

Ref. No. ES. 71/2001

30 March 2001

To: The President
The Stock Exchange of Thailand

Re: Notification of Resolution of the General Meeting of Shareholders No. 89

The Bank had held the General Meeting of Shareholders No. 89 at the Head Office of the Bank, 1 Thai Farmers Lane, Ratburana Road, Khwaeng Ratburana, Khet Ratburana, Bangkok on Thursday 29 March 2001. The Meeting had resolved the significant matters as summarized as follows.

1. Adopted the Minutes of the General Meeting of Shareholders No.88
2. Acknowledged the Board of Directors' report on year 2000 operation
3. Approved the Balance Sheet and the Statement of Income for the year ending 31 December 2000 and acknowledge the omission of dividend payment for one year period of 2000.
4. Re-elected M.R. Yongswasdi Kridakon, Mr. Sukri Kaocharern, M.R. Sarisdiguna Kitiyakara, Mr. Banthoon Lamsam and Mr. William Mark Evans the retiring directors as the directors of the Bank for another term.
5. Elected Mrs. Elizabeth Sam Mr. Chaisak Saeng-Xuto and Dr. Schwin Dhammanungune as the directors to replace those whose offices are vacated; and appointed Mrs. Elizabeth Sam as a member of the Audit Committee of the Bank.
6. Appointed Mr.Nirand Lilamethwat, Mr.Supot Singhasaneh, Mr.Thirdthong Thepmangkorn and Mrs.Wilai Buranakittisopon of KPMG Audit (Thailand) Limited to be auditors of the Bank for year 2001; anyone of them be authorized to audit, prepare and sign the audit report. The audit fees are fixed at a total of Baht 10,820,000.
7. Approved the amendment to the Articles of Association of the Bank, by adding the following clause as Article 34 in the Bank's Articles of Association

"Article 34 Where the Company or any of its subsidiaries enter into a connected transaction, or an acquisition or disposition of assets of the Company or any of its subsidiaries, in accordance with the notifications of the Stock Exchange of Thailand governing the connected transactions or the acquisition and disposition of assets of listed companies, the Company shall comply with requirements under such notifications."

8. Disapproved the change of the exercise price and exercise date of warrants for ordinary shares of the Bank to be issued and offered for sale to the Bank's employees except for the employees who are directors.

The Bank would like to make further clarification in relation to the result of the voting in this Agenda 8 as follows:

Subsequent to the casting of the votes for this agenda in the Shareholders' Meeting, the Bank has verified the proxy statements of the shareholders. After the verification, the Bank found that there are proxies who did not vote in accordance with the intention of the shareholders as specified in the proxy statements. Those votes shall be considered invalid. Therefore, the announcement in the Shareholders' Meeting that this Agenda 8 received approval of the shareholders of not less than $\frac{3}{4}$ of the votes of the shareholders who attend the meeting and entitled to vote in the Shareholders' Meeting, is incorrect. As a result, after re-calculation of the votes, this Agenda 8 received approval of the shareholders of less than $\frac{3}{4}$ of the votes of the shareholders who attend the meeting and entitled to vote in the Shareholders' Meeting. Therefore, this agenda 8 did not receive approval from the Shareholders' Meeting.

Please be informed and distribute to general investors accordingly.

Yours sincerely,

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