

LorOr. 23/2558

7 April 2015

To : Shareholders

Subject : Notice of the Annual General Meeting of the Shareholders No. 22 (2015)

Enclosed :

1. Copy of the Minutes of the Extraordinary General Meeting of the Shareholders No. 1/2014 held on 4 August 2014
2. Details on the Appropriation of the Net Profit for the Year 2014 and the Reasons for the Omission of Payment of Dividend
3. Profiles of the Retiring Directors Nominated for Re-election
4. Remuneration of Directors
5. List of the Auditors and their Remuneration
6. 2014 Annual Report in the form of a CD-ROM
7. Guidelines for Appointment of Proxy, Meeting Proceeding and Voting Procedures for the Shareholders' Meeting
8. Documents Required as Evidence of the Rights to Attend the Shareholders' Meeting
9. Proxy Form A
10. Map of the Meeting Location

By the resolution of the Board of Directors' Meeting of Industrial and Commercial Bank of China (Thai) Public Company Limited (the Bank) No. 1/2015 held on 20 March 2015, the Annual General Meeting of the Shareholders (AGM) No. 22 (2015) will be held on 27 April 2015 at 14.00 hours at the Chamber 1 Room (Basement Floor), **S31** Hotel, 545 Sukhumvit 31 Road, Khlongtoei-Nua, Wattana, Bangkok 10110 to consider the following agenda:

Agenda 1 To adopt the minutes of the Extraordinary General Meeting of the Shareholders No. 1/2014

The Board of Directors' Opinion : The minutes of the Extraordinary General Meeting of the Shareholders No. 1/2014 held on 4 August 2014 should be proposed to the AGM for adoption. A copy of the minutes is attached.

Agenda 2 To acknowledge the report on the results of the business operations of the Bank during 2014

The Board of Directors' Opinion : The results of the business operations of the Bank during 2014 should be reported to the AGM for acknowledgment.

Agenda 3 To approve the statement of financial position and the statement of comprehensive income for the year ended 31 December 2014

The Board of Directors' Opinion : The AGM is recommended to approve the statement of financial position and the statement of comprehensive income for the year ended 31 December 2014, which had been audited and certified by the auditors of the Bank.

Agenda 4 To approve the appropriation of the net profit for the year 2014 and the omission of payment of dividend

The Board of Directors' Opinion : The AGM is recommended to approve the appropriation of the net profit for the year 2014 and the omission of dividend payment for the year 2014. Details of the profit appropriation and reasons for the omission of dividend payment are attached.

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

At this AGM 22 (2015) there are 4 directors scheduled to retire:

1. Dr. Zhigang Li Director/ Chief Executive Officer
2. Dr. Prasit Damrongchai Independent Director
3. Dr. You Ye Director
4. Mr. Jianfeng Zheng Director

The Board of Directors' Opinion : The Board of Directors, excluding the interested directors, concurs with the Nomination, Compensation and Corporate Governance Committee's recommendation to propose to the AGM to re-elect the 4 retiring directors as the Bank's directors for another term. Profiles of the retiring directors nominated for re-election are attached.

Agenda 6 To acknowledge the remuneration of directors

The Board of Directors' Opinion : The Board of Directors concurs with the Nomination, Compensation and Corporate Governance Committee's recommendation to propose to the AGM to acknowledge the remuneration of directors which are the same rates as last year, details of which are attached.

Agenda 7 To approve the appointment of the auditors and their remuneration for the year 2015

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. Pantip Gulsantithamrong, Ms. Somboon Supasiripinyo and Ms. Wilai Buranakittisophon of KPMG Poomchai Audit Limited as the Bank's auditors for the year 2015 with the audit fee of Baht 2,620,808, and to acknowledge the 2015 audit fee of the

Bank's subsidiary in the amount of Baht 1,180,000. The list of the auditors and their remuneration is attached.

Agenda 8 To consider other matters (if any)

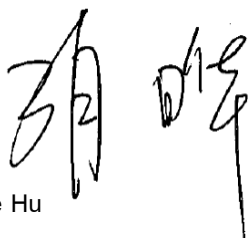
The closing date of the share register book to determine the rights to attend the AGM No. 22 (2015) is scheduled to be from 8 April 2015 until the AGM is adjourned.

The shareholders' registration to attend the AGM will start at 13.00 hours on 27 April 2015. If you are unable to attend the meeting personally, please appoint a proxy by using the Proxy Form A attached.

You may also authorize Dr. Kosol Petchsuwan, Chairman of the Audit Committee or Mr. Plengsakdi Prakaspesat, Member of the Audit Committee, to attend and vote in the meeting on your behalf. Should you decide to assign one of the abovementioned Directors as your proxy, please send the completed Proxy Form to the Bank in the enclosed reply envelope prior to the meeting date.

You are hereby invited to attend the meeting on the date, at the time and venue as mentioned above.

Yours sincerely,



Ye Hu
Chairman

Corporate Secretary Department

Tel. 0-2663-9455, 0-2663-9447