Bank of Tokyo-Mitsubishi UFJ Limited's plan to invest and hold shares in the Bank including other related permissions of the Ministry of Finance, the Bank of Thailand, the Ministry of Commerce and other relevant regulators.

(Details as per Supporting Document for Agenda 3)

Agenda 4 **To consider and approve the amendment to the Bank's Articles of Association**

Board of Directors' opinion: The Board of Directors resolved to propose that the EGM consider and approve the amendment to the Bank's Articles of Association Article 9 and 9 Bis to be consistent with Bank of Tokyo-Mitsubishi UFJ Limited's plan to invest and hold shares in the Bank as approved by the Ministry of Finance and the Bank of Thailand.

(Details as per Supporting Document for Agenda 4)

Agenda 5 **To consider and approve the integration of the Bank and Bank of Tokyo-Mitsubishi UFJ Limited, Bangkok Branch by acquisition of the business of Bank of Tokyo-Mitsubishi UFJ Limited, Bangkok Branch, the entering into a Conditional Branch Purchase Agreement between the Bank and Bank of Tokyo-Mitsubishi UFJ Limited and other related agreements which are asset acquisition and connected transactions. Bank of Tokyo-Mitsubishi UFJ Limited will refrain from launching a Mandatory Tender Offer after the Private Placement for shares issued in lieu of payment for the business of Bank of Tokyo-Mitsubishi UFJ Limited, Bangkok Branch.**

Board of Directors' opinion: The Board of Directors resolved to propose that the EGM consider and approve the integration plan for the Bank and Bank of Tokyo-Mitsubishi UFJ Limited, Bangkok Branch by acquisition of the business of Bank of Tokyo-Mitsubishi UFJ Limited, Bangkok Branch and the entering into a Conditional Branch Purchase Agreement between the Bank (Transferee) and Bank of Tokyo-Mitsubishi UFJ Limited (Transferor) and other related agreements which are asset acquisition and connected transactions being reasonable and beneficial to the Bank. Bank of Tokyo-Mitsubishi UFJ Limited will refrain from launching a Mandatory Tender Offer after the Private Placement for shares issued in lieu of payment for the business of Bank of Tokyo-Mitsubishi UFJ Limited, Bangkok Branch. It was also resolved to propose that the EGM authorize the Board of Directors or other officers as the Board of Directors deems appropriate to determine the timing for such integration including the authority to negotiate, consider, determine and/or amend the details of the conditions and all other related matters so as to ensure the completion of the transaction including the authority to contact government sectors and regulators.

(Details as per Supporting Document for Agenda 5 and Opinion of Independent Financial Advisor)

Agenda 6 **To consider and approve the reduction of the Bank's registered capital and amendment to the Bank's Memorandum of Association Clause 4 Registered capital to align with the registered capital reduction of the Bank**

Board of Directors' opinion: The Board of Directors resolved to propose that the EGM consider and approve the reduction of the Bank's registered capital from THB 70,893,927,550 to THB 60,741,437,470 by cancelling the unissued registered ordinary shares in the amount of 1,000,000,000 shares and the registered ordinary shares issued to accommodate warrants and not exercised within prescribe period in the amount of 15,249,008 shares, totaling 1,015,249,008 shares at the par value of THB 10 per share to be reduced, and amendment to the Bank's Memorandum of Association Clause 4 Registered Capital, to align with the registered capital reduction of the Bank to be as follows:

Registered Capital	:	60,741,437,470	Baht	(Sixty Thousand Seven Hundred Forty One Million Four Hundred Thirty Seven Thousand Four Hundred Seventy Baht)
Divided into	:	6,074,143,747	Shares	(Six Thousand Seventy Four Million One Hundred Forty Three Thousand Seven Hundred Forty Seven shares)
Par value/share		10	Baht	(Ten Baht)
Divided into				
Ordinary share	:	6,074,143,747	Shares	(Six Thousand Seventy Four Million One Hundred Forty Three Thousand Seven Hundred Forty Seven shares)
Preferred share	:	-	Shares	

Agenda 7 To consider and approve increase of the Bank's registered capital and amendment to the Bank's Articles of Association Clause 4 Registered Capital to align with the registered capital increase of the Bank

Board of Directors' opinion: The Board of Directors resolved to propose that the EGM consider and approve the increase of the Bank's registered capital in the amount of THB 15,000,000,000 from THB 60,741,437,470 to THB 75,741,437,470 by issuing 1,500,000,000 new ordinary shares at the par value of THB 10 per share and amendment to the Bank's Memorandum of Association Clause 4 Registered Capital to align with the registered capital increase of the Bank as follows:

Registered Capital	:	75,741,437,470	Baht	(Seventy Five Thousand Seven Hundred Forty One Million Four Hundred Thirty Seven Thousand Four Hundred Seventy Baht)
Divided into	:	7,574,143,747	Shares	(Seven Thousand Five Hundred Seventy Four Million One Hundred Forty Three Thousand Seven Hundred Forty Seven Shares)
Par value/share		10	Baht	(Ten Baht)
Divided into				
Ordinary share	:	7,574,143,747	Shares	(Seven Thousand Five Hundred Seventy Four Million One Hundred Forty Three Thousand Seven Hundred Forty Seven Shares)
Preferred share	:	-	Shares	

Agenda 8 To consider and approve the Private Placement of newly issued ordinary shares to Bank of Tokyo-Mitsubishi UFJ Limited which is a connected transaction

Board of Directors' opinion: The Board of Directors resolved to propose that the EGM consider and approve the private placement of not more than 1,500,000,000 newly issued ordinary shares at the par value of THB 10 per share to Bank of Tokyo-Mitsubishi UFJ Limited, which is a connected transaction, as follows:

Tranche 1 : Private placement of not more than 1,500,000,000 newly issued ordinary shares with the par value of THB 10 per share to Bank of Tokyo-Mitsubishi UFJ Limited in case the aggregate amount of ordinary shares which Bank of Tokyo-Mitsubishi UFJ Limited acquires through Voluntary Tender Offer and from other kind of acquisition, combined with capital-increased shares that Bank of Tokyo-Mitsubishi UFJ Limited will receive as consideration for the business transfer of Bank of Tokyo-Mitsubishi UFJ Limited, Bangkok Branch is less than 50 percent of all issued shares of the Bank. In this respect, the Board of Directors is assigned to determine the number of shares to be allotted to Bank of Tokyo-Mitsubishi UFJ Limited in this Tranche 1 via one or more specific allocation(s) to Bank of Tokyo-Mitsubishi UFJ Limited within six months from the end of the Voluntary Tender Offer made by Bank of Tokyo-Mitsubishi UFJ Limited. The new ordinary shares to be issued in Tranche 1 shall be issued at the selling price of THB 39 per share and payment for these shares shall be made by cash.

Tranche 2 : Allotment of newly issued shares (at the par value of THB 10 per share) to Bank of Tokyo-Mitsubishi UFJ Limited in case there is no private placement of Tranche 1 or there are remaining shares from Tranche 1 allotment as consideration and/or exchange for the transfer of the business of Bank of Tokyo-Mitsubishi UFJ Limited, Bangkok Branch. Bank of Tokyo-Mitsubishi UFJ Limited will make payment for these shares in kind (Tranche 2) by all assets of Bank of Tokyo-Mitsubishi UFJ Limited Bangkok Branch. In this respect, the Board of Directors is assigned to determine the number of shares to be allotted to Bank of Tokyo-Mitsubishi UFJ Limited (Tranche 2) under determined formula of asset valuation of Bank of Tokyo-Mitsubishi UFJ Limited, Bangkok Branch and valuation of the Bank's shares.

The Board of Directors has determined to use September 18, 2013, the date on which the Board of Directors resolved to propose the matter to the meeting of shareholders as the offering price date. The offering price of Tranche 1 and the value of share under Tranche 2 above shall not be lower than 90 percent of the Volume Weighted Average Price of the Bank's ordinary shares traded on the Stock Exchange of Thailand in the past 15 consecutive business days before the offering price date as mentioned above (the Volume Weighted Average Price of the ordinary shares of the Bank traded on the Stock Exchange of Thailand in the past 15 consecutive business days before the offering price date is THB 37.86 per share) as per the Notification of the Office of the Securities and Exchange Commission No. SorJor. 39/2551 re: Calculation of Offer Price of Securities and Determination of Market Price for Consideration of Offer for Sale of Newly Issued Shares with Discount.

Furthermore, it was resolved that the EGM authorize the Board of Directors or person designated by the Board of Directors to set and/or amend the conditions and details in relation to the said private placement and offer for sale of newly issued shares such as number of ordinary shares to be allotted, offering price, allotment method and date to ensure implementation of the specified purpose, and to negotiate, enter into agreements and sign any related documents, list newly issued shares on the Stock Exchange of Thailand and take any necessary and proper acts until completion.

(Details as per Supporting Document for Agenda 8 and Opinion of Independent Financial Advisor)

Agenda 9 Other Business (if any)

Please be invited to attend the meeting on the date, time and venue stated above. For those who may not be able to attend in person, you can nominate a person or the Bank's director to attend the meeting on your behalf. In this respect, please follow the details as stated in the "Practice Guideline for the Shareholders Meetings".

Yours sincerely,
Bank of Ayudhya Public Company Limited

T. Seth.

(Mrs. Thidarat Sethavaravichit)
Corporate Secretary
by the Order of the Board of Directors