

Bank of Ayudhya Public Company Limited
Minutes of the Extraordinary General Meeting of Shareholders No. 1/2007
September 26, 2007

The Meeting was held at the Multipurpose Conference room, 9th floor, Head Office Building, 1222, Rama III Road, Bang Phongphang, Yan Nawa, Bangkok.

There were 742 shareholders, both in person and by proxy, attending the meeting and representing 3,979,126,383 shares or 71.53% of the Bank's total ordinary shares sold. A quorum was constituted.

Mr. Veraphan Teepsuwan	Chairman of the Board of Directors, chaired the Meeting
Mr. Suwat Suksongkroh	Secretary to the Board of Directors, recorded the Minutes of the Meeting

The Meeting commenced at 14.00 hrs.

The Chairman made an opening remark and asked the Secretary to the Board of Directors to inform shareholders of the following issues:

1. The Bank's Board of Directors consists of eleven members. Eleven board members attended the Meeting.

Three Non-executive Directors

(1)	Mr. Veraphan Teepsuwan	The Chairman
(2)	Miss Phanporn Kongyingyong	Director
(3)	Mr. Pornsanong Tuchinda	The Nomination and Remuneration Committee member

Four Executive Directors

(4)	Mr. Tan Kong Khoon	President and CEO
(5)	Mrs. Janice Rae Van Ekeren	Chief Financial Officer
(6)	Mr. Pongpinit Tejagupta	Head of Distribution
(7)	Mr. Chet Raktakanishta	Head of Operations

Four Independent Directors

(8)	Mr. Surachai Prukbamroong	The Chairman of the Audit Committee
(9)	Mr. Thipsamat Na Chiangmai	The Chairman of the Nomination and Remuneration Committee
(10)	Mr. Virat Phairatphiboon	The Audit Committee member / The Nomination and Remuneration Committee member
(11)	Mr. Yongyuth Withyawongsaruchi	The Audit Committee member

Besides the Board of Directors, there were Management of the Bank i.e. Head of Treasury (Mr. Tinnawat Mahatharadol), Head of Corporate Banking (Mr. Virojn Srethapramotaya), Head of Audit (Mr. Chalernpol Vuttisombut), General Counsel (Miss Phawana Niemloy), Chief Risk Officer (Mr. Chandrashekar Subramanian Krishnolndmangalam), and Head of Human Resources (Mr. Somrit Srithongdee) etc. including the Independent Financial Advisor (Trinity Advisory 2001 Limited), the Financial Advisor (Phatra Securities Plc.), Legal Advisor (Baker & McKenzie) and Auditor of the Bank (Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.) attended the Meeting.

2. According to the large number of shareholders as at the date of the closure of Share Register Book, 6 September 2007, to determine the shareholders who are entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2007 and the Bank's ordinary shares amount to 5,562,605,382 shares, the Bank would like to explain the following to the shareholders in order to avoid any confusion and wasting of valuable time of the shareholders:

“In case there was not any objection, disagreement, or abstainer from voting on any agenda, it shall be deemed that the Meeting approved or agreed as proposed. For those who would like to object or abstain from voting on a particular issue, ballots would be provided. For those who arranged their proxies to the Meeting, their votes were registered into the computer prior to the Meeting. All votes are calculated on a basis of one share one vote”.

The Meeting proceeded with the following agendas:-

Agenda 1. To certify the Minutes of the Annual General Meeting of Shareholders No. 95 held on April 11, 2007

Secretary to the Board of Directors reported that the Annual General Meeting of Shareholders (AGM) No. 95 was held on April 11, 2007 of which the details appear in the copy of Minutes of the Meeting already sent to the shareholders together with the Notification of EGM No. 1/2007. The copy of such Minutes has also been delivered to relevant government agencies e.g. the Stock Exchange of Thailand, the Bank of Thailand, the Ministry of Finance and the Ministry of Commerce within timeline and published in the Website: www.krungsri.com

The Board of Directors considered appropriate to propose to the EGM No. 1/2007 to certify the Minutes of AGM No. 95 as accurately recorded.

A motion was made for the Meeting’s consideration and resolution.

The Meeting adopted the Minutes of AGM No. 95 held on April 11, 2007 as proposed.

Details of the votes were as follows:

Vote	Number of Votes (1 share = 1 vote)	% of Votes Representing at the Meeting
(1) Approved	3,964,081,031	99.62
(2) Disapproved	0	0.00
(3) Abstained	15,045,352	0.38
Total	3,979,126,383	100.00

Agenda 2 To approve the execution of (1) the transaction relating to the purchase of all issued shares in GE Capital Auto Lease Plc. (“GECAL”) from General Electric Capital Asia Investment, Inc. (“GECAI”) and other shareholders (2) the transaction relating to Services Agreements with GE Group and (3) the transaction relating to the Bank’s financing to GECAL

Secretary to the Board of Directors reported that the Meeting of the Board of Directors of Bank of Ayudhya Public Company Limited (the “Bank”) No. 9/2007, held on August 22, 2007 passed the following resolution and resolved to propose for consideration and approval of EGM No. 1/2007.

Approval of the execution of the transactions of shares acquisition in GE Capital Auto Lease Plc. (“GECAL”) from General Electric Capital Asia Investment, Inc. (“GECAI”) and other shareholders with the total amount of THB 17,000 mm, subject to an adjustment price mechanism to reflect changes in the net book value of GECAL at Completion, but in any case shall not be more than THB 17,250 mm and other relevant matters as follows:

(1) Approved the Bank to purchase total shares in GECAL from GECAI and other individual shareholders, including the Hire Purchase Portfolio of Total Services Solution Plc. (“TSS”) that will be transferred to GECAL prior to the acquisition. (“Acquisition Transaction”).

(2) Approved the entering into the services agreement for the services to be provided by GE and/or its affiliated (“GE Group”) to GECAL, on an arm’s length term basis, necessary to enable the continuing of the operation of automobile hire purchase and leasing business after Acquisition Transaction (“Services Agreement”). These services will include, but are not limited to, the following:

- (a) IVR (50 channel) - IVR, PABX, CTI;
- (b) Auto Dialer (150 channel) - including PABX license;
- (c) Application Support;
- (d) MA Hardware and Software License;
- (e) Infrastructure support;

The total value of transactions (a) – (e) above is approximately not more than THB 80 mm per year

(f) Assistance to help ensure that GECAL may continue to lease any premises and/or equipment that are necessary for GECAL to continue and carry on its businesses from GE and/or its affiliates at a market rate; and

(g) GECAL’s access to Vision Plus at a market rate.

(3) Approved the Bank to execute and enter into the transaction relating to the Bank’s financing to GECAL (“Financing”) as follows:

(a) Under the guarantee of bonds issued by GECAL in an outstanding amount of THB 400 mm, under which General Electric Capital Corporation (“GECC”) is a guarantor for GECAL, the Bank will pay a fee to GECC in consideration for its acting as guarantor with the guarantee fee of 65 basis points per year over the outstanding principal balance of the said bonds, which at completion, will be approximately THB 400 mm, during the guarantee period provided by GECC. The bond will mature in July 11, 2008 and the fee payment will run from the date that all the shares are transferred to the Bank until the bonds are fully repaid.

(b) GE and/or its affiliates will loan to GECAL an amount of not more than THB 31,000 mm for a period of no more than 4 years on arm’s length terms to be agreed. For avoidance of doubt, the financial assistance in this paragraph is inclusive of the guarantee amount provided by GE as detailed in clause (a) above. Currently, GECAL has a revolving credit agreement with GE and/or its affiliates. As at December 31, 2006 and 2005, GECAL is committed to pay interest at the rate of implied Thai Baht Interest Rate (THBFIX) plus 0.6% per annum, guarantee fees on any utilized portion at the rate of 0.65% per annum and commitment fees on any unutilized portion at the rate of 0.12% per annum; and

(c) The Bank will provide shareholder loan or obtain outside financing loan to GECAL, as appropriate, up to a maximum of Baht 45,000 mm in order for GECAL to refinance to GE.

(4) Authorized the Chairman of the Board or any other persons or person authorized by the Board of Directors or the Chairman of the Board do the following acts:

(a) To consider, amend, negotiate, discuss, determine, execute and enter into the Term Sheet and the definitive terms and conditions of the relevant agreements required to complete Acquisition Transaction, Services Agreement and Financing and to enter into relevant transaction documents, contracts or any documents in connection with Acquisition Transaction, Services Agreement and Financing as deemed appropriate, subject to the conditions and/or requirements in the approvals granted by the Ministry of Finance, the Bank of Thailand (“BOT”), the Securities and Exchange Commission (“SEC”), the Office of the SEC, the Stock Exchange of Thailand (“SET”) and/or other relevant agencies; and

(b) To do anything as deemed necessary and in relation to Acquisition Transaction, Services Agreement and Financing including but not limited to the appointment of independent financial advisor to opine on connected transaction and acquisition and disposition of assets, advisor for the Acquisition Transaction, Services Agreement and Financing including to provide information, submit documents and evidences in relation to the Acquisition Transaction, Service Agreement and the Financing as required by the SEC, the BOT, the SET, and/or any other agencies, as well as do other things and acts as deemed necessary to complete or in relation to Acquisition Transaction, Services Agreement and Financing.

The Board of Directors was of the opinion that the execution of (1) the transaction relating to the purchase of all issued shares in GE Capital Auto Lease Plc. (“GECAL”) from General Electric Capital Asia Investment, Inc. (“GECAI”) and other shareholders (2) the transaction relating to Services Agreements with GE Group and (3) the transaction relating to the Bank’s financing to GECAL which are considered the connected transaction and/or an acquisition and disposition of assets, are appropriate and of benefit to the Bank. The directors who have an interest, namely, Mr. Tan Kong Khoon, Mrs. Janice Rae Van Ekeren, Miss Phanporn Kongyingyong, and Mr. Pornsanong Tuchinda, did not attend and vote on this agenda. The Audit Committee did not have different opinion from that of the other Directors of the Board. In this regard, the Meeting resolved to propose all relevant matters resolved in this agenda to the EGM No. 1/2007 for consideration and approval and approved the submission of the application to the BOT requesting for approval to purchase and hold shares in GECAL and other necessary approvals and waivers. In addition, the execution of the transactions is subject to conditions to be agreed by the parties including obtaining necessary approvals and waivers from the BOT and relevant government agencies and approval from the shareholders’ meeting.

In compliance with the Public Limited Company Act of B.E.2535 (1992) and the Notifications of the Board of Governors of the Stock Exchange of Thailand relating to the Disclosure of Information and Other Acts of Listed Companies concerning the Connected Transactions B.E.2546 (2003), and relating to the Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E.2547 (2004), the right of shareholders to participate and to vote at meetings can be summarized as follows:

1. The Public Limited Companies Act B.E. 2535

1.1 Article 102 and Article 33, Paragraph 2 essentially states that the Shareholders have the right to attend and vote at meetings of shareholders and may authorize other persons to attend and vote at any meeting on their behalf by appointing a proxy.

Any shareholder having special interest in any matter shall have no right to vote on such matter.

1.2 Article 107 (2) (b) essentially states that in case of purchase or acceptance of the transfer of business from other companies or private companies, a resolution shall require not less than 3/4 of the total votes of shareholders who are present and have the right to vote.

2. Notification of the Board of Governors of the Stock Exchange of Thailand

2.1 Article 22 of the Notification relating to the Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003), announced at November 19, 2003 states that “the resolution of meetings of shareholders to approve the acceptance to enter into related transactions as per this Notification shall require not less than 3/4 of the total votes of the shareholders who are present and have the right to vote. The part of shareholders with vested interests shall, however, be excluded from this count.”

2.2 Article 34 of the Notification relating to the Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. (2004), announced at October 29, 2004 states that “In the case that a registered company agrees to enter into a transaction requiring approval from a meeting of shareholders, the registered company shall rapidly arrange to hold a meeting of shareholders to request for the said approval. In such a case, a resolution shall require not less than 3/4 of the votes of the shareholders who are present and have the right to vote, excluding from the count those of shareholders with vested interests. The names of the shareholders who do not have the right to vote and the number of shares held by them shall also be indicated in the letter of notification of the meeting.”

Therefore, to be in compliance with the above-mentioned Laws and Notifications, the voting of shareholders as per this Agenda shall be as follows:

(1) As of the Closing Date of Share Register Book (September 6, 2007) to determine the right to attend the EGM No. 1/2007, GE holds 1,835,659,776 shares of the Bank (accounting for 33% of the total shares sold) and this is considered as a shareholder with vested interest in the case of this Agenda and therefore, shall not have the right to vote.

(2) A resolution of this Agenda requires not less than 3/4 of the total votes of the shareholders who are present and have the right to vote. The part of the shareholder with vested interest GE which holds 1,835,659,776 shares, that is shall however be excluded from the count.

A motion was made for the Meeting’s consideration and resolution.

1. A shareholder inquired about the purchasing price of Baht 17,000 million as advised by an officer of Trinity Advisory 2001 Limited, an independent financial advisor (IFA). According to a net price that has been agreed, the purchasing price should be between Baht 8,000 million and Baht 17,000 million. Therefore, the shareholder wished to know why the price was fixed at Baht 17,000 million.

The Chairman asked IFA as the Bank’s agent and independent financial advisor in this valuation to clarify the figure and calculating procedure. Then the Chairman would explain the reason why the purchasing price was agreed at Baht 17,000 million.

The IFA’s officer clarified that in this valuation of GECAL’s shares, the transaction was regarded as a purchase of shares, and not a purchase of assets. In GECAL’s view, if its shares were not sold to the Bank, or if the Bank purchase its shares, GECAL would still operate its business. Therefore, IFA valued those shares on a going concerned basis. The book value was calculated by means of comparison with the comparable companies on the Stock Exchange of Thailand. The discounted cashflow model and dividend discounted model were also taken into account. However, the dividend discounted model was chosen in this valuation because GECAL operates financial business and needs to have a reserve or sufficient capital. According to this model, shareholders will receive payment or cashflow after a full allocation to the reserve based upon the amount of capital. Therefore, this model was deemed to be more suitable in the valuation of shareholders’ equity.

According to this divided discounted model, financial assumption and financial projection were prepared to reflect the value or potential of GECAL’s business on a going concerned basis. Such financial assumption and financial projection were based upon the information of both the Bank and GECAL, interviews of their management, and data of the overall industry. When an appropriate assumption was reached, the value based upon it was in the range of Baht 14,000 million – Baht 20,000 million.

In a base case, the value would be approximately Baht 17,425 million. Therefore, a sensitivity analysis was conducted on the discount made to cashflow, based upon the dividend discounted model. After an allowance for doubtful debt, the value was in the range of Bath 14,000 million – Baht 20,000 million.

In the submitted report, IFA also reviewed the advantages and disadvantages of the overall transaction. As for the advantages, it was believed that the Bank's return on assets regarding loan lending would be improved. At present, GECAL's average return on its automobile leasing portfolio is approximately 12%, while the Bank's return rate is approximately 6% - 7%. After the inclusion of this portfolio, it is believed that the Bank's return rate on its overall lending would be improved. This transaction also responds to the Bank's policy to become a universal banking operator. The Bank will be able to expand its retail financing portfolio. One of the disadvantages of this transaction is its impact on the Bank's capital because a larger capital base will be needed for the retail financing lending. However, IFA has scrutinized on the ratio of capital base to risk assets and found that the criteria and principles of this share acquisition remains higher than the minimum prescribed by the Bank of Thailand, and is considered to be relatively high when compared with those of the other banks in general.

There will be an accounting impact on goodwill, because this purchase of shares at a price higher than the net asset value may give rise to a goodwill. Furthermore, when the Bank enters into a new business, i.e. automobile leasing, the Bank will expose to a higher risk as a larger amount of its capital will be used for lending according to the nature of this business.

In summary, the Bank enters into this business acquisition transaction in order to respond to its policy to become a universal banking operator. Since GECAL has been in the automobile leasing business for a long time, its automobile and motorcycle leasing market share is ranked the first. Therefore, it is deemed that the business chosen by the Bank is adequately viable. The price of Baht 17,000 million is in the range of the valued price of Baht 14,000 million – Baht 20,000 million, and is acceptable. The disadvantages are also acceptable and controllable. Therefore, this transaction is considered to be fair and reasonable.

The Chairman added that at the beginning of negotiations before the price was concluded at Baht 17,000 million, GE in the USA fixed the price at Baht 20,000 million. At such time being, the Bank's Board of Directors appraised the price at Baht 16,000 million, which was not yet based upon the IFA's assessment. However, the Bank and the IFA applied the same methodology. The price of Baht 17,000 million was in the mid of the range of between the minimum price of Baht 14,000 million and the price proposed by GE, i.e. Baht 20,000 million. The Bank tried to negotiate the price at Baht 16,000 million, which was the most favorable price of the Bank. However, the price was also based upon the seller's satisfaction. If the Bank insisted that the price be Baht 16,000 million, GECAL might have refused to sell its shares. Therefore, the price was slightly adjusted. As for a question why the net price which was at approximately Baht 8,000 million was concluded at Baht 17,000 million which was much higher than the net price, the Chairman clarified that if the net value is applied to be a purchase price, the stock exchange is not necessary to exist. The price of shares on a stock exchange reflects not only the book value, but also the future of a relevant business. The securities analysts will take into account the future of PE. It is the Board's opinion that GECAL is a good business of GE and the Bank should acquire it. The Board of Director's mission is to bring advancement to the Bank and ensure the returns to shareholders. After the share purchase, the asset of the Bank will rapidly expand and become a good quality. The price was eventually concluded at Baht 17,000 million after a considerable period of negotiations. However, a number of approvals are required, e.g.

- (1) the approval by this Extraordinary General Meeting of Shareholders No. 1/2550,
- (2) the SEC's approval, and
- (3) the BOT's approval.

The Bank had to provide clear information and convince all concerned parties of the advantages of this transaction. At present, the work is in the progress. If it is supported and approved by the shareholders, the Board will endeavor to accomplish its duties.

2. A shareholder asked why GE sells GECAL to the Bank if this business is good.

The Chairman clarified as follows:

(1) In legal aspect, there is an issue on Single Presence. Therefore, GE is of the view that a merger of the same kinds of businesses will be necessary in the future.

(2) The value of GE's shares in the Bank, which accounts for 33%, is higher than the value of its 100% ownership in this business.

GE anticipates that this business will be growing if it is operated by the Bank. A growth of multiple times of its 33% investment in the Bank is more preferable than its 100% investment in a single entity, which is not beneficial from a consolidation. As the Bank has a large number of branches nationwide, this business can be expanded and generate higher returns to the Bank. Thus, the value of shares in the Bank held by GE will eventually increase.

3. A shareholder commented that this business is risky because the debts of GECAL were higher than Baht 70,000 million. Besides, the Bank's lending will be excessively oriented towards automobile leasing. The Bank will suffer a substantial loss during the economic slowdown or when the number of seized automobile is high.

The Chairman clarified that the Bank must pursue its mission for the shareholders' benefit. The Bank cannot stand still or stop seeking an improvement. The risk can incur in every transaction, especially during the period that the macro economy is not yet strong and a political is instable. GECAL has been in this business for 15 years and its reports show that its operating results are satisfactory. After the purchase of GECAL's shares, the Bank will not operate this business by itself. GECAL and its team will continue to operate the business. This company will remain in existence, and will be fully owned by the Bank. It is believed that GE as a holder of 33% of the shares in the Bank will not let its old team ineffective or bring difficulty to the Bank. This business will be overseen by the management members who represent GE. It is believed that the risk that is the shareholders' concern will be overridden by the advantages. The shareholders should hand to the management to be jointly responsible therefore, and move forward. If an outcome is not satisfactory, changes will be needed.

4. A shareholder asked about a payback period. In addition, the shareholder wished to know whether the execution of this transaction or the non-execution of this transaction would be more advantageous to shareholders, and whether the main purpose of this transaction is to improve the Bank's profitability or to expand its retail lending base.

The Chairman replied that IFA already clarified the advantages. It is anticipated that after this transaction, the growth of the retail lending base will meet the target while the growth of the retail asset base will exceed the target.

Head of Treasury (Mr. Tinnawat Mahatharadol) added that this transaction will be advantageous to the Bank. The Bank will become a universal banking operator, and its retail customer base will rise to 33% from approximately 10%. The Bank will also be able to cross-sell other products. As for the returns, GECAL's financial statements show that its net profit has always been not less than Baht 1,000 million per annum. Therefore, when its profit is included, the Bank's net profit will be higher. Since the Bank's capital base will be relatively high, the Bank will be able to seek benefits from GECAL's capital as well as its staff who are specialized in automobile leasing, risk management, collection and other retail businesses in the future.

5. A shareholder asked for a clarification with respect to the IFA's opinion that this deal may give rise to a goodwill. The shareholder wished to know the approximate accounting value of goodwill.

The IFA's officer clarified that according to the figure in a report, the value of this acquisition is approximately Baht 17,000 million – Baht 17,250 million. The fair value of GECAL's assets and liabilities as at present is approximately Baht 8,800 million. Therefore, the projected goodwill as at present is approximately Baht 8,100 million – Baht 8,400 million. For the purpose of clarify, the IFA's officer explained that the actual figure will be the figure as at the date of transaction. That is, the actual fair value of GECAL's assets and liabilities is dependent upon the value as at the date of transaction. The figures from the 2006 financial statement were used in order to give an idea of the net value of GECAL's assets and

liabilities as at the date of transaction. The goodwill was determined from the difference between the acquisition value and the fair value of GECAL's assets and liabilities as at the date of transaction. Normally, goodwill must be amortized. Based on the accounting standard, the amortization period of goodwill is 5-20 years. The maximum period is 20 years. The period used is approximately 10 years. Therefore, goodwill will be amortized at approximately Baht 409 million to Baht 1,600 million per annum. This is merely an amortization of accounting value, and there will be no actual cash outflow. Only the P/L statement will be affected.

6. A shareholder asked whether AYCL and GECAL are the same entity because AYCL also operates automobile leasing business like GECAL. The shareholder wished to know whether the businesses of GECAL and AYCL will be duplicated after the purchase of shares, because both of them will be the Bank's affiliates.

The Chairman replied that GECAL is another entity which will be wholly owned by the Bank. The Bank holds almost 100% of the shares in AYCL. GECAL and AYCL are in the same group of business. They will cooperate and collaborate with each other under the single command. The Bank's management will be responsible for ensuring that both of them are capable of pursuing their business, and determine the next step. At present, the consolidation of GECAL and AYCL is not possible due to the necessity to study on the detail on certain issues, e.g., taxation and other issues. After GECAL is wholly owned by the Bank and under its single command, the Bank will consider the next step. At the time being, both companies can pursue their business under single command.

7. A shareholder asked about the future market trend of motorcycle leasing because business acquired by the Bank is also a motorcycle leasing business, as well as about the quality of debtors compared with those of the competitors.

The Chairman replied that the motorcycle leasing business is on a down trend due to unfavorable economy. Due to its higher risk, the Bank will not offer a financing package like that for automobile leasing. At present, the quality of debtors is good. However, if politics shall remain unstable in the next 1 year, the quality of debtors will be questionable. If the macro economy is not returned to prosperity, there would be a risk too. It is the duty of the management to reduce and prevent the risks. It cannot be stated on how well the motorcycle leasing business will be in the future. However, it can be stated that the Bank's automobile leasing business will be competent with the first rank.

8. A shareholder inquired about the debt or guarantee obligations that must be assumed by the Bank after this transaction, as well as the period and value thereof and the extent of their impacts.

The Chairman clarified that the obligations to be assumed by the Bank will be approximately Baht 70,000 million, apart from the amount of Baht 400 million to be guaranteed by GE which will be wholly discharged in the next year (2008). The remaining amount of Baht 75,000 should not affect the Bank's capital fund because it has sufficient funds to expand the assets. At this point, the risk is acceptable. The Bank needs to pursue this transaction with its deliberate consideration. This is not the case where the Bank's shareholders' equity is lower, or its capital funds are below the standard of the Bank of Thailand which are given priority. At present, the Bank's capital funds are strong. Therefore, the Bank must consider how to generate profits and stabilize the price of its shares to make the investment worthwhile which is dependent on the size and operating result of the Bank.

9. A shareholder added that she wished to share his experience as an executive of one of the large financial institutions in Thailand. Formerly, she was a financial manager who was responsible for supervising automobile leasing business. During 1991-1997, she extended the loans of up to Baht 10,000 million through the bank's customers. There were a few number of staff. The control was the same as that used by automobile financing companies, i.e. to have custody of the leasing agreements and automobile registration booklets. The loans of Baht 10,000 million generated profits in the form of interest at approximately Baht 1,000 million per annum. In 1997, the sudden devaluation of the Baht currency substantially affected the business although the business operation and interest collection during the past 5

years were stable and the loans were extended to financially-sound customers only. Automobile leasing business and steel business are more sensitive to economic slowdown than other businesses. She was not certain about the interest rate in the automobile leasing but, from the Board's meeting, she found that it will be approximately 12%. This rate is high, and was not possible in the past. When the Baht was devalued and the financial institutions faced problems, GE purchased their debts at the price equivalent to 30% - 40% thereof and was able to generate profit therefrom up to 50%. This profit provided a base to GE in Thailand. At present, the economy is growing and the Bank will acquire its shares. The shareholder was of the view that the price of Baht 17,000 million is rather high. As the term of each leasing agreement is 5 years, there must always be new leasing agreements. If the Bank would like to be in this business, the Bank should offer its own finance because the automobiles will be in Thailand. In the past, the return of motorcycle leasing business was at the rate of 30%, which was much higher than that of automobile leasing business. However, the figure shown was at the rate of 12% or higher. The rate is rather high. Although this business is profitable, the Bank must be careful in its lending because the political situation is still unstable and there is a concern about the US dollar currency. Therefore, the Bank should carefully study the details.

The Chairman thanked the shareholder for sharing her view, and asked the President and Chief Executive Officer (Mr. Tan Kong Khoon) who is the most senior executive of the Bank to take it into account.

10. A shareholder asked about the criteria on allowance for doubtful debts of the leasing business, and the dealing with such allowance after completion of the transaction.

Head of Treasury (Mr. Tinnawat Mahatharadol) explained that the financial advisor and the IFA have reviewed the allowance of GECAL. If the IAS (International Accounting Standard) 39 and the Bank of Thailand's criteria are applied, it will be found that the allowance of GECAL is higher than the requirement under the IAS 39 and the Bank of Thailand's criteria. Therefore, when this portfolio is included and the Bank becomes a major shareholder, the allowance would not be a problem of the Bank.

11. A shareholder added that according to the good corporate governance principle, the shareholders must always be asked whether they would like to vote against the matter or abstain their vote before a resolution can be reached even if no shareholder wishes to vote against the matter or abstain his vote.

The Secretary to the Board asked whether any shareholder would like to abstain his vote or vote against the matter.

A shareholder raised his hand to show his disapproval. A ballot was provided to the shareholder for completing the details as desired.

After due consideration, the Meeting adopted a resolution with more than 3/4th of the votes of the shareholders who are present and have the right to vote excluding interested shareholders' equity, which is GECIH who holds 1,835,659,776 shares of the Bank, to approve that the Bank enters into the transaction related to the purchase of all the shares of GE Capital Auto Lease Public Company Limited ("GECAL") from the General Electric Capital Asia Investment, Inc. ("GECAI") and its other shareholders amounting to an investment of Baht 17,000.0 million. This price may be adjusted in accordance with the procedure of price adjustment in alignment with the book value of GECAL as at the date that the share purchase and sale is finalized up to a maximum limit of Baht 17,250.0 mm as deemed appropriate, subject to the conditions and/or requirements in the approvals granted by the Ministry of Finance, the Bank of Thailand ("BOT"), the Securities and Exchange Commission ("SEC"), the Office of the SEC, the Stock Exchange of Thailand ("SET") and/or other relevant agencies. The Meeting also approved all the important matters as per (1) – (4) proposed by the Board of Directors.

Details of the votes were as follows:

Where the number of shares held by GE 1,835,659,776 share of the Bank, is excluded from the count, the total number of shares held by the shareholders who are present and have the right to vote shall be 2,143,466,607 shares.

Vote	Number of Votes (1 share = 1 vote)	% of Votes Representing at the Meeting
(1) Approved	2,127,690,051	99.26
(2) Disapproved	5,356	0.00
(3) Abstained	15,771,200	0.74
Total	2,143,466,607	100.00

Agenda 3 **To consider and approve remuneration of Nomination and Remuneration Committee**

Secretary to the Board of Directors referred to the Board's resolution at the Meeting No. 3/2007 held on February 21, 2007 appointing a Nomination and Remuneration Committee consisting of three of the Bank's Directors as follows:

(1) Mr. Thipsamat Na Chiengmai	Chairman	(Independent Director)
(2) Mr. Virat Phairatphiboon	Member	(Independent Director)
(3) Mr. Pornsanong Tuchinda	Member	(External Director)

The Bank has not yet set any remuneration for this committee. However, any remuneration to be paid to a Director requires prior approval by the shareholders. Since the EGM No. 1/2007 be held on Wednesday September 26, 2007, he proposed that the following remuneration for the Nomination and Remuneration Committee be submitted to the approval of the said meeting of shareholders:

"It is deemed appropriate to set the same remunerations for the Chairman and members of the Nomination and Remuneration Committee as those given to the Chairman and members of the Audit Committee as approved by the resolution of the AGM No.95 held on April 11, 2007 and that these remunerations be paid as from March 1, 2007 from the Bank's expenses budget and that the matter be submitted to the approval of the EGM No. 1/2007"

The AGM No.95 held on April 11, 2007 passed a resolution approving payment of remunerations for Directors as follows:

(1) Chairman		Baht 3,020,000 /year
(2) Independent Director and Chairman of the Audit Committee		Baht 2,796,000 /year
(3) Independent Directors	person	Baht 2,772,000 /year
(4) External Director	person	Baht 2,376,000 /year
(5) Executive Director	person	Baht 1,056,000 /year

The remuneration of the Chairman of the Nomination and Remuneration Committee is proposed at the same rate as that of the Chairman of the Audit Committee approved by the AGM No. 95 as follows:

<u>Position</u>	<u>Amount of Remuneration</u>
1. Independent Director serving on	
1.1 The Chairman of the Audit Committee	Baht 2,796,000 / year
1.2 The Chairman of the Nomination and Remuneration Committee	Baht 2,796,000 / year

2. Independent Director or External Director serving on		
2.1 The Audit Committee	Baht	2,772,000 / year
2.2 The Nomination and Remuneration Committee	Baht	2,772,000 / year
3. Independent Director serving on both the Audit Committee and the Nomination and Remuneration Committee	Baht	3,168,000 / year

In the case that a Director assumes the position in any of the said two committees for less than a year, the remuneration compensation shall be calculated in prorate.

The Board of Directors approved the remuneration for the Chairman and members of the Nomination and Remuneration Committee in the amount equal to the remuneration for the Chairman and members of the Audit Committee that has been approved by the AGM No. 95 held on April 11, 2007 which shall be deducted as an expense of the Bank from March 1, 2007 onward and this matter shall be purposed to the EGM No. 1/2007 for approval on September 26, 2007.

In compliance with the Public Limited Company Act B.E.2535 (1992) which states that :

Article 90: The Company is prohibited to give any remuneration or asset to directors. Unless otherwise stipulated in the Company's Memorandum of Association.

In case there is no mention there in, the remuneration to be pay able in accordance with Paragraph I above requires the resolution of the shareholders with 2/3 of the total votes of shareholders presented.

Article 102 and Article 33, Paragraph 2 essentially states that the Shareholders have the right to attend and vote at meetings of shareholders and may authorize other persons to attend and vote at any meeting on their behalf by appointing a proxy.

Any shareholder having special interest in any matter shall have no right to vote on such matter.

Therefore, in compliance with the above-mentioned Public Limited Company Act B.E. 2535 (1992), the voting of shareholders as per this Agenda shall be as follows:

(1) As of the Closing Date of Share Register Book (September 6, 2007) to determine the right to attend the EGM No. 1/2007 Mr. Thipsamat Na Chiengmai, the Chairman of the Nomination and Remuneration Committee holds 7,319 shares of the Bank which is considered as a shareholder with vested interest in the case of this Agenda and shall, therefore, not have the right to vote. However, the other member's of Nomination and Remuneration Committee (Mr. Virat Phairatphiboon and Mr. Pornsanong Tuchinda) are not holding share any of the Bank's.

(2) A resolution of this Agenda requires not less than 2/3 of the total votes of the shareholders who are present and have the right to vote. The part of the shareholder with vested interest, that is Mr. Thipsamat Na Chiengmai who holds 7,319 shares, shall however be excluded from the count.

A motion was made for the Meeting's consideration and resolution.

The Secretary to the Board asked whether any shareholder would like to abstain his vote or vote against the matter. No shareholder voted against the matter or abstain his vote.

The Meeting approved, with a vote of not less than 2/3 of the total number of shareholders who are present at the meeting and who are entitled to vote excluding interested shareholders' equity, which is 7,319 shares held by Mr. Thipsamat Na Chiengmai, the remuneration for the Chairman and members of the Nomination and Remuneration Committee in the amount equal to the remuneration for the Chairman and members of the Audit Committee that has been approved by the AGM No. 95, held on April 11, 2007 which shall be deducted as an expense of the Bank as follows:

<u>Position</u>	<u>Amount of Remuneration / person</u>	
1. The Chairman of the Nomination and Remuneration Committee	Baht	2,796,000 / year
2. The Nomination and Remuneration Committee Member	Baht	2,772,000 / year
3. The Nomination and Remuneration Committee Member and the Audit Committee Member	Baht	3,168,000 / year

The above was effective from March 1, 2007 onwards.

Details of the votes were as follows:

Where the number of shares held by Mr. Thipsamat Na Chiengmai 7,319 share is excluded from the count, the total number of shares held by the shareholders who are present and have the right to vote shall be 3,979,119,064 shares.

Vote	Number of Votes (1 share = 1 vote)	% of Votes Representing at the Meeting
(1) Approved	3,964,069,064	99.62
(2) Disapproved	0	0.00
(3) Abstained	15,050,000	0.38
Total	3,979,119,064	100.00

Agenda 4 **To acknowledge of the sale of ordinary shares obtained from the Debt Restructuring**

Secretary to the Board of Directors reported to the Meeting that in order to comply with the regulations of Bank of Thailand (BOT) that required the Bank to reduce the shareholding proportion in Wongpaitoon Group Public Company Limited (“WFC”) to less than or equal to 10% within June 30, 2007 provided that in case the sale of ordinary shares has the aggregate cost or shares value exceeding THB 100 mm, the Bank propose to the Meeting of Shareholders with detailed information on sales e.g. buyer, cost value, sale value, book value as of transaction date and etc. Therefore, the meeting of Investment Committee no. 1/2007 held on June 4, 2007 approved to sell the ordinary shares of WFC in the amount of 114,058,323 shares (18.86%) to Mr. Vijak Sirisingha at the total price of Baht 1,000 (after the sale of such shares, the Bank will hold 10% of shares in WFC).

The Board of Directors Meeting No. 9/2007 held on August 22, 2007 acknowledged the matters. The details of sale of ordinary shares in Wongpaitoon Group Plc. are as follows :

Transaction Date	27 June 2007
Number of Shares Sold	114,058,323 Shares
% of Shareholding Sold	18.86%
Type of Business	Manufacture Athletic Shoes
Buyer	Mr. Vijak Sirisingha
Cost Value	173,368,650.96 Baht
Cost Value after Impairment	0.00 Baht
Sale Value	1,000.00 Baht
Difference between Sale Value and Cost Value after Impairment	1,000.00 Baht

The Board of Directors resolved that it is considered appropriate to report to the EGM No. 1/2007 on the sale of ordinary shares obtained from debt restructuring of which the cost or aggregate selling amount exceeded Baht 100 million pursuant to the Bank of Thailand’s regulation.

A motion was made for the Meeting's consideration and resolution.

The Secretary to the Board asked whether any shareholder would like to abstain his vote or vote against the matter. No shareholder voted against the matter or abstain his vote.

The Meeting acknowledgment the sale of ordinary shares obtained from the Debt Restructuring of WFC as proposed.

Details of the votes were as follows:

Vote	Number of Votes (1 share = 1 vote)	% of Votes Representing at the Meeting
(1) Approved	3,938,516,831	98.98
(2) Disapproved	5,352	0.00
(3) Abstained	40,604,200	1.02
Total	3,979,126,383	100.00

Agenda 5 **To consider other business**

A shareholder noted that in the last year, a large number of listed companies acquired assets at substantial prices, and subsequently set up an impairment. The Company should be careful and find out a measure to cope with this problem because it will subsequently affect and be disadvantageous to the shareholders. The shareholder also asked whether the Bank plans to operate the life and non-life insurance businesses when it becomes a universal banking operator.

The Chairman replied that the Bank holds shares in 2 life and non-life insurance companies, namely Ayudhya Insurance Public Company Limited and Ayudhya Allianz C.P. Life Assurance Public Company Limited. These companies have used the Bank's branches as their sales channels according to the guidelines of the Bank of Thailand in order to benefit and to generate profits to the Bank, and are in collaboration with the companies that are specialized in this area in order to promote the market and sales.

No further issue or question was raised. The Chairman then thanked all shareholders for their attendances and declared the Meeting adjourned at 15.20 hrs.

Veraphan Teepsuwan

(Mr. Veraphan Teepsuwan)
Chairman of the Meeting

Suwat Suksongkroh

(Mr. Suwat Suksongkroh)
Secretary to the Board of Director