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

As the existing Articles of Association (AoA) of the Bank specifies that non-Thai nationality shareholders may hold the Bank's shares in an aggregate amount of not exceeding 49 percent of the total shares issued and sold. This stipulation is inconsistent with Bank of Tokyo-Mitsubishi UFJ Limited's plan to invest and become shareholders of the Bank as approved by the Ministry of Finance and the Bank of Thailand. Therefore, it is necessary to amend the AoA as follows:

Article	Existing	Proposed
9	The Company's shares shall be transferable without any restriction except: (1) Where a transfer of shares will prejudice the rights and interests lawfully entitled by the Company; or (2) Where the maintenance of the ratio of shareholding between Thais and aliens is required by the law governing financial institutions business; or (3) Where such transfer is made for the purpose of compliance with the provisions of the Laws.	The Company's shares shall be transferable without any restriction except: (1) Where a transfer of shares will prejudice the rights and interests lawfully entitled by the Company; or (2) Where the maintenance of the shareholding ratio of a person and/or a person of non-Thai nationality is required to comply with the Financial Institutions Business Act or with the approval from the Ministry of Finance and/or the Bank of Thailand; or (3) Where such transfer is made for the purpose of compliance with the provisions of the Laws.
9 Bis	(para 1) The Company's shares may be held by a person and/or a person of non-Thai nationality in excess of the amount provided in Section 16 and/or Section 18 of the law governing financial institutions business upon obtaining permission from the Bank of Thailand or when conforms with the rules announced by the Bank of Thailand. (para 2) When a shareholding limit has been permitted in accordance with the foregoing paragraph, a person of non-Thai nationality, both existing and new shareholders, shall hold the Company's shares in an aggregate amount of not more than 49 percent of the total amount of the Company's shares sold only in the case of the subscription of capital-increased shares which the Company offers according to the resolution of the shareholders' meeting. Such aggregate foreign shareholding limit of not more than 49 percent will apply to every transfer of shares between persons not having Thai nationality. In case of the transfer of shares from a person of non-Thai nationality to a Thai person, such foreign shareholding percentage will be decreased to correspond to such number of transferred shares.	(para 1) The Company's shares may be held by a person and/or a person of non-Thai nationality in excess of the amount provided in Section 18 and/or Section 16 of the Financial Institutions Business Actupon obtaining permission from the Ministry of Finance and/or the Bank of Thailand or when conforms with the rules announced by the Bank of Thailand. (para 2) Where the Ministry of Finance and/or the Bank of Thailand permits a person of non-Thai nationality to hold the Company's shares more than the amount prescribed in Section 16 of the Financial Institutions Business Act, thereafter when shares are transferred from a person of non-Thai nationality to a Thai person, such foreign shareholding percentage will be decreased by an amount corresponding to such number of transferred shares.

Article	Existing	Proposed
	(para 3) Then, the foreign shareholding percentage mentioned in paragraph two will be increased again only upon the subscription of capital-increased shares offered for sale by the Company to a specific person on a private placement basis as per the resolution of the shareholders' meeting and which are not derived from the exercise of warrants. Such foreign shareholding percentage shall be increased in priority from the entire capital-increased shares offered for sale to specific person, subject to the conditions and timing as specified in the shareholders' meeting resolution approving such sale of shares. Afterwards, it shall then be increased from the subscription of capital-increased shares derived from the exercise of warrants or from the subscription of capital-increased shares in other cases. (para 4) In any case, the aggregate shareholding by persons of non-Thai nationality shall not at any time be in excess of 49 percent of the total number of shares sold except for cases that are specified in the law on financial institutions business.	(para 3) Then, the foreign shareholding percentage mentioned in paragraph two will be increased again only upon the subscription of capital-increased shares offered for sale by the Company to restricted person on a private placement basis under the condition and timeline as per the resolution of the shareholders' meeting approving such offer for sale. In addition, it shall then be increased from the subscription of capital-increased shares derived from the exercise of warrants or from the subscription of capital-increased shares in other cases as permitted by the Ministry of Finance and/or the Bank of Thailand under the Financial Institutions Act.