

LorOr. 31/2557

7 July 2014

To : Shareholders

Subject : Notice of the Extraordinary General Meeting of the Shareholders No. 1/2014

Enclosed : 1. Copy of the Minutes of the Annual General Meeting of the Shareholders No. 21 (2014) held on 28 April 2014
2. Details and Conditions of the allocation of newly issued ordinary shares
3. Guidelines for Appointment of Proxy, Meeting Proceeding and Voting Procedures for the Shareholders' Meeting
4. Documents required as evidence of the rights to attend the Shareholders' Meeting
5. Proxy Form A
6. 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. 2/2014 held on 27 June 2014, the Extraordinary General Meeting of the Shareholders (EGM) No. 1/2014 will be held on 4 August 2014 at 14.00 hours at the Heliconia Room (EL Floor), Emporium Suites, 622 Sukhumvit Road, Khlongton, Khlongtoei, Bangkok 10110 to consider the following agenda:

Agenda 1 To adopt the Minutes of the Annual General Meeting of the Shareholders No. 21 (2014)

The Board of Directors' Opinion : The Minutes of the Annual General Meeting of the Shareholders No. 21 (2014) held on 28 April 2014 should be proposed to the EGM for adoption. A copy of the Minutes is attached.

Agenda 2 To approve the increase of the Bank's registered capital in the amount of Baht 5,977,181,490.12 from the current registered capital of Baht 14,186,840,269.40 to Baht 20,164,021,759.52 by issuing 670,087,611 new ordinary shares at the par value of Baht 8.92 per share

Facts/ Rational : The capital funds received from this capital increase will enhance the Bank's competitiveness and will be used to facilitate the expansion of the Bank's businesses in the future. It will also be used to strengthen its financial position as well as to position the Bank to be ready to comply with the more stringent capital requirements under Basel III guideline as suggested by the Bank of Thailand.

The Board of Directors' Opinion : The Board of Directors recommends to the EGM to consider the approval of the increase of the Bank's registered capital.

**Agenda 3 To approve the amendments to Clause 4 of the Bank's Memorandum of Association
Subject: Registered Capital**

The Board of Directors' Opinion: To be in line with the increase in the registered capital of the Bank, the Board of Directors proposes the EGM to approve the amendments to Clause 4 of the Bank's Memorandum of Association ("MOA") as follows:

	Registered Capital	Existing		Proposed	
Clause 4	Registered Capital	14,186,840,269.40	Baht	20,164,021,759.52	Baht
	Divided into	1,590,452,945	shares	2,260,540,556	shares
	At par value of	8.92	Baht	8.92	Baht
	Consisting of				
	Ordinary shares	1,590,001,864	shares	2,260,089,475	shares
	Preferred shares	451,081	shares	451,081	shares

The EGM is also proposed to authorize a director or any other person delegated by any director to register the amendments to the Bank's MOA with the Department of Business Development, the Ministry of Commerce, as well as to be authorized to amend the wordings, as requested by the registrar, or take other actions necessary for the completion of such registration.

Agenda 4 To approve the allocation of the 670,087,611 newly issued ordinary shares

The Board of Directors' Opinion : The Board of Directors recommends to the EGM to approve the allocation of the 670,087,611 newly issued ordinary shares at par value of Baht 8.92 per share to existing shareholders of the Bank pro rata to their shareholding at the allocation ratio of 2.3735 existing shares (both ordinary and preferred shares) for 1 new ordinary share at the offering price of Baht 8.92 each. Details of which are attached.

Agenda 5 To consider other matters (if any)

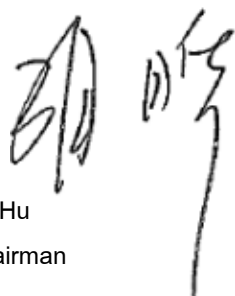
The closing date of the share register book to determine the rights to attend the EGM No. 1/2014 is scheduled to be from 15 July 2014 until the EGM is adjourned.

The shareholders' registration to attend the EGM will start at 13.00 hours on 4 August 2014. 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 Dr. Prasit Damrongchai, Chairman of the Nomination, Compensation and Corporate Governance 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,

A handwritten signature in black ink, consisting of stylized Chinese characters, positioned above the printed name and title.

Ye Hu
Chairman