

Ref. ES. 016/1999

11 January, 1999

To: The President
The Stock Exchange of Thailand

Subject : Information in Relation to the Issue and Offering of the
Securities of the Bank

The Thai Farmers Bank Plc. (the "Bank") would like to notify the
information in relation to the issue and offering of the
securities of the Bank as follows:

1. Today, the Bank issued and offered of the following securities of the
Bank to the Preferred Shares - Subordinated Debentures of the Thai
Farmers Bank Plc. Fund, as per the following details and conditions:
 - 1.1. 547,345 Class A Preferred Shares, par value of which Baht 10 each,
at the price of Baht 36,540 each, totalling Baht 19,999,986,300;
 - 1.2. 547,345 units of the Subordinated Debentures cum the Preferred
Shares #1 of the Thai Farmers Bank Plc., due upon liquidation of
the Bank (the "Subordinated Debentures #1") at the price of US\$
1,000 each, totalling US\$ 547,345,000;
 - 1.3. 20,000,000 units of the Subordinated Debentures #2 of the Thai
Farmers Bank Plc., due 2006 (the "Subordinated Debentures #2"),
at the price of Baht 1,000 each, totalling Baht 20,000,000,000.

Summary of the details and conditions of the Subordinated Debentures
#1 and the Subordinated Debentures #2 are attached herewith as
Attachment 1 and 2, together with the Prospectus.

2. The Bank entered into the Master Investment Agreement with to the
Preferred Shares - Subordinated Debentures of the Thai Farmers Bank
Plc. Fund, as per summary attched herewith as Attachment 3

Please be informed accordingly, and distribute to general investors.

Yours sincerely,

Attachment 1

Summary of the Substantial Terms and Conditions of the Subordinated Debentures #1

Name of the Debenture The Subordinated Debentures cum the Preferred Shares #1 of the Thai Farmers Bank Plc., due upon liquidation of the Bank

Type Registered form, unsecured, and subordinated

Principal Amount US\$ 547,345,000

Face Value US\$ 1,000

Offering Price US\$ 1,000

Interest Interest shall be paid at the rate of 19.32 percent per annum, as per the details in the Terms and Conditions and subject to the Master Investment Agreement.

The Bank shall pay the interest only in the event that the Bank is required to pay dividend on the Preferred Shares as described in the Terms and Conditions of the Preferred Shares cum Subordinated Debentures #1. In the event that the Bank has an option whether to pay the dividend on the Preferred Shares, the Bank may pay all or part of the interest.

Maturity Upon liquidation of the Bank

Date of Issuance 11 January 1999

Maturity Date The Subordinated Debentures #1 shall be matured upon liquidation of the Bank, unless early redeemed by the Bank in accordance with the terms and conditions described in the Terms and Conditions of the Preferred Shares cum Subordinated Debentures #1.

Collateral None

Trustee None

Conversion None

Rights and Transfer Prior to the redemption of the Subordinated Debentures #1, the
Restriction Subordinated Debentures #1 may not be transferred to any person.
In addition, the Bank will not register or will cause the Registrar not
to register any transfer of the Subordinated Debentures #1 to any
transferee(s), who is not Institutional Investor(s).

Attachment 2
Summary of The Substantial Terms and Conditions
of the Subordinated Debentures #2

Name of the Debenture The Subordinated Debentures #2 of the Thai Farmers Bank Plc., due
2006

Type Registered form, unsecured, and subordinated

Principal Amount Not exceeding Baht 20,000 million

Face Value Baht 1,000

Interest Rate Interest shall be paid at the rate of 22.296175 percent per annum.

Interest Payment Interest shall be payable quarterly.

Maturity 7 year

Date of Issuance 11 January, 1999

Maturity Date 11 January, 2006

Collateral None

Trustee None

Conversion None

Attachment 3

Summary of Master Investment Agreement for the Non-Cumulative Preferred Shares cum Subordinated Debentures #1 of Thai Farmers Bank Public Company Limited

Date of Agreement 11 January 1999

Type of Securities Invested The Bank agrees to sell and the Fund agrees to purchase 547,345 Preferred Shares at the price of Baht 36,540 each, totalling Baht 19,999,986,300, together with 547,345 Subordinated Debentures #1 at the price of US\$ 1,000 each, totalling US\$ 547,345,000 at the same time.

Restrictions on Transfer of the Preferred Shares cum Subordinated Debentures #1 The Bank and the Fund agree to comply with the Terms and Conditions of the Preferred Shares cum Subordinated Debentures #1, which provide that prior to the redemption of the Subordinated Debentures #1, the transfer of Preferred Shares to any person may be made only if the Fund transfers the Preferred Shares simultaneously with the Subordinated Debentures #1 to the same transferee and such transferee agrees in writing to be bound according to details and conditions of this Master Investment Contract in all respects. If any transfer of such Preferred Shares is in contravention of this Master Investment Contract, it shall be deemed to be invalid.

Redemption of the Subordinated Debentures #1 and Conversion of Preferred Shares The Bank and the Fund agree and acknowledge that the Articles of Association of the Bank ("Articles of Association") in the part concerning rights of the Preferred Shares provide that whenever the Subordinated Debentures #1 are redeemed, the liquidation preference upon the dissolution and liquidation of the Preferred Shares shall be reduced to the par value thereof in accordance with the conditions prescribed in the Articles of Association of the Bank. The Fund agrees that in such case, the Fund agrees and consents to have the Preferred Shares converted into ordinary shares when requested by the Bank.

Payment To prevent the risk from exchange rate bound by the Bank and the Fund pursuant to the principal sum and interest under the conditions of the Preferred Shares cum Subordinated Debentures #1, the Fund and the Bank agree to make payment of principal sum and interest of the Subordinated Debentures #1 as per details set forth in the Master Investment Agreement

Right to Receive the Pursuant to the Terms and Conditions of the Preferred Shares cum

Return from Investment Subordinated Debentures #1 which provide that as of the date of redemption of the Subordinated Debentures #1 the Bank shall pay the redemption price of the Subordinated Debentures #1 to the Fund by using the reference exchange rate announced by the BOT as of the business day immediately preceding the date of redemption of the Subordinated Debentures #1, and pursuant to the Articles of Association of the Bank which provide that on the same day the Bank shall make payment to the Fund as a preferred shareholder in Thai Baht in an amount equivalent to US\$ 1,000 by using the reference exchange rate announced by the Bank as of the business day immediately preceding the date of such payment, the Fund as a preferred shareholder agrees and acknowledges that the payment by the Bank of the redemption price of the Subordinated Debentures #1 to the Fund shall be deemed to be the complete payment of the Bank to the Fund as a preferred shareholder as provided for in the Articles of Association of the Bank. It is well understood by the Fund that in the investment in these Subordinated Debentures #1, the Fund shall be entitled to obtain the return of investment money from the redemption of the Subordinated Debentures #1 only.