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(Translation)

No. CORS. (Thor) 246 / 2013 October 3, 2013

Re: The Royal Gazette's announcement on the Bank of Thailand approval and additional information regarding the Extraordinary General Meeting of Shareholders No. 1/2013 to be hold on Thursday October 31, 2013

To: The President
The Stock Exchange of Thailand

Reference is made to the Bank's notification to the Stock Exchange of Thailand ("SET") on Wednesday September 18, 2013 that the Bank's Board of Directors has resolved to call the Extraordinary General Meeting of Shareholders ("EGM") No. 1/2013 with key agenda items relating to the project of Bank of Tokyo-Mitsubishi UFJ Limited to invest and hold shares in the Bank as well as 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 Bank hereby informs you that today (Thursday October 3, 2013) the Bank's Extraordinary Board of Directors Meeting No. 5/2013 has additionally resolved the followings in relation to the EGM No. 1/2013 :

1) Approved to propose additional information in agenda 3 of the EGM No. 1/2013 regarding the approval from the Bank of Thailand on the business transfer of Bank of Tokyo-Mitsubishi UFJ Limited, Bangkok Branch to the Bank according to the Notification of the Bank of Thailand No. SorKorSor. 5/2556 dated September 27, 2013 which was announced in the Royal Gazette, Volume 130, Special Part of 128 Ngor on October 2, 2013, summary of which is as follows:

The Bank of Thailand approved the proceeding of entire business transfer of the Bank of Tokyo-Mitsubishi UFJ Limited, Bangkok Branch to the Bank as follows:

1. To proceed with the entire business transfer of Bank of Tokyo-Mitsubishi UFJ Limited, Bangkok Branch to the Bank within one (1) year from the date on which Bank of Tokyo-Mitsubishi UFJ Limited becomes a shareholder of the Bank, unless when it is reasonable and necessary, the Bank and Bank of Tokyo-Mitsubishi UFJ Limited may submit a request to the Bank of Thailand for a relaxation prior to the end of the prescribed period by specifying reasons and necessity of such request. The Bank of Thailand may consider extending such period as it sees appropriate. The business transfer requirements are as follows:

   1.1 The transfer of all assets, liabilities and contingent liabilities to the Bank 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 contingent liabilities back to Bank of Tokyo-Mitsubishi UFJ Limited, Bangkok Branch.

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3. Returning of License

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

4. Expiration of Approval

If the Bank and Bank of Tokyo-Mitsubishi UFJ Limited, Bangkok Branch fail to proceed with the entire business transfer and the surrender of Bank of Tokyo-Mitsubishi UFJ Limited, Bangkok Branch's licenses under this notification, the approval granted under this notification shall be null and void unless the Bank of Thailand may otherwise order.

5. Effective Date of Approval

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

2) Approved to amend some contents in the part of capital-increased share allotment from those previously notified to the SET on September 18, 2013 on the agenda relating to private placement of newly issued ordinary shares to Bank of Tokyo-Mitsubishi UFJ Limited which shall be proposed to the EGM No. 1/2013 as agenda 8. This is to ensure more explicit and complete process of registration with the public limited company's registrar, Business Development Department. The revised contents will be as follows and other parts remain the same:

"Approved to propose to the shareholders meeting to 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 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 plus projection number of capital-increased shares that Bank of Tokyo-Mitsubishi UFJ Limited will obtain in compensation for 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 consider one or more specific allocations of shares (Tranche 1) 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 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) i.e. all assets of Bank of Tokyo-Mitsubishi UFJ Limited Bangkok Branch. In this respect, the Board of Directors is assigned to consider determining the number of shares to be allotted to Bank of Tokyo-Mitsubishi UFJ Limited (Tranche 2) under determined formula of asset valuation, asset valuation of Bank of Tokyo-Mitsubishi UFJ Limited, Bangkok Branch and valuation of the Bank's shares."

Furthermore, the Bank hereby would like to inform more information on the amendment to the Bank's Articles of Association Article 9 and 9 bis which shall be proposed to the EGM No. 1/2013 for consideration and approval on agenda 4. This is due to the fact that 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.

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	(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 Act upon 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
	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 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. 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.

For agenda 5 and agenda 8 of the EGM No. 1/2013 which relate to the acquisition of the business of Bank of Tokyo-Mitsubishi UFJ Limited, Bangkok Branch where the private placement of newly issued ordinary shares shall be made to Bank of Tokyo-Mitsubishi UFJ Limited as compensation. These are considered asset acquisition and connected transactions and the independent financial advisor who will provide opinions on the transactions to the shareholders is Advisory Plus Co., Ltd.

The Closing date of Share Register for the right to attend the EGM No. 1/2013 and the EGM date shall be the same as previously approved by the Bank's Board of Directors Meeting and notified to the SET on

Wednesday September 18, 2013, that is to say, the Closing date of Share Register for the right to attend the EGM will be Thursday October 10, 2013 until the EGM meeting date and call an EGM according to the provisions of Section 73 and 74 of the Financial Institution Business Act B.E. 2551. The EGM No. 1/2013 will be held on Thursday October 31, 2013 at 14.00 hours at the Multipurpose Conference Room, Floor 9th, Head Office Building of Bank of Ayudhya PLC, No. 1222, Rama III Road, Bang Phongphang, Yan Nawa, Bangkok, with the agenda items as follows:

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

Agenda 2 To acknowledge the interim dividend payment for the period ended June 30, 2013

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

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

Agenda 5 To consider and approve the integration of Bank of Tokyo-Mitsubishi UFJ Limited, Bangkok Branch and the Bank by acquisition of the business of Bank of Tokyo-Mitsubishi UFJ Limited, Bangkok Branch, the entering into a Branch Purchase Agreement between the Bank and Bank of Tokyo-Mitsubishi UFJ Limited and other related agreements which are asset acquisition and connected transactions. The 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.

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

Agenda 7 To consider and approve the increase 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 increase of the Bank

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

Agenda 9 Other business (if any)

The Notification of the EGM No. 1/2013 together with opinion of independent financial advisor will be dispatched to the shareholders on Thursday October 17, 2013 as per the prescribed period.

Kindly be informed accordingly.

Yours sincerely,

- Signature -

(Mrs. Janice Rae Van Ekeren)
Chief Executive Officer