

Ref. No. CN. 104/2002

3 April 2002

To: The President
The Stock Exchange of Thailand

Re: Notification of Resolution of the General Meeting of Shareholders No. 90

The Bank had held the General Meeting of Shareholders No. 90 at the Head Office of the Bank, 1 Thai Farmers Lane, Ratburana Road, Khwaeng Ratburana, Khet Ratburana, Bangkok on Wednesday 3 April 2002. The Meeting had resolved the significant matters as summarized as follows.

1. Adopted the Minutes of the General Meeting of Shareholders No.89
2. Acknowledged the Board of Directors' report on year 2001 operation
3. Approved the Balance Sheet and the Statement of Income for the year ended 31 December 2001 and acknowledged the omission of dividend payment for one year period of 2001.
4. Re-elected Mr.Banyong Lamsam Pol.Gen. Pow Sarasin, Professor Dr.Yongyuth Yuthawong, Mrs. Elizabeth Sam, Mr.Chaisak Saeng-Xuto and Dr.Schwin Dhammanungune the retiring directors as the directors of the Bank for another term.
5. Approved fixing of the remuneration of the directors
 - (1) A gratuity to be fixed at 0.5 percent of the total dividend, as previously stipulated (wherein no gratuity will be due when no dividend is paid)
 - (2) Remuneration to the Board of Directors for the meetings at 1,225,000 Baht per month.
 - (3) Remuneration to the Advisory Board to the Management Committee a total of 1,018,000 Baht per month
 - (4) Remuneration to the Audit Committee at 210,000 Baht per month.
 - (5) Remuneration to the Board's Legal Advisor at 300,000 Baht per month.
 - (6) Remuneration to the Human Resources and Remuneration Committee at 90,000 Baht per month
 - (7) Remuneration to the Corporate Governance Committee at 90,000 Baht per monthThe above remuneration schemes will be effective until a shareholders' meeting considers otherwise.
6. Appointed Mr.Nirand Lilamethwat, Mr.Supoj Singhasaneh, Mr.Thirdthong Thepmangkorn and Mrs.Wilai Buranakittisopon of KPMG Audit (Thailand) Limited to be auditors of the Bank for the year 2002; anyone of them be authorized to audit, prepare and sign the audit report. The audit fees are fixed at a total of 10,461,066. Baht

7. Approved 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 the employees who are directors. The total un-offered for sale amount is 26,500,000 units. The details are as follows:
- (1) To adjust the exercise price: The new exercise price equals to a weighted average market price on last 5 trading days prior to first date of the offering for sale of the warrant to the employees except the employees who are directors.
 - (2) To amend the exercise date: Four times each year during the exercise period of each warrant on the last business days of March, June, September and December.

Please be informed accordingly.

Yours sincerely,