

Lor Or. 15/2551

March 24, 2008

To : Shareholders

Subject : Notice of the Annual General Meeting of the Shareholders No. 15 (2008)  
of ACL Bank Public Company Limited

Enclosed :

1. Copy of the Minutes of the Annual General Meeting of the Shareholders No. 14 (2007)
2. Profiles of the Retiring Directors Nominated for Re-election and Qualifications of Independent Directors
3. Profile of the Person Nominated for Appointment as a New Director
4. 2007 Annual Report
5. The Bank's Articles of Association regarding the Shareholders' Meeting
6. Guidelines for Appointment of Proxy and Voting Procedures for the Shareholders' Meeting
7. Required Documents to Identify the Rights to Attend the Annual General Meeting of the Shareholders
8. Steps for Attending the Annual General Meeting of the Shareholders
9. Proxy Forms
10. Map of the Meeting Location
11. Reply Envelope

By the resolution of the Board of Directors' Meeting of ACL Bank Public Company Limited (the Bank) No. 3/2008 held on March 21, 2008, the Annual General Meeting of the Shareholders (AGM) No. 15 (2008) will be held on Thursday April 24, 2008 at 14.00 hours at Heliconia Room (EL Floor), Emporium Suites, 622 Sukhumvit Road, Khlongton, Khlongtoei, Bangkok 10110 to consider the following agenda:

**Agendum 1 To adopt the minutes of the AGM No. 14 (2007)**

Fact / Rationale : The Bank held the AGM No. 14 (2007) on April 27, 2007. The minutes of the meeting had correctly been recorded and submitted to the Stock Exchange of Thailand and the Ministry of Commerce within the timeframe prescribed by the laws. It was also disclosed on the Bank's website, details of which are appeared in the attachment.

The Board of Directors' Opinion : The minutes of the AGM No. 14 (2007) held on April 27, 2007, which had correctly been recorded, should be proposed to the AGM for adoption.

**Agendum 2 To acknowledge the report on the result of business operations of the Bank during 2007**

Fact / Rationale : The report on the result of business operations of the Bank during 2007, as required by Article 50 of the Bank's Article of Association, was appeared in the 2007 Annual Report.

The Board of Directors' Opinion : The result of business operations of the Bank during 2007 should be reported to the AGM for acknowledgment.

**Agendum 3** *To approve the audited balance sheet and profit and loss statement for the year ended December 31, 2007*

Fact / Rationale : In compliance with Section 112 of the Public Limited Companies Act B.E. 2535 and Article 50 (2) of the Bank's Articles of Association, the audited balance sheet and profit and loss statement for the year ended December 31, 2007 were appeared in the 2007 Annual Report and sent to the shareholders together with the notice of this AGM.

The Board of Directors' Opinion : The AGM is recommended to approve the balance sheet and profit and loss statement for the year ended December 31, 2007, which had already been audited and certified by the auditor of the Bank.

**Agendum 4** *To approve the omission of the profit allotment and dividend payment for the year 2007*

Fact / Rationale : In the year 2007, the Bank had a net profit of 343 million Baht, but the Bank still has accumulated loss. Thus, the Bank needs not allot the profit as the Bank's reserve according to Section 116 of the Public Limited Companies Act B.E. 2535. Furthermore, Section 115 of such Act stipulates that dividend shall not be paid other than out of profits. If the company still has accumulated loss, no dividend shall be paid. Therefore, the Bank has not determined the dividend policy.

The Board of Directors' Opinion : The AGM is recommended to approve the omission of the profit allotment and dividend payment for the year 2007 as last year, since the Bank still has accumulated loss.

**Agendum 5** *To approve the election of the directors to replace those who are scheduled to retire by rotation*

Fact / Rationale : Article 23 of the Bank's Articles of Association stipulates that at each AGM, one-third of the directors must retire by rotation, and that the directors who have been in the position longest must retire first. The retired directors are eligible for re-election.

At this AGM (2008) there are 4 directors scheduled to retire:

- |    |               |                  |                      |
|----|---------------|------------------|----------------------|
| 1. | Dr. Kosol     | Petchsuwan       | Independent Director |
| 2. | Ms. Ladda     | Siriwattanakosol | Independent Director |
| 3. | Mr. Kritsda   | Udyanin          | Director             |
| 4. | Dr. Charnchai | Musignisarkorn   | Director             |

The Bank allowed shareholders to nominate qualified candidates for election as the Bank's directors under the criteria for nomination of directors as disclosed on the Bank's website, but there was no nomination submitted to the Bank. Therefore, the Corporate Governance Committee considered the appropriate qualifications of the retiring directors in compliance with the Bank's criteria for nomination of directors, including the performance evaluation of each director, and recommended the Board of Directors to propose to the AGM to re-elect the above-mentioned directors as the Bank's directors for another term. These directors' profiles are appeared in the attachment.

The Board of Directors' Opinion : The Board of Directors, excluding the interested directors, concurs with the Corporate Governance Committee's recommendation to propose to the AGM to re-elect the said directors as directors for another term.

**Agendum 6 To approve the appointment of a new director**

Fact / Rationale : The Corporate Governance Committee has nominated the qualified candidate, Mr. Phadhadej Dhamcharee, for appointment as independent director to replace a director who resigned from the Bank. Mr. Phadhadej has great knowledge of economics and experienced in fiscal and finance, which will benefit the Bank. He is fully qualified under the Bank's criteria for nomination of directors and the Public Limited Companies Act B.E. 2535, without prohibited characteristics under the criteria of the Bank of Thailand, the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand. His personal profile is appeared in the attachment.

The Board of Directors' Opinion : The Board of Directors concurs with the Corporate Governance Committee's recommendation to propose to the AGM to approve the appointment of Mr. Phadhadej Dhamcharee as independent director. The appointment is subject to the Bank of Thailand's approval.

**Agendum 7 To approve the remuneration of directors**

Fact / Rationale : The AGM No. 14 (2007) held on April 27, 2007 approved the remuneration of directors for the year 2007/2008 as follows:

1. Directors' fee : 30,000 Baht per month  
In any month that there is no Board of Directors' Meeting, the directors are not entitled to receive the directors' fee.
2. Remuneration per position per month
  - 2.1 Chairman of Board of Directors 90,000 Baht
  - 2.2 Chairman of Sub-Committee 50,000 Baht
  - 2.3 Director in Sub-Committee 30,000 Baht
  - 2.4 Chairman of Board of Executive Directors 250,000 Baht
  - 2.5 Executive Director 150,000 Baht

Chairman and members of Board of Executive Directors or Sub-Committees who are the Bank's permanent staff or employees receiving monthly salary are not entitled to receive the remuneration per position in the Board of Executive Directors or Sub-Committees.

The Corporate Governance Committee considered by comparing the remuneration structures and rates of the Bank with those of other financial institutions and recommended the remuneration appropriate to duties and responsibilities of directors for the year 2008/2009 the same rates as last year.

The Board of Directors' Opinion : The Board of Directors concurs with the Corporate Governance Committee's recommendation to propose to the AGM to approve the remuneration of directors for the year 2008/2009 the same rates as last year.

Duties and responsibilities of the Board of Directors and Sub-Committees were appeared in the 2007 Annual Report, Management Structure, page 115–118.

**Agendum 8 To approve the appointment of the auditors and their remuneration for the year 2008**

Fact / Rationale : According to Section 120 of the Public Limited Companies Act B.E. 2535 and Article 50 (5) of the Bank's Articles of Association, the Audit Committee proposes the appointment of the auditors and their remuneration for the year 2008 as follows:

1. The auditors of Ernst & Young Office Limited (E&Y)
  - Ms. Rungnapa Lertsuwankul, CPA Registration No. 3516
  - Mr. Sophon Permsirivallop, CPA Registration No. 3182
  - Ms. Sumalee Reewarabandith, CPA Registration No. 3970
  - Ms. Vissuta Jariyathanakorn, CPA Registration No. 3853
  
2. Ms. Rungnapa Lertsuwankul was the Bank's auditor for the years 2001-2005 (totaling 5 years). Mr. Sophon Permsirivallop was the Bank's auditor for the years 2006-2007 (totaling 2 years). Nevertheless, all proposed auditors are the auditors of E&Y, the office of the Bank's auditors since the year 2001 (totaling 7 years).
  
3. Ms. Rungnapa Lertsuwankul is the auditor of the Bank's subsidiaries, Asia Credit Securities Company Limited and Leasing Sinn Asia Company Limited, since 2001 (totaling 7 years) and 2005 (totaling 3 years) respectively.
  
4. Remuneration of auditors

Proposed Audit Fees

Baht

Audit financial statements for the year ended December 31, 2008	1,100,000
Audit financial statements for the period of 6 months ended June 30, 2008	1,000,000
Review quarterly financial statements (2 quarters)	1,000,000
Special report according to the Bank of Thailand's guidelines	200,000
Total	3,300,000

Comparison of Audit Fees in the Past Years (exclude Non-Audit Services)

	2005		2006		2007		2008	
	Baht	%*	Baht	%*	Baht	%*	Baht	%*
ACL Bank Public Company Limited	2,300,000	22.3	2,500,000	8.7	2,900,000	16.0	<b>3,300,000</b>	<b>13.79</b>

\* % increase from last year

Remark : For Non-Audit Services, in the preceding year, the Bank and subsidiaries had not received any non-audit services rendered by the engaged audit firm except expense reimbursement in relating to the audit services rendered such as overtime, traveling expenses, etc.

The Audit Committee recommended the Board of Directors to propose to the AGM to approve the appointment of Ms. Rungnapa Lertsuwankul, Mr. Sophon Permsirivallop, Ms. Sumalee Reewarabandith and Ms. Vissuta Jariyathanakorn of E&Y as the Bank's auditors for the year 2008 with the audit fee of 3,300,000 Baht, since they are qualified under the regulations of the Bank of Thailand and the Office of the Securities and Exchange Commission, and they have qualified and experienced audit team. Furthermore, the Audit Committee proposes to the shareholders to acknowledge the 2008 audit fees of the Bank's subsidiaries totaling 1,300,000 Baht.

The proposed auditors have no relationship with or interests in the Bank / subsidiaries / executives / major shareholders or related parties thereof.

The Board of Directors' Opinion : The Board of Directors concurs with the Audit Committee's recommendation to propose to the AGM to approve the appointment of Ms. Rungnapa Lertsuwankul, Mr. Sophon Permsirivallop, Ms. Sumalee Reewarabandith and Ms. Vissuta Jariyathanakorn of E&Y as the Bank's auditors for the year 2008 with the audit fee of 3,300,000 Baht, and to acknowledge the 2008 audit fees of the Bank's subsidiaries totaling 1,300,000 Baht.

**Agendum 9** *To approve the amendment to Clause 4 of the Bank's Memorandum of Association*  
**Subject : Registered Capital**

Fact / Rationale : Last year holders of preferred shares exercised their rights to convert their preferred shares into totaling 26,585,571 ordinary shares, and such conversion had been registered with the Department of Business Development, the Ministry of Commerce. Therefore, the AGM is proposed to approve the amendment to Clause 4 of the Bank's Memorandum of Association Subject : Registered Capital to be in line with conversion of preferred shares into ordinary shares as follows:

	Registered Capital	Existing		Proposed	
Clause 4	Registered Capital	15,904,529,450	Baht	15,904,529,450	Baht
	Divided into	1,590,452,945	shares	1,590,452,945	shares
	At par value of	10	Baht	10	Baht
	Consisting of				
	Ordinary shares	1,060,592,961	shares	1,087,178,532	shares
	Preferred shares	529,859,984	shares	503,274,413	shares

The Board of Directors' Opinion : The AGM is recommended to approve the amendment to Clause 4 of the Bank's Memorandum of Association Subject : Registered Capital as proposed to be in line with conversion of preferred shares into ordinary shares last year.

**Agendum 10** *To consider other matters (if any)*

The closing date of share register book to determine the right to attend the AGM No. 15 (2008) is scheduled from April 4, 2008 at 12.00 noon until the AGM is adjourned.

You are hereby invited to attend the Meeting on the date, at the time and venue as above mentioned. The shareholders' registration will start from 12.00 hours onwards.

If you are not able to attend the Meeting personally, please appoint a proxy, by using either Proxy Form A or Proxy Form B attached. If you are a foreign investor who authorizes a custodian in Thailand to keep and safeguard your shares, please use only one of three Proxy Forms (Form A, Form B or Form C).

Proxy Form B will be used if you would like to authorize Mr. Chanchai Leetavorn, the Chairman, Dr. Prasit Damrongchai, the Chairman of the Corporate Governance Committee, or me to attend and vote in the Meeting on your behalf. The completed Proxy Form B should be returned to the Bank in advance so that it reaches us prior to the Meeting date. You may use the reply envelope as enclosed.

The Bank has sent you the 2007 Annual Report in the form of CD ROM. However, if you would like to have a hard copy of 2007 Annual Report, please send your request in writing to Corporate Secretary Department, ACL Bank Public Company Limited, 13<sup>th</sup> Floor, Emporium Tower, 622 Sukhumvit Road, Khlongton, Khlongtoei, Bangkok 10110.

Please be informed accordingly.

Yours sincerely,

Thongchai Ananthothai  
President

Note : The notice of the Annual General Meeting of the Shareholders No. 15(2008) and all supporting documents have been already uploaded on the Bank's website [www.aclbank.com/about us/shareholders](http://www.aclbank.com/about_us/shareholders) since March 25, 2008, if you have any questions concerning the Meeting agenda, please forward your questions in advance to the Bank's website [www.aclbank.com/general inquiries/AGM](http://www.aclbank.com/general_inquiries/AGM).

Corporate Secretary Department  
Tel. 0-2663-9451-2  
0-2663-9447

ข้อมูลของกรรมการธนาคารที่เป็นผู้รับมอบฉันทะ  
Profiles of directors who are the proxies.

1. นายชาญชัย ลีถาวร  
Mr. Chanchai Leetavorn

ประธานกรรมการ อายุ 80 ปี สัญชาติ ไทย  
Chairman Age Years Nationality Thai

อยู่บ้านเลขที่ 31/1 ซอยสีฟ้า ถนนพหลโยธิน เขตพญาไท กรุงเทพมหานคร  
residing at No. 31/1 Soi Sri Fah, Phaholyotin Road, Phayathai District, Bangkok.



2. นายธงชัย อานันท์ไทย  
Mr. Thongchai Ananthothai

กรรมการผู้จัดการใหญ่ อายุ 46 ปี สัญชาติ ไทย  
President Age Years Nationality Thai

อยู่บ้านเลขที่ 32 ซอยสุขุมวิท 64 ถนนสุขุมวิท เขตพระโขนง กรุงเทพมหานคร  
residing at No. 32 Soi Sukhumvit 64, Sukhumvit Road, Prakanong District, Bangkok.



ข้อมูลของกรรมการอิสระที่เป็นผู้รับมอบฉันทะ  
Profile of independent director who is the proxy.

1. ดร. ประสิทธิ์ ดำรงชัย  
Dr. Prasit Damrongchai

ประธานกรรมการบริษัท อายุ 67 ปี สัญชาติ ไทย  
Chairman of the Corporate Age Years Nationality Thai  
Governance Committee

อยู่บ้านเลขที่ 5 ถนนเสรี 2 แขวงสวนหลวง เขตสวนหลวง กรุงเทพมหานคร  
residing at No. 5 Saree 2 Road, Suanluang Sub-District, Suanluang District, Bangkok.

กรรมการไม่มีส่วนได้เสียในการพิจารณาทุกวาระในการประชุม  
Director has no interest in any agenda.



### **Qualifications of Independent directors**

The Bank stipulates qualifications of independent directors stronger than minimum requirements of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand in order that the independent directors will actually have independence according to the structure of the Board of Directors that promotes corporate governance of commercial banks that regulated by the Bank of Thailand. Independent director of the Bank means director who does not have business or any work that relevant to the Bank that may affect to independency for making decision of himself/herself. The independent director must have qualifications as follows:

(1) Holding shares not more than 0.5 per cent of paid-up capital of the Bank, affiliated company, associated company or related company, which shall be inclusive of the shares held by related persons;

(2) Being a director who does not take part in the management of the Bank, affiliated company, associated company, related company or majority shareholder of the Bank, and is not an employee, or staff member who receives a regular salary from the Bank, affiliated company, associated company, related company or majority shareholder of the Bank. In addition, being a director who does not be an advisor who receives a regular salary from the Bank, affiliated company, associated company, related company or majority shareholder of the Bank;

(3) Being a director who has no direct or indirect benefit or interest in finance and management of the Bank, affiliated company, associated company or majority shareholder of the Bank, including the benefit or interest of the said nature during the period of 1 year before his appointment as a member of the Audit Committee except where the Board of Directors has carefully considered that such previous benefit or interest does not affect the performance of duties and the giving of independent opinions;

(4) Being a director who is not a related person or close relative of any management member or majority shareholder of the Bank;

(5) Being a director whom is not appointed as a representative to safeguard interests of the company's directors, majority shareholders or shareholders who are related to the company's majority shareholders;

(6) Being capable of performing duties, giving opinions or reporting the results of performance of work according to the duties delegated by the Board of Directors free and clear of the control of the management or the majority shareholders of the Bank including related persons or close relatives of the said persons.