

- Translation -

No. CORS (Thor) 249/2557 (2014)

December 17, 2014

Re: Allotment of newly issued ordinary shares as a Private Placement to Bank of Tokyo-Mitsubishi UFJ, Limited according to the resolution of Extraordinary General Meeting of Shareholders No.1/2556 (2013).

To: The President
The Stock Exchange of Thailand

Reference: Letter of the Bank No. CORS (Thor) 273/2556 (2013) Re: Resolution of Extraordinary General Meeting of Shareholders No.1/2556 (2013), dated October 31, 2013

Attachment: Notification of the Bank of Thailand No. SorKorSor. 3/2557 Re: Extension of deadline for the transfer and acceptance of transfer of business of Bank of Tokyo-Mitsubishi UFJ, Limited, Bangkok Branch to Bank of Ayudhya Public Company Limited, dated December 9, 2014.

Reference is made to the fact that the Extraordinary General Meeting of Shareholders (EGM) No.1/2556 (2013) of Bank of Ayudhya Public Company Limited ("the Bank") held on October 31, 2013 resolved to approve the 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 ("BTMU") as consideration and/or exchange for the transfer of the business of BTMU, Bangkok Branch. BTMU will make payment for these shares in kind by all assets of BTMU, Bangkok Branch. In this respect, the EGM has assigned the Board of Directors to determine the number of shares to be allotted to BTMU under the defined asset valuation formula as well as authorized 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 are specified in the reference.

In this regard, the Bank would like to inform that as consideration and/or exchange for the transfer of the business of BTMU, Bangkok Branch according to the resolution of the said EGM, the Board of Directors Meeting No.12/2557 (2014) held on December 17, 2014 resolved to approve the allotment of 1,281,618,026 newly issued ordinary shares with the par value of THB 10 per share to BTMU with the details as follows:

Name of person to be allotted the newly issued ordinary shares (Private Placement)	Bank of Tokyo-Mitsubishi UFJ, Limited ("BTMU")		
Offering Price	THB 40.49		
Date of Integration and share allotment	January 5, 2015		
Shareholding structure before and after capital increase	Before (Shares)		After (Shares)
	BTMU	4,373,714,120 (72.01%)	5,655,332,146 (76.88%)
	Other shareholders	<u>1,700,429,627</u> (27.99%)	<u>1,700,429,627</u> (23.12%)
	Total	<u>6,074,143,747</u> (100.00%)	<u>7,355,761,773</u> (100.00%)
Impact from the change of the Company's management structure	None		

In addition, the Bank would like to inform that the Bank already submitted a request to the Bank of Thailand ("the BoT") on the extension for the transfer of business of BTMU, Bangkok Branch to the Bank, from the existing deadline being one year from the date BTMU acquired the Bank's shares (December 18, 2013) to which the Bank will complete the acceptance of business transfer by January 5, 2015, and that the BoT has already approved the extension according to the Notification of the BoT (Details are as per the attachment).

For your acknowledgement.

Yours sincerely,

- Signature -
(Mr. Noriaki Goto)
Chief Executive Officer

Bank of Thailand's Announcement

SorKorSor. 3/2557

in re : Extension of deadline for the transfer and acceptance of transfer of business of Bank of Tokyo-Mitsubishi UFJ, Limited, Bangkok Branch to Bank of Ayudhya Public Company Limited

1. Reason for Announcement

Reference is made to Bank of Thailand's approval of the project to transfer and acceptance of transfer of the entire business of Bank of Tokyo-Mitsubishi UFJ, Limited, Bangkok Branch to Bank of Ayudhya Public Company Limited within 1 year from the date Bank of Tokyo-Mitsubishi UFJ, Limited becomes a shareholder in Bank of Ayudhya Public Company Limited or within the timeline as may be extended as deemed appropriate as per Bank of Thailand's Announcement, SorKorSor 5/2556 dated September 27, 2013.

Reference is made to Bank of Tokyo-Mitsubishi UFJ, Limited, Bangkok Branch and Bank of Ayudhya Public Company Limited's joint letter dated November 15, 2014 for the extension of the project deadline from December 17, 2014 to January 5, 2015 so as to mitigate the risk of mistakes in the preparation of reports and annual financial statements resulting from the overwhelming data of the asset and liability of the combined two banks during the few days preceding year end and so as to reduce the effect to customers of both banks, the Bank of Thailand deems it appropriate to extend the timeline for such project.

2. Legal authority

By virtue of Section 73 of the Financial Institutions Act. B.E. 2551.

3. Governing jurisdiction

The Announcement applies to the Bank of Tokyo-Mitsubishi UFJ, Limited, Bangkok Branch and Bank of Ayudhya Public Company Limited

4. Content

Bank of Thailand approves such extension for the transfer and acceptance of entire business Transfer of Bank of Tokyo-Mitsubishi UFJ, Limited, Bangkok Branch to Bank of Ayudhya Public Company Limited to January 5, 2015.

5. Enforcement Date

This Announcement is effective from the date published in the Royal Gazette.

Announced on December 9, 2014

Prasarn Trairatvorakul

Governor

Bank of Thailand