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

Following the resolution on Agenda 7 and so as to comply with the implementation of Bank of Tokyo-Mitsubishi, UFJ Limited ("BTMU")'s plan for acquisition of the Bank shares which has been approved by the Ministry of Finance and the Bank of Thailand, as well as the Bank accepting a transfer of the business of Bank of Tokyo-Mitsubishi, UFJ Limited, Bangkok Branch ("BTMU Bangkok Branch") as per the integration plan approved by the Bank of Thailand. It was proposed that the Meeting consider and approve the private placement of not more than 1,500,000,000 newly issued ordinary shares to BTMU 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 BTMUin case the aggregate amount of ordinary shares which BTMU acquires through Voluntary Tender Offer and from other kind of acquisition, combined with capital-increased shares that BTMU will receive as consideration for the business transfer of BTMU, 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 BTMUin this Tranche 1 via one or more specific allocation(s) to BTMUwithin six months from the end of the Voluntary Tender Offer made by BTMU. 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 BTMU 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 BTMU, Bangkok Branch. BTMUwill make payment for these shares in kind (Tranche 2) by all assets of BTMU Bangkok Branch. In this respect, the Board of Directors is assigned to determine the number of shares to be allotted to BTMU(Tranche 2) under the following asset valuation formula:

$$\frac{\text{Value of assets of BTMU, Bangkok Branch}}{\text{Value of Bank shares}}$$

As the allotment of this Tranche is made in consideration for the transfer of all businesses and assets of BTMU Bangkok Branch, and it is expected that the transfer will happen on December 18, 2014 or a date within the period stipulated by the Bank of Thailand, the value of assets of BTMU Bangkok Branch and the value of the Bank shares may be subject to adjustment. Therefore, the valuation formula for the assets of BTMU Bangkok Branch and the Bank shares as follows:

1) Valuation of assets of BTMU Bangkok Branch:

[NAV_1, as of March 31, 2013 + 0.15 of NAV_1 as of March 31, 2013] + [NAV_1, as of the business transfer date – NAV_1 as of March 31, 2013]

2) Valuation of the Bank's shares:

$$39 + \left\{ \frac{\underline{[NAV_2 \text{ as of the business transfer date - } NAV_2 \text{ as of March 31, 2013) – (39 x number of PP shares issued)]}}}{\text{Number of all issued shares of the Bank as of the business transfer date}} \right\}$$

Note:

Nav_1 = Netasset value of BTMU Bangkok Branch as at the determination date of initial business value (March 31, 2013)

Nav_1 as of the business transfer date = Netasset value of BTMU Bangkok Branchas of the business transfer date or the latest value before the business transfer date as agreed

Nav_2 = Net asset value of the Bank as at the determination date of initial business value (March 31, 2013)

Nav_2 as of the business transfer date = Netasset value of BAY as of the business transfer date or the latest value before the business transfer date as agreed

Number of PP shares issues = Number of PP ordinary shares to BTMU as per Tranche 1

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

It was proposed that the Meeting 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.

As the aforesaid private placement of newly issues shares to BTMU will be made after BTMU completes the VTO by which time BTMU may become the major shareholder of the Bank and have management control of the Bank, thus, the private placement to BTMU in this agenda is considered as connected transaction under the Capital Market Supervisory Board's Notification No. ThorJor. 21/2551 re: Rules on Connected Transactions dated August 31, 2008 and its amendment and the Notification of the Board of Governors of the Stock Exchange of Thailand re: Disclosure of information and other acts of listed companies concerning connected transaction B.E. 2546 dated November 19, 2003 and its amendment and as the value of the transaction is more than THB 20 million and/or more than 3 percent of net tangible assets of the Bank as of March 31, 2013, the Bank is required to disclose information in the determined form, appoint an independent financial advisor to provide opinion on the transaction, hold a shareholder's meeting to consider and approve the connected transaction which requires not less than three-fourths of the total votes of shareholders attending the meeting with rights to vote.

Information Memorandum on the Acquisition of Assets and Connected Transactions appears in pages 35-70 of the Notification of this EGM.