Notification of Bank of Thailand

No. SorKorSor. 5/2556

Re: Approval for Transfer of Entire Business of Bank of Tokyo - Mitsubishi UFJ Ltd., Bangkok Branch to Bank of Ayudhya Public Company Limited

1. Reason for Issuance

To enhance stability of the financial institution's business and to strengthen and improve the competitiveness of the financial institution system in accordance with the Financial Sector Master Plan II.

2. Legal Power

By virtue of section 73 of Financial Institutions Business Act B.E. 2551

3. Enforcement

This notification shall enforce on Bank of Ayudhya Public Company Limited and Bank of Tokyo - Mitsubishi UFJ Ltd., Bangkok Branch.

4. Content

Bank of Thailand (BOT) hereby approves the proceeding of entire business transfer of the Bank of Tokyo - Mitsubishi UFJ Ltd., Bangkok Branch to Bank of Ayudhya Public Company Limited as follows:

1. To proceed with the entire business transfer of Bank of Tokyo - Mitsubishi UFJ Ltd., Bangkok Branch to Bank of Ayudhya Public Company Limited within one (1) year from the date on which Bank of Tokyo-Mitsubishi UFJ, Ltd. becomes a shareholder in Bank of Ayudhya Public Company Limited, provided that, if reasonable and necessary, prior to the end of period specified by BOT, Bank of Ayudhya Public Company Limited and Bank of Tokyo - Mitsubishi UFJ Ltd., Bangkok Branch may submit a request to BOT for extension of the specified period by explaining reasons and necessity of such extension. BOT may consider extending such period as BOT sees fit. The business transfer requirements are as follows:
   - 1.1 The transfer of all assets, liabilities and encumbrances to Bank of Ayudhya Public Company Limited must be made in accordance with relevant accounting principles; and
   - 1.2 The value of the transferred assets must be the value after relevant reserves.
2. Business Transfer Agreement

The business transfer mentioned in item 1 must be made in written agreement provided that the agreement must not contain any clause allowing the returning of any assets, liabilities and encumbrances back to Bank of Tokyo - Mitsubishi UFJ Ltd., Bangkok Branch.

3. Returning of License

After completing transactions in items 1 and 2, Bank of Tokyo - Mitsubishi UFJ Ltd., Bangkok Branch must return its Commercial Banking License and Foreign Exchange License to Ministry of Finance on the day immediately after the completion date of business transfer, and proceed with liquidation process without delay.

4. Expiration of Approval

If Bank of Ayudhya Public Company Limited and Bank of Tokyo - Mitsubishi UFJ Ltd., Bangkok Branch fail to proceed with the entire business transfer and the returning of Bank of Tokyo - Mitsubishi UFJ Ltd., Bangkok Branch's licenses under this notification, the approval given under this notification shall be null and void unless BOT may otherwise order.

5. **Effective Date of Approval**

This notification shall come into force as of the announcement date in the Royal Gazette.

Announced on 27 September 2013

-Signature-

(Mr. Prasarn Trairatvorakul)

Governor

Bank of Thailand