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Minutes of the 2014 Annual General Meeting of Shareholders of
Kiatnakin Bank Public Company Limited

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The Meeting was held on Thursday, April 24, 2014 at 10.00 hours at the Grand Ballroom, Grand Hyatt Erawan Bangkok Hotel, 494 Rajdamri Road, Patumwan District, Bangkok 10330. The Bank set the record date on Thursday, March 13, 2014 to determine the shareholders entitled to attend the 2014 Annual General Meeting of Shareholders and set the shareholder register book closing date and suspending shares transfer on Friday, March 14, 2014 to compile the shareholder list pursuant to Section 225 of the Securities and Exchange Act B.E. 2535 (1992) (as amended). On that date, the registered capital of the Bank was Baht 8,523,372,680 and there were 852,337,268 ordinary shares, with a par value of Baht 10 per share. The Bank has paid-up capital of Baht 8,389,874,590, equivalent to 838,987,459 ordinary shares.

Names of the Bank's Directors present at the Meeting

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| 1. | Mr. Supol | Wattanavekin | Chairman of the Board of Directors and Chairman of the Risk Management Committee |
| 2. | Mr. Pichai | Dachanapirom | Independent Director and Chairman of the Audit Committee |
| 3. | Assoc. Prof. Manop | Bongsadact | Independent Director and Chairman of the Nomination and Remuneration Committee |
| 4. | Mr. Chet | Pattrakornkul | Independent Director, Chairman of the Compliance and Governance Committee, Member of the Audit Committee and Member of the Nomination and Remuneration Committee |
| 5. | Mr. Pravit | Varutbangkul | Independent Director, Member of the Audit Committee and Member of the Compliance and Governance Committee |
| 6. | Dr. Anumongkol | Sirivedhin | Independent Director and Member of the Audit Committee |
| 7. | Mr. Pongtep | Polanun | Independent Director |
| 8. | Mr. Tamin | Chirasoonton | Director and Member of the Compliance and Governance Committee |
| 9. | Mr. Suraphol | Kulsiri | Director |
| 10. | Mr. Suvit | Mapaisansin | Director |
| 11. | Mr. Banyong | Pongpanich | Director and Chief Executive Officer |
| 12. | Mr. Aphinant | Klewpatinond | Director, President and Chairman of Commercial Banking Business |
| 13. | Mr. Krittiya | Veeraburus | Director and Chairman of Capital Market Business |
| 14. | Ms. Thitinan | Wattanavekin | Director |
| 15. | Mr. Pracha | Chumnarnkitkosol | Director |

Names of the Bank's senior executives in attendance

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| 1. | Mr. Chavalit | Chindavanig | Executive Vice President, Head of Finance and Budgeting Group |
| 2. | Mrs. Patraporn | Milindasuta | Executive Vice President, Chief Governance Officer |
| 3. | Mr. Chaiwat | Lertvanarin | Executive Vice President, Head of Information Technology Group |
| 4. | Mr. Thawatchai | Techawatanawana | Executive Vice President, Head of Corporate Banking Group |
| 5. | Dr. Popanit | Poommarapan | Executive Vice President, Head of Risk Management Group |
| 6. | Mr. Worakit | Jaruwongpak | Executive Vice President, Head of Operations Group |
| 7. | Mr. Sarawut | Charuchinda | Executive Vice President, Head of Commercial Lending Group |
| 8. | Dr. Anuchit | Anuchitanukul | Executive Vice President, Head of Process & Product Improvement and Alternative Channels Group |
| 9. | Mrs. Suree | Harnpinijesak | Senior Vice President, Department Head of Accounting |

Name of the auditor from Deloitte Touche Tohmatsu Jaiyos Co., Ltd. in attendance

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| 1. | Mr. Chavala | Tienpasertkij | Certified Public Accountant Registration No. 4301 |
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Names of the legal counselor from Erawan Law Office Co., Ltd. in attendance

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| 1. | Mr. Yodying | Dejphuwadol | Senior Vice President |
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The Meeting commenced at 10.00 hours

Mr. Supol Wattanavekin, Chairman of the Board of Directors, acted as the Chairman of the Meeting ("the Chairman"). The Chairman informed that 594 shareholders were attending the Meeting in person and 943 shareholders attending the Meeting by proxies. A total of 1,537 persons thus were in attendance, equivalent to 497,992,173 shares in total or 59.36% of total shares sold. This constituted a quorum, according to the Articles of Association of the Bank. The Chairman therefore declared the 2014 Annual General Meeting of Shareholders open.

The Chairman welcomed and thanked shareholders for attending the Meeting, introduced the Bank's Board of Directors, senior executives, auditor and legal counselor attending the Meeting.

Before starting with the agendas, the Chairman explained the procedures for voting in each agenda item and the counting of votes as follows:

- Shareholders have the right to vote according to the number of shares they own, one share is entitled to one vote. He or she can vote on each agenda item only whether to agree, disagree, or abstain. He or she cannot divide his or her votes cast in each agenda item unlike proxies from shareholders who had custodian in Thailand. If the vote is not as mentioned above, the Bank will void such vote and counted as abstained vote. In the case where a shareholder has any special interest in any matter, that shareholder has no right to vote in such matter, except voting for the election of directors.

- Any resolution in the Shareholders' Meeting shall be required by the majority votes of shareholders present and entitled to vote, except Agenda No. 6, to consider the remuneration for the directors for 2014, which requires by the votes of no less than two-thirds of the total votes of shareholders present at the Meeting.

- The counting of votes in the Shareholders' Meeting

In case shareholders attending the Meeting in person, for each agenda item, the Chairman will ask if there is any shareholder or proxy who would like to disapprove or abstain. In case any shareholder would like to disapprove or abstain, he or she can vote in the voting cards with his or her name signed and then raises his or her hand so the staff can collect the voting cards for counting. For shareholders who approve, they do not have to hand in their voting cards. The votes of disapproval and abstention will then be subtracted from the total number of shares present at the Meeting. It is deemed that the rest of the votes remaining are in favour of the resolution.

In case shareholders granted proxies and specified their votes in the proxy forms as approve, disapprove, or abstain, such votes have already been recorded in the computer for vote counting. But if shareholders have not yet stated their preference in the proxy forms, the proxies can vote on behalf of the shareholders and follow the procedure as mentioned in the above paragraph. The Bank's staff will then collect the voting cards from the proxies as if collecting from the shareholders.

After the Meeting is completed, shareholders are requested to return all voting cards to the Bank's staff.

This year, for organizing the Shareholders' Meeting, the Bank uses the system of Thailand Securities Depository Co., Ltd., which utilizes the barcode system for registration and counting the votes as in the Meeting last year. Also, the Bank has assigned Erawan Law Office Co., Ltd. to oversee the proceedings to ensure that the Meeting is conducted with transparency and in accordance with the law and the Articles of Association of the Bank.

In addition, the Chairman invited two representatives of shareholders to sit with the Bank's and Erawan Law Office's staffs assigned for vote counting to witness and check the correctness of the voting. Ms. Chantipa Dejnaron, the shareholder, and Mrs. Sunantha Chaoanajin, the proxy of Mr. Setthasak Chaoanajin, volunteered.

The Chairman further informed the Meeting that the Bank had, on its website, invited shareholders to propose the names of persons, who have appropriate qualifications, to be selected as directors, and to propose agenda topics for consideration in this Meeting. Neither had been submitted.

The Chairman then proposed to the Meeting to consider the agenda items as stated in the Letter of Invitation to attend the 2014 Annual General Meeting of Shareholders, as follows:

Agenda No. 1 **To certify the minutes of 2013 Annual General Meeting of Shareholders**

The Chairman asked the Meeting to consider certifying the minutes of 2013 Annual General Meeting of Shareholders, which was held on Thursday, April 25, 2013. The Bank had already sent the minutes to the Stock Exchange of Thailand ("SET") and the Ministry of Commerce within the time limit required by law. The Bank has also posted the minutes on its website and a copy had been sent to shareholders with the notice of the Meeting.

The Chairman asked if any shareholder or proxy would like to ask question or express an opinion about the minutes.

There was no objection, question, or request for any change to such minutes.

The Chairman asked for a vote to certify the minutes.

The Chairman then announced the voting results as follows:

Approved	502,738,092	votes,	equal to	99.9939%
Disapproved	0	vote,	equal to	0.0000%
Abstained	30,658	votes,	equal to	0.0060%

Resolution of the Meeting: The Meeting, by the majority votes of shareholders attending the Meeting and entitled to vote, approved the minutes of 2013 Annual General Meeting of Shareholders, held on Thursday, April 25, 2013, as proposed.

Agenda No. 2 To acknowledge the Bank's operating results for the year 2013

The Chairman proposed to the Meeting to acknowledge the report on the Bank's businesses in 2013 as appeared in the 2013 Annual Report, which had already been sent to shareholders together with the notice of the Meeting. The Chairman asked Mr. Banyong Pongpanich, Director and Chief Executive Officer, and Mr. Aphinant Klewpatinond, Director, President and Chairman of Commercial Banking Business, to report the Bank's operating results in 2013 to the Meeting for acknowledgement.

Mr. Banyong Pongpanich reported to the Meeting on the economic overview in 2013 that the country's economy grew 2.9%, declined from 6.5% in 2012, while the Bank of Thailand's policy rate was at 2.25% at the end of 2013, declined from 2.75% at the end of 2012. The domestic economy in 2013 was affected by the first-car scheme, resulting in a decline in domestic car sales in 2013 and a 20%-25% price drop in the second-hand car market comparing with the price in year 2011 and 2012. In the capital market, the average daily securities trading value in the SET and MAI in 2013 amounted Baht 50,329 million, increased from Baht 32,304 million in 2012.

With prolonged political disruption causing fluctuated domestic economy, the Bank continued to focus on improving the quality and efficiency in business operation to strengthen the businesses in all segments. The merger between the Bank and Phatra Capital Public Company Limited ("Phatra Capital"), which was accomplished on September 11, 2012, created Kiatnakin Phatra Financial Group ("the Group"). In accordance with the merger plan, the Bank transferred the shares of Kiatnakin Fund Management Company Limited and Kiatnakin Securities Company Limited to Phatra Capital on December 28, 2012 and January 2, 2013 respectively. The Group has changed the names of such companies as follows:

Kiatnakin Securities Company Limited to KKTRADE Securities Company Limited
("KKTRADE")

Kiatnakin Asset Management Company Limited to Phatra Asset Management Company Limited
("PASSET")

Besides, the Bank has acquired more Phatra Capital's shares from shareholders, who did not accept the tender offer, resulting in the increase in the proportion of shareholding in Phatra Capital to 99.97%. Phatra Capital has also acquired more shares of Phatra Securities Public Company Limited ("PTSEC") and its shareholding proportion increased to 99.97%.

The Bank changed its stock symbol from "KK" to "KKP" effective from August 1, 2013 onwards.

Besides the focus on improving the business operation and risk management, the Group launched the re-branding concept "Optimization" aiming to bring the optimal financial solutions to each client and also to become the leader in specialized commercial banking, financial and capital markets in Thailand. The Group focuses on five business operating concepts, which consist of 1) Flexibility 2) Speed 3) Innovation 4) Quality and 5) Efficiency.

Mr. Banyong Pongpanich then asked Mr. Aphinant Klewpatinond to report the Bank's operating results in 2013 and business plan in 2014 to the Meeting for acknowledgement.

Mr. Aphinant Klewpatinond stated that the overall business operating results in 2013 were fluctuated as a result of the government's first car scheme, which lowered the cost of new car and the price of used car. The incident undermined the Bank's business operations during the second half of 2013 despite strong business volume and capital market transactions during the first half of 2013.

Mr. Aphinant Klewpatinond presented to the Meeting on the overall business plan in 2014 of which details were shown in the presentation slides. He highlighted that in addition to the attempt to increase revenue and save operating cost, the Bank would also concentrate on making improvements in various areas comprising of:

1. Products & Services

After the merger between the Bank and Phatra Capital, the Bank has developed various financial products to cover a variety of businesses and clients. The client base has been expanded among companies within the Group with products and services on shelf such as deposit, wealth management, mutual funds and corporate loans to investment banking's clients. As a result, the Bank's revenues have been more diversified with increasing client base. Besides, the Bank has introduced financial innovations to meet clients' needs, increase competitiveness in the market and reduce the funding cost disadvantage, such as offering our hire purchase customers both the credit flexibility and the cash flow-friendly featured products, which best fit to their financial positions.

2. Distribution Channels

The Bank has no intention to expand its branches to compete with large commercial banks so no new branch had been opened in the previous year. On the other hand, the Bank rationalized branch network by separating hire purchase business from physical branches. Going forward, the Bank location will be based on potential areas while branch layouts will be redesigned. Furthermore, new access channels have been introduced to provide convenience to clients, such as being a partnership with B-Quik Company Limited ("B-Quik") and Counter Service. Also, the Bank has planned to create new channel of services, especially developing virtual branch

technology, which will allow clients to reach services through the internet, mobile phones or other electronic devices. The service will cover the needs of the new generation clients, who rather prefer to have financial transactions online.

3. Business Partners

The Bank has a business policy to collaborate with several business partners to enhance its services and products and to fulfill distribution channels. At present, the Bank has been looking for an opportunity to team up with a company, which can support Bancassurance services. In the future, the Bank is likely to find a partnership in other business areas, i.e. the foreign exchange business, etc.

4. Business Integration

Aside from the mentioned development, the Bank has intended to build the highest synergies among the Group by building seamless services among its subsidiaries and ensure that its clients will be able to access to all services easily, effectively and with utmost benefits.

5. Development of New Businesses

In 2013, the Bank established two new groups named “Financial Markets Group” and “Corporate Banking Group”. The Financial Markets Group offers fixed income and derivatives trading, interest rate and foreign exchange. Its products also include Interest Rate Swap (IRS), FX Swap, Forward and Option. Meanwhile, the Corporate Banking Group has been setup to provide lending services to listed companies and large corporate clients or financing for investment banking transaction of capital market business with good credit and low risk.

6. Funding

The Bank has improved liability management with intention to reduce excess liquidity, to normalize matured deposit in each month to manage rollover rate and expand deposit base, and to increase retail deposit especially current and savings deposit. With a success in liquidity management, the Bank has achieved in funding cost reduction by 0.2% from the previous year.

Additionally, the above business plans will take time than one year to implement and rather be an on-going process.

Then, Mr. Aphinant Klewpatinond asked Mr. Krittiya Veeraburus, Director and Chairman of the Capital Market Business, to report operating performances of the capital market businesses in 2013.

Mr. Krittiya Veeraburus presented to the Meeting that the average daily securities trading value in the SET in 2013 was extraordinary high especially during the first half of 2013 of which the average daily securities trading value climbed up to the level of Baht 60,000 million but declined during the second half of 2013 resulting in an average level of Baht 50,000 million during the year. Meanwhile, the Investment Banking and Equity Capital Markets Group of PTSEC completed several large transactions, such as being a financial advisor and lead underwriter for the IPO of BTS Rail Mass Transit Growth Infrastructure Fund (“BTSGIF”), and lead underwriter for the IPO of MK Restaurants Group Public Company Limited (“MK”). Moreover, PTSEC was appointed as the financial advisor to the Bank of Tokyo-Mitsubishi UFJ, Ltd. (“BTMU”) to make a tender offer to purchase all of the shares of the Bank of Ayudhya Public Company Limited.

During the first quarter of 2014, the capital market was slow down with declining average daily securities trading value to around Baht 30,000 million comparing with the target set at Baht 39,000 million for the year. However, the capital market business will try to maintain its position as a leader in investment banking and brokerage business for institutional clients, enhance investment strategies to be align with market situation, consistently develop products and services to respond to high net worth clients' needs by focusing on business integrations between the capital market business and the commercial banking business. Moreover, the private wealth business will be enhanced through "Phatra Edge" brand while business model of KKTRADE and PASSET will be developed.

Then, Mr. Aphinant Klewpatinond summarized the Group's performances in 2013 as follows:

For the commercial banking business, the Bank expanded loan growth cautiously with a focus on hire purchase for used cars and SME loans, especially real estate loans in potential provincial areas. However, with deteriorated loan quality, the hire purchase loans and real estate loans were carefully monitored in terms of credit risks causing overall loans in 2013 to expand 12.9% from the end of 2012.

The Bank's ratio of total non-performing loans (NPLs) to total loans in 2013 was 3.8%, increased from 3.3% in 2012. The ratio of total loan loss reserve to required reserve reached 186.7% compared with 140.0% at the end of 2012 as a result of the adoption of Collective Approach provision setting for hire purchase loans starting June 30, 2013. Besides, the Bank set up general reserve totaling to Baht 805 million as a counter cyclical buffer. Total loan loss reserve to total NPLs (coverage ratio) was 100.0% with capital adequacy ratio at 13.66% of which 13.10% was Tier-1 capital.

For the capital market business, the market was affected by foreign capital outflows and the Federal Reserve's Quantitative Easing (QE) measure of the Central Bank of United States, which impacted investors' confidences. Also, due to the uncertainty in Thailand's politics and the domestic economy slowdown and expanded below the expectation, the SET index closed at 1,298.71 points at the end of 2013, decreased by 6.7% yoy.

The average daily securities trading value of the SET and MAI in 2013 was Baht 50,329 million, increased from Baht 32,304 million in 2012. The market share (excluding proprietary trading) of PTSEC and KKTRADE was 4.39% and 1.30% respectively. If combined market share, there were 5.69%, ranked 4th from total 33 brokers.

In 2013, PTSEC took part in financial advisory in several large transactions such as the IPO of BTSGIF and MK in which KKTRADE was a co-underwriter for the IPO. Moreover, PTSEC was appointed as the financial advisor to BTMU to make a tender offer to purchase all of the shares of the Bank of Ayudhya Public Company Limited.

The consolidated net profit excluding minorities' interest in 2013 totaled Baht 4,418 million, increased by 30.3% yoy, of which Baht 1,800 million was the net profit from the capital market business. Meanwhile, the consolidated comprehensive income excluding minorities' interest was totaling Baht 3,879 million, increased by 14.9% yoy, of which Baht 1,338 million was the capital market business's comprehensive income. The Bank

has Return on Average Equity (ROAE) at 13.0%, increased from 12.3% in 2012, while Return on Average Asset (ROAA) continuously increased from 1.4% in 2011 to 1.6% in 2012 and 1.8% in 2013.

Mr. Aphinant Klewpatinond informed to the Meeting on the key financial performances of the Bank and its subsidiaries in 2013 in comparison with 2012 that the interest income increased 9%, while interest expense increased only 2%, causing net interest income to rise 17%. Net fee income jumped 91% with other income increasing 23%. Meanwhile, operating expenses increased 11%.

Taken into account the Group's balance sheets as at the end of 2013 in comparison with as at the end of 2012, the total assets increased 6.9%, while loans increased 12.9%. Liabilities rose 7.1% and equities increased 6.2%.

The Chairman informed the Meeting that the Audit Committee's Report of 2013 was presented in the 2013 annual report, page 88. The Chairman then proposed to the Meeting to acknowledge the Report.

The Chairman asked if there were any questions or comments.

(1) Mr. Prasert Tisayathikhom, a shareholder, requested the Meeting to explain the differences between the consolidated financial statements and the Bank's financial statements as presented in the website of the SET.

Mr. Aphinant Klewpatinond informed that according to the Group's structure, the Bank was a registered company in the SET and had almost 100% shareholding in Phatra Capital. The Bank also had shareholding in PTSEC, KKTRADE and PASSET through the shareholding of Phatra Capital. Besides, the Bank also holds units trust in eight mutual funds under special asset management business since 1998. As a result, the consolidated financial statements are the performances of the Bank and its subsidiaries, while the Bank's financial statements are the performances of the Bank only. Additionally, the consolidated financial statements should be used to analyze the overall performances of the Group.

Mr. Banyong Pongpanich suggested that investors rather use consolidated financial statements and take comprehensive income into account as it included the change in available-for-sale investment as a result of the capital market volatility which likely reflects the actual performance.

(2) Mr. Prarithad Kraitas, a shareholder, had questions as follows:

- 1) What is the current NPLs ratio of the hire purchase loans and how is the NPLs trend when comparing this year and last year?
- 2) How will the Bank improve NPLs of the hire purchase loans?
- 3) What is the branch expansion plan?

Mr. Aphinant Klewpatinond informed that the Bank has hire purchase NPLs at around 2%, new cars around 1% and used cars around 3%. The Bank had total NPLs at the end of 2013 of 3.8% compared with 4.2% at the end of the first quarter of 2014.

In improving NPLs of hire purchase loans, the Bank speeds up the collection process in forms of cash or car repossession and increases the frequency of auctions. The Bank has two car auction centers,

which are Car Auction Center at Bangna Trad and Car Auction Center Udornthani. Each month, there are repossessed cars total around 1,000 units. The Bank recognizes gain or loss from repossession each month in the financial statement.

Mr. Banyong Pongpanich added that the hire purchase loan has a benefit in that it takes less time to manage NPLs unlike other types of loans, such as mortgage or SMEs loans. For these loans, it takes times to collect collaterals or to restructure. NPLs for hire purchase loans may not be as high as commercial loans but their credit cost immediately appears in the down period. Therefore, when the Bank gets the repossessed cars in stock, they will be immediately sold but as the used car market has deteriorated, the Bank may recognize loss from sales of repossessed cars.

For branch expansion, the Bank has no intention to increase physical branches or purchase new land for a new branch but will improve bank services and branch structure. In the future, virtual branch will be focused. Besides, in the past year, the bank has improved and invested in risk management. Additionally, risk management means the clear understanding of risks and effective risk management, the value at risk and how to price risks. Despite a small number of staffs, Risk Management Group was one of the highest-quality units in the Bank.

(3) Mr. Supod Auchailertkul, a shareholder and the right protection volunteer of Thai Investors Association, suggested and questioned as follows:

- 1) Suggested that the Bank should record the names of the shareholders, who asked questions, in the minutes of the Meeting and further advised to combine Agenda No. 2: To acknowledge the Bank's operating results and Agenda No. 3: To consider and approve the financial statements into the same agenda due to correlated information and that several registered companies have already combined these two agendas for the shareholders to consider at once.
- 2) Is the used car price continuing to drop or improve? What is percentage of loan to value?
- 3) Recently, several commercial banks reported their net operating profits of which large commercial banks and medium banks have large gap in the net profits. What is the opinion of management?

Mr. Banyong Pongpanich replied that the Bank will improve the minutes taking by recording the names of shareholders asking questions in the Meeting as recommended. As for the suggestion to combine agenda no. 2 and 3 together, the Board will take into consideration.

Mr. Aphinant Klewpatinond explained that during the last quarter of 2013, used car price was more stable as the loss from repossession to asset cost dropped. However, in the first quarter of 2014, the hire purchase market encountered a slowdown economy with increasing household debt resulting in rising NPLs from hire purchase. Moreover, car manufacturers introduced several campaigns and level down new car price, hitting the used car price indirectly. As a result, used car price in the first quarter of 2014 further declined and it is difficult to forecast when to bottom. Nevertheless, the Bank has necessitated precautionous loan expansion with prudent credit control. The Bank provides Car Cash loan (used car) at 75% of its value.

For financial results of other commercial banks, the Management viewed that the differences of financial results do not directly relate to the banks' size but rather on a combination of businesses. In the past two years, commercial banks were pressured by non-performing loans in retail business, on the contrary to 1998, which large enterprises especially those in the SET were pressured. Therefore, commercial banks, equipped with large portion of consumer loans, such as hire purchase loans, mortgage loans or personal loans without collaterals, tend to report negative results. Kiatnakin Bank is one of those, whose performance was undermined by hire purchase non-performing loans.

(4) Mr. Bovornsak Wattanasakchai, a shareholder, inquired of 2014 financial result forecast whether it would decline and asked how the Bank managed Loan to Deposit Ratio (LDR) as the Bank's current LDR was higher than 100%.

Mr. Aphinant Klewpatinond explained that the Bank could not reveal the end of year business result. However, the recessed economy and political disruptions, which weaken domestic supply and demand, will affect the Group as a whole. During 2013-2014, the Bank has focused on cautious growth and aimed to retain the Bank's capital to effectively continue its business amid fluctuated economy. Furthermore, the prolonged economy has caused the Bank to revise GDP growth from 4% during the last year business plan period to 1.1%. The weak economy will hit the low-revenue sector or specifically the group of consumer loans, especially hire purchase loans or personal loans without collaterals.

For the LDR, large banks have lower cost of fund than medium or small banks. The Bank has tried to balance of loans and deposits. If the Bank has high excess liquidity, it will foster higher cost of fund, reducing the Bank's profit. As such, the LDR at 100% for small to medium banks does not consider high as it means effective management of the funding cost.

(5) Mr. Sittichok Boonwanich, a shareholder, asked whether the Bank has set a ceiling for NPLs ratio and an action plan to slow down loan growth and why at the time the Bank of Thailand decreased its policy rate, MLR of commercial banks declined to the lower extent than deposit rates causing high net interest margin for commercial banks.

Mr. Banyong Pongpanich informed that as earlier stated, the Bank has several risk measurements besides NPLs. The Bank has not determined the ceiling of the NPLs ratio but carefully monitored the ratio at all times especially during such period that the domestic economy is highly volatile. The Bank puts more caution in conducting business and does not focus only on growth.

For MLR, which correlates to net interest margin ("NIM") of the Banks, commercial banks in Thailand tend to have higher NIM due to domestic financial system that generates NIM at 3.6%-4%. In the future, MLR is likely to drop; however, it may not happen in the nearest future.

(6) Mr. Pitak Netpetchrachai, a shareholder, questioned about the purpose of fund raising by using the 3% saving account campaign and the target amount of fund raising from this campaign.

Mr. Aphinant Klewpatinond replied that the Bank has not determined the target amount but aimed more at the appropriate portion of current and savings accounts deposits (CASA) due to lower funding cost and statistically long average maturity. The increased portion of CASA will reduce the Bank's cost of fund. The CASA portion is targeted to improve from 12% in 2013 to 25% at end of 2014. During the first quarter of this year, CASA portion already increased to 17%. At the same time, despite a slow growth in total loan, the Bank provided corporate loan totaling Baht 6,000 million last month and this is another motive the Bank has raised funds.

Mr. Banyong Pongpanich added more information regarding asset-liability management that the Bank has dynamically adjusted the strategy in order to respond to current market environment. The Money Desk Sub-Committee is held almost every week to manage cost of fund with acceptable risks.

(7) Mr. Thamasarn Setthaporn, a shareholder, asked about the sustainable strategy for the capital market business in the next 10-20 years.

Mr. Banyong Pongpanich informed that it is difficult to speculate the market in the next 10-20 years due to the volatility of capital market nature. However, prior to the merger, Phatra had looked forward to the macro market and the connection between domestic market and the world's capital market with a confidence that Thailand's capital market will become one part of the world's capital market. Furthermore, the standard of Phatra's products and services despite giving to domestic clients had conceived to be at the world standard. With an ongoing 20 years of the highest standard services, Phatra has been long known for its success in the market. And in the past 4-5 years, Phatra has added an investment business in addition to the agency business. Phatra has several investment strategies, some of which correlate to the market; good performance in the upside market and better-than-market performance in the downturn market. Some strategies in forms of arbitraging and hedging in particular may not correlate to market condition, in other words, Phatra still earns high return regardless of market condition.

Mr. Krittiya Veeraburus further added that there are several factors in developing Thailand's capital market and Phatra would make its best effort to strengthen its business under the current market condition. The capital market highly depends on the SET's development. However, the SET is not a financial center in the region as Hong Kong's and Singapore's larger Stock Exchanges. Although the SET has tried to develop and expand, it is pressured by the political interruption and economic slowdown. We believe that the more capital market develops the better services we will have. We still believe that the future Thailand economy will continue to grow in terms of GDP and Wealth. Thus, one of our key strategies that Phatra and the Bank have cooperated is to enhance wealth management business with strong confidence in its high growth potential.

No other shareholder asked question or made any comment. The Chairman then proposed to the Meeting to acknowledge the Bank's operating results for the year 2013.

Resolution of the Meeting: The Meeting acknowledged the Bank's operating results for the year 2013 as proposed.

Agenda No. 3 To consider and approve the financial statements for the year ended December 31, 2013

The Chairman proposed to the Meeting to consider and approve the financial statements for the year ended December 31, 2013, which had been audited by the certified public accountant, as detailed in the 2013 annual report, page 115-217, sent to shareholders along with the notice of this Meeting. As the Chief Executive Officer and the President and Chairman of Commercial Banking Business had already reported on the financial statements for the year ended December 31, 2013 along with the Bank's operating result for the year 2013 in Agenda No. 2; however, for more details, the Chairman asked Mr. Chavalit Chindavanig, Head of Financial and Budgeting Group to report on financial statements to the Meeting.

Mr. Chavalit Chindavanig explained to the Meeting that the independent certified public accountants (Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.) have audited the consolidated financial statements of the Bank and its subsidiaries and the Bank's financial statements, which comprise the consolidated and the Bank's statements of financial position as at December 31, 2013, and the related consolidated and the Bank's statements of comprehensive income, changes in shareholders' equity and cash flows for the year ended, and notes, comprising a summary of significant accounting policies and other explanatory information in accordance with Thai Financial Reporting Standards.

Mr. Chavalit Chindavanig also explained to the Meeting about the significant changes in notes of Bank's financial statement and accounting standards from the year 2012 as follows:

1. Notes to the Bank's financial statement No. 2.1 Basis for Preparation of the Financial Statement

Since January 1, 2013, the Bank and its subsidiaries has adopted the new and reviewed Thai Financial Reporting Standards issued by the Federation of Accounting Professions, which is effective for the financial statement for the accounting period beginning on or after January 1, 2013 onwards, in the preparation of financial statement as follows:

- Thai Accounting Standards TAS 21 (Revised 2009) The effects of Changes in Foreign Exchange Rates
- Thai Financial Reporting Standard TFRS 8 Operating Segments
- Guideline on Accounting regarding Transferring and Accepting Transfer of Financial Assets

2. Notes to Bank's financial statement No. 2.3 Change in Accounting Estimate

Since January 1, 2013, the Bank changed the accounting method of allowance for doubtful account of fleet car hire-purchase receivables by considering loan classification, the value of collaterals and rate used in determining the allowance for doubtful accounts to the Bank of Thailand's guideline which previously the Bank provided allowance for doubtful accounts of hire-purchase receivables by using the Collective Approach method by

considering historical loss experience of the loan which are calculated by the Probability of Default (“PD”) and the percentage of Loss Given Default (“LGD”) and made addition allowance for doubtful account based on loan classification according to the Bank of Thailand’s guidelines above. The change has no impact to the allowance for doubtful accounts in accordance with the Bank of Thailand’s guideline as at December 31, 2013.

The Chairman asked if there were any questions or comments.

No shareholder asked question or made any comment. The Chairman therefore proposed to the Meeting to consider and vote on the agenda.

The Chairman then announced the voting results as follows:

Approved	504,336,589	votes,	equal to	99.9926%
Disapproved	4,000	votes,	equal to	0.0007%
Abstained	32,858	votes,	equal to	0.0065%

Resolution of the Meeting: The Meeting, by the majority votes of shareholders attending the Meeting and entitled to vote, approved the financial statements for the year ended December 31, 2013 as proposed.

Agenda No. 4 To consider and approve the allocation of operating profits of 2013 and the dividend payment

The Chairman proposed to the Meeting to consider and approve the allocation of operating profits of 2013 and the dividend payment. He informed the Meeting that the Bank had net profit from the Bank’s financial statements for 2013 of Baht 4,222,823,755 and from the consolidated financial statements of Baht 4,439,875,096 without any accumulated losses. Thus, the Bank was in a position to pay dividend to shareholders, in accordance with Section 115 of the Public Limited Companies Act of B.E. 2535 (1992) (as amended) and Article 45 of the Bank’s Articles of Association, which stated that the Board of Directors had the authority to pay an interim dividend to shareholders if the Bank’s profits are seen by the Board of Directors as sufficient to do so. In addition, the Articles of Association states that once such dividend has been paid out, it is to be reported to shareholders at the next shareholders’ meeting. Also, according to Section 116 of the Public Limited Companies Act of B.E. 2535 (1992) (as amended), the Bank must allocate a portion of the annual net profit as legal reserves to the amount not less than 5% of annual net profit, less total accumulated losses (if any), until the amount of capital reserves is not less than 10% of registered capital. Please note that the Bank’s dividend policy is to pay dividend of not higher than 60% of the consolidated annual net profit.

The Board of Directors agreed to propose to the Meeting to consider and approve the allocation of the operating profits of 2013 and dividend payment, as follows:

- (1) Allocation of the operating profits in 2013 of Baht 22,520,398 as the legal reserve. As the Bank has already reserved this amount as a legal reserve in the first six-month period of 2013 causing the Bank’s legal reserve was up to the requirement of not less than 10% of registered capital. Thus, there is no further allocation of profit for legal reserve in this period.

- (2) An annual dividend payment for 2013 at the rate of Baht 2.65 per share. The Bank has paid an interim dividend of Baht 1.00 per share on Friday, September 27, 2013. Therefore, the amount of Baht 1.65 remains to be paid. The dividend will be paid from the retained earnings and net profits subject to the corporate income tax of 23% and 20%, for which an individual shareholder will be able to claim a tax credit in accordance with Section 47 bis of the Revenue Code. The Bank has set the record date on Tuesday, May 6, 2014 to determine the shareholders entitled to receive a dividend, and the shareholder register book closing date and suspending shares transfer on Wednesday, May 7, 2014 to compile the shareholder list pursuant to Section 225 of the Securities and Exchange Act B.E. 2535 (as amended). The dividend will be paid on Friday, May 23, 2014.
- (3) After the dividend payment, the remaining operating profits of 2013 will be allocated to a capital fund in accordance with Section 4 of the Financial Institution Business Act B.E. 2551 (as amended).

The Chairman asked if there were any questions or comments.

(1) Ms. Naree Sertsuwankul, a shareholder, recommended that if the Bank has sufficient cash, more dividend payment should be considered since in 2013 the dividend payout ratio was accounted for 50% of net profit recorded in the Bank's consolidated financial statements, decreased from the dividend payout ratio of 58% of net profit recorded in the Bank's consolidated financial statements in 2012.

The Chairman informed the Meeting that the Bank's dividend payout is not rigid but shall be in line with the Bank's policy to pay dividend of not exceeding 60% of net profit recorded in the Bank's consolidated financial statements and dividend payout also depends on current economic conditions and the Bank's business plan. However, if dividend payout ratio is considered, the Bank pays lesser dividend but in terms of the total amount of dividend, dividend payment was increased from Baht 1,997 million to Baht 2,220 million. In addition, dividend per share was increased from Baht 2.40 in 2012 to Baht 2.65 in 2013. Moreover, the Board of Directors agreed the dividend payment was considered growth and also operating performance and long-term return to shareholders were considered.

(2) Ms. Jenjira Sombatcharoenwong, a shareholder, asked the Meeting whether it was possible for the Bank to pay dividend from retained earnings and net profits subject to corporate income tax of 30% as paid in the past since the dividend in this period would be paid from retained earnings and net profits subject to corporate income tax of 23% and 20%.

Mr. Chavalit Chindavanig informed the Meeting that according to the Bank's policy, dividend shall be paid from retained earnings and net profits subject to highest corporate income tax first. In this period the dividend will be paid from retained earnings and net profits subject to corporate income tax of 23% and 20% since retained earnings and net profits subject to higher corporate income tax is no longer available. For the further period, dividend will be paid from retained earnings and net profits subject to only corporate income tax of 20%.

No other shareholder asked question or made any comment. The Chairman asked the Meeting to consider and vote on the agenda.

The Chairman then announced the voting results as follows:

Approved	504,380,456	votes,	equal to	99.9901%
Disapproved	2,000	votes,	equal to	0.0003%
Abstained	47,666	votes,	equal to	0.0094%

Resolution of the Meeting: The Meeting acknowledged the interim dividend payment as reported and the Meeting, by the majority votes of shareholders attending the Meeting and entitled to vote, approved the allocation of operating profits of 2013 and the dividend payment as proposed.

Agenda No. 5 To consider and elect directors in replacement of those who are retired by rotation

The Chairman proposed to the Meeting to consider and elect directors in replacement of those who are retired by rotation. The Chairman would present the information to the Meeting for this agenda since Assoc. Prof. Manop Bongsadadt, Chairman of the Nomination and Remuneration Committee, was one of the directors, who were retired by rotation.

The Chairman reported that the five directors retired by rotation consisted of 1) Assoc. Prof. Manop Bongsadadt, 2) Mr. Suraphol Kulsiri, 3) Mr. Suvit Mapaisansin, 4) Mr. Aphinant Klewpatinond and 5) Mr. Krittiya Veeraburus. As these directors had a connected interest, they left the Meeting.

The Chairman explained to the Meeting that pursuant to the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Article 18 of the Bank's Articles of Association, one-third of directors are to be retired at the Annual General Meeting of Shareholders. For this year, the directors to be retired by rotation are:

1) Assoc. Prof. Manop	Bongsadadt	Independent Director
2) Mr. Suraphol	Kulsiri	Non-Executive Director
3) Mr. Suvit	Mapaisansin	Executive Director
4) Mr. Aphinant	Klewpatinond	Executive Director
5) Mr. Krittiya	Veeraburus	Executive Director

The Chairman informed that the Bank posted on its website inviting shareholders to propose names of individuals seen as suitably qualified for election as director, as well as to propose agenda items to be considered, but there was no proposal from any shareholder. Furthermore, no director nominated any person to be elected as the Bank's director.

The Nomination and Remuneration Committee in its deliberation, without the participation of the directors with conflict of interest, considered the qualifications of the five retiring directors, in terms of their qualifications, experiences, and competencies and was of the opinion that they would continue to contribute greatly to the operations of the Bank and to the Board of Directors. They all had appropriate qualifications

without any prohibited attributes as defined in the legal provisions applied for the Bank and they also had high competency and experiences in the Bank's related business operations that could be beneficial to the Bank. In addition, they had performed their duties with accountability; integrity throughout their term. Thus, it was recommended that the shareholders re-elect all five directors for another term. These five directors had already obtained approval from the Bank of Thailand. The profiles of five directors could be seen in the notice of this Meeting. The Chairman also presented the profile of each director, to assist shareholders in their consideration.

The Chairman asked shareholders to deliberate on each director. In order to comply with the project enhancing quality of shareholders' meeting of listed companies, shareholders were asked to vote on one director at a time.

The Chairman asked whether there were any questions or comments.

(1) Mr. Prasert Tissayathikom, a shareholder, asked about the educational background in bachelor's degree of Mr. Krittiya Veeraburus.

Mr. Banyong Pongpanich informed that Mr. Krittiya Veeraburus graduated from Chulalongkorn University, Faculty of Commerce and Accountancy with bachelor's degree in business administration.

No other shareholder asked question or made any comment. Therefore, the Chairman asked the Meeting to consider and elect the directors one by one in place of those retired by rotation.

The Chairman then announced the voting results as follows:

(1)	Assoc. Prof. Manop Bongsadadt	Independent Director
	Approved	434,917,358 votes, equal to 86.2195%
	Disapproved	69,435,506 votes, equal to 13.7651%
	Abstained	77,258 votes, equal to 0.0153%
(2)	Mr. Suraphol Kulsiri	Non-Executive Director
	Approved	493,723,040 votes, equal to 97.8773%
	Disapproved	10,612,624 votes, equal to 2.1038%
	Abstained	94,458 votes, equal to 0.0187%
(3)	Mr. Suvit Mapaisansin	Executive Director
	Approved	494,237,440 votes, equal to 97.9793%
	Disapproved	1,998,000 votes, equal to 0.3960%
	Abstained	8,194,682 votes, equal to 1.6245%
(4)	Mr. Aphinant Klewpatinond	Executive Director
	Approved	494,231,640 votes, equal to 97.9782%
	Disapproved	1,998,000 votes, equal to 0.3960%
	Abstained	8,200,482 votes, equal to 1.6256%
(5)	Mr. Krittiya Veeraburus	Executive Director
	Approved	494,237,440 votes, equal to 97.9793%

Disapproved	1,998,000	votes,	equal to	0.3960%
Abstained	8,194,682	votes,	equal to	1.6245%

Resolution of the Meeting: The Meeting, by the majority votes of shareholders attending the Meeting and entitled to vote, approved the re-election to the Board of Directors of 1) Assoc. Prof. Manop Bongsadadt, 2) Mr. Suraphol Kulsiri, 3) Mr. Suvit Mapaisansin, 4) Mr. Aphinant Klewpatinond and 5) Mr. Krittiya Veeraburus, the five directors retired by rotation, for another term.

Agenda No. 6 To consider the remuneration for the directors for 2014

The Chairman proposed to the Meeting to consider the remuneration for the directors for 2014. He reported that in 2013, the Annual General Meeting of Shareholders approved the remuneration for directors at the amount of not more than Baht 25 million in total, but in actual fact the Bank paid out Baht 20,794,000. Details on remuneration of directors were published in the annual report, page 101, and it was proposed that the Meeting acknowledge the remuneration paid out to directors and executives for 2013 as shown in the annual report, page 101.

Remuneration for directors should be a reflection of their tasks and responsibilities, and that the rate should be reviewed annually. For 2014, after reviewing the directors' remuneration as recommended by the Nomination and Remuneration Committee, the Board of Directors agreed to propose to the Meeting to consider and approve the remuneration for the directors, the advisory director to the sub-committees and sub-committee members for 2014 in the total of not exceeding Baht 25 million, which was the same amount as approved by the 2013 Annual General Meeting of Shareholders. The remuneration consists of monthly remuneration, attendance fees and directors' bonuses. Where the Board of Directors may have to determine the remuneration for the additional appointed committees, it is authorized to determine the remuneration within the amount not exceeding Baht 25 million, as approved by the Shareholders' Meeting as details as follows:

- (1) Remuneration for directors:
 - Chairperson of the Board Baht 100,000 per month
 - Directors Baht 50,000 per month per director
- (2) Remuneration for members of five sub-committees, namely 1) the Audit Committee 2) the Nomination and Remuneration Committee 3) the Compliance and Governance Committee 4) the Risk Management Committee and 5) the Main Credit and Foreclosed Property Committee, paid per meeting, for each attendance
 - Chairperson Baht 30,000 per meeting
 - Committee members Baht 20,000 per meeting per member

- (3) Remuneration for the advisory director to the sub-committees: Baht 250,000 per month

The remuneration would be paid to the Chairman of the Board, who is also an advisory director to the Executive Committee as well as an advisor to other three sub-committees, namely 1) the Investment Committee, 2) the Human Resource Management Committee and 3) the Capital Market Human Resources Management Committee.

- (4) Bonuses for directors: Bonus payments would be varied depending on the Bank's annual performance. The Board of Directors has an authority to determine bonus amount for each director. Total remuneration and bonuses shall not exceed Baht 25 million.

Executive director shall not receive monthly remuneration, attendance fee and bonus as a director of the Bank and the Bank offers no other benefits to directors in particular.

The Chairman informed that shareholders, who were also the Bank's directors and would receive remuneration, held a total of 12,671,674 shares. Since they are deemed to have connected interest, they will abstain their votes on this agenda item.

The Chairman asked if there were any questions or comments.

- (1) Ms. Naree Sertsuwanakul, a shareholder asked why the employees' expenses in year 2013 increased 9.5% but the directors' remuneration increased 19%.

Mr. Banyong Pongpanich explained that such figures were from the Bank's financial statements as appeared in the annual report, page 117. If considering the figures from the consolidated financial statements, the employees' expenses increased approximately 30% in 2013. In 2013, there was the significant change in directors' remuneration; previously, the executive directors, who received fixed monthly salary and other remunerations, were still entitled to receive monthly remuneration as directors of the Bank including bonus. In 2013, the management proposed to the Nomination and Remuneration Committee to propose the Board of Directors to revise the directors' remuneration that the executive directors should not receive monthly remuneration, attendance fee and bonus as the directors of the Bank. Therefore, directors' remuneration in 2013 as shown in the annual report, page 101, included monthly remuneration for executive directors only until the end of April 2013. After the Shareholders' Meeting resolved to revise the directors' remuneration, the executive directors were no longer entitled to receive the directors' remuneration. The main reason for this adjustment was to separate the overlapped benefits between executive directors and non-executive directors. In 2013, the Shareholders' Meeting approved director's remuneration in the amount of not exceeding Baht 25 million but the Bank paid the directors' remuneration to non-executive directors in the amount of Baht 20,794,000, which was lower than the approved budget by Baht 4 million. Moreover, the Board of Directors has considered the appropriate directors' remuneration based on their duties and responsibilities and also in accordance with remuneration rate of other commercial banks in the same level.

The Chairman also explained that the directors' remuneration did not correlate with the increase or decrease in employees' expenses since the increase of employees' expenses was based on the economic situation.

No other shareholder asked question or made any comment. The Chairman then asked the Meeting to consider and vote:

The Chairman then announced the voting results as follows:

Approved	472,281,382	votes,	equal to	93.6257%
Disapproved	19,358,950	votes,	equal to	3.8377%
Abstained	12,794,790	votes,	equal to	2.5364%

Resolution of the Meeting: The Meeting acknowledged the remuneration paid out to directors and executives for 2013 as reported and, by the vote of not less than two-thirds of all votes of shareholders attending the Meeting, approved the remuneration for the directors, the advisory director to the sub-committees and sub-committee members for 2014 in the total of not exceeding Baht 25 million. The remuneration consists of monthly remuneration, attendance fee and directors' bonuses. Where the Board of Directors may have to determine the remuneration for the additional appointed committees, it is authorized to determine the remuneration within the amount of not exceeding Baht 25 million as approved by the Shareholders' Meeting.

Agenda No. 7 To consider and appoint auditors and fix their remuneration for 2014

The Chairman proposed to the Meeting to consider and appoint auditors and fix their remuneration and asked Mr. Pichai Dachanapirom, Independent Director and Chairman of the Audit Committee, to provide details to the Meeting.

Mr. Pichai Dachanapirom explained that pursuant to the Public Limited Companies Act and Article 36 of the Bank's Articles of Association, which state that the Annual General Meeting of Shareholders shall appoint auditors and consider the remuneration of the auditor every year. The Board of Directors' meeting subsequently approved a proposal by the Audit Committee to appoint Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. as the Bank's audit firm, since the firm had vast experience of auditing banks, had a broad network, was internationally recognized, and could also transfer knowledge to the Bank's staff. During the past accounting year, the external auditor operated with knowledge and professional expertise, and provided suggestions on internal control system and various risks including freedom to operate. The three auditors have already obtained approval from the Bank of Thailand. The proposed auditors are namely:

<u>Name</u>	<u>Certified Public Accountant</u>	<u>No. of Years Auditing</u>	
	<u>Registration Number</u>	<u>for Kiatnakin Bank</u>	
Mr. Chavala	Tienpasertkij	4301	1 Year (2013)
Mr. Permsak	Wongpatcharapakorn	3427	-
Mr. Niti	Jungnitnirundr	3809	-

One of the auditors above can audit and express an opinion on the Bank's financial statements. In the case where the above mentioned auditors are unable to perform their tasks, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. will designate another of its certified public accountants to perform the tasks in their place.

It is to be noted that the three auditors mentioned above and Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. do not have any relationship or transactions that can generate conflicts of interest with the Bank, its subsidiaries, management, major shareholders or related parties.

Mr. Pichai Dachanapirom then notified the Meeting that the Board of Directors agreed with the suggestion of the Audit Committee to propose to the Shareholders' Meeting to fix the remuneration of auditors for 2014 in the amount of Baht 5,980,000 for the audit fee. The Bank has presented details about the proposed auditors and their remuneration as shown in the notice of this Meeting.

In addition, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. would also be auditors for the Bank's subsidiaries as stated in the notice of this Meeting. Thus, the Meeting was proposed to acknowledge the audit fee for 2014 for the Bank's subsidiaries of Baht 5,671,000.

The Chairman asked if there were any questions or comments.

No shareholder asked any question or made any comment. The Chairman asked the Meeting to consider and vote on the item.

The Chairman then announced the voting results as follows:

Approved	502,321,006	votes,	equal to	99.5805%
Disapproved	2,052,050	votes,	equal to	0.4068%
Abstained	63,866	votes,	equal to	0.0126%

Resolution of the Meeting: The Meeting, by the majority votes of shareholders attending the Meeting and entitled to vote, approved the appointment of Mr. Chavala Tienpasertkij, Certified Public Accountant Registration No. 4301, or Mr. Permsak Wongpatcharakom, Certified Public Accountant Registration No. 3427, or Mr. Niti Jungnitnirundr, Certified Public Accountant Registration No. 3809, of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to be the Bank's auditors for 2014. In this connection, the auditors have already obtained the approval from the Bank of Thailand. The audit fee for 2014 should be fixed at Baht 5,980,000. The Meeting also acknowledged the audit fee for 2014 for the Bank's subsidiaries of Baht 5,671,000 as presented.

Agenda No. 8 Other Matters

The Chairman invited shareholders to express their opinions and questions about the Bank's business operation. Summary of questions and answers were as follows:

(1) Mr. Pornsak Lertphongpirun, a shareholder, had questions regarding the Bank's strategies, especially for hire purchase business, operating results in the first quarter of 2014, and the business trend for this year and next year.

Mr. Banyong Pongpanich expressed that the Bank understood the shareholders' concern on the competitiveness of the Bank, which was a small bank, in hire purchase business and addressed that for competing the Bank focused on the dynamic of five concepts, namely flexibility, speed, innovation, quality and efficiency. The Bank has kept pace with market information and dynamically adjusted proper strategies according to the market.

Mr. Aphinant Klewpatinond added that the hire purchase business for commercial or large-size vehicles had higher profit and had already been included in the business plan for this year. The competition in the hire purchase business has been intense in terms of pricing and network with car dealer. In order to compete in this business, the Bank has strived to understand risks and set appropriate pricing. Also, the Bank has studied new potential segments, offered a wider range of flexible hire purchase installments, or introduced Car Quick Cash product, which does not require a dealer or second-hand car tent connection.

When compared with larger commercial banks, the Bank currently has the cost disadvantage in terms of funding cost and operating cost. However, the Bank has a structural funding strategy to manage excess liquidity, which will finally reduce the Bank's funding cost as earlier stated in Agenda No. 2 that the Bank is able to decrease its funding cost by 0.2% and it is expected to further decline. For the Bank, the lower its funding cost, the higher ability to compete in the market. The Bank also has room to improve operating efficiency when compared with the industry or its successful peers. The issue is considered to be a continuing development that the Bank has always concerned.

(2) Ms. Jenjira Sombatcharenwong, a shareholder, asked why in the Bank's financial statements for the first quarter of 2014 the Banks' net profit increased 92.6% yoy but in the consolidated financial statements the Banks' net profit declined 39.6% and questioned whether the Bank's performance would improve during the rest of the year.

Mr. Aphinant Klewpatinond replied that the Bank recorded dividend income from mutual funds under special asset management business in the Bank's financial statements in the first quarter of 2014. Such transaction is normally eliminated in the consolidated financial statements as it is an inter-company transaction. Basically, the consolidated financial statements should be used when making an analysis on the Group's performance as they can truly reflect the operation.

During the first quarter of 2014, the Group's net profits declined to around Baht 700 million mainly due to lower fee income, especially from businesses relating to hire purchase business. For instance, the Bank had lower fee income from bancassurance business as the hire purchase business declined. Furthermore, the revenue from the capital market business decreased since the average daily securities trading value in the SET and MAI in the first quarter of 2014 dropped approximately 50% yoy from around Baht 60,000 million to around Baht 30,000 million. However, the revenue from the capital market business declined less than 50% due to higher brokerage market share. Due to several factors, the Bank had less net profit. Nevertheless, the comprehensive income in the first quarter of 2014 in the consolidated financial statements totaled around Baht 1,000 million, declined less than net profit as it took into account the change in the revaluation of available-for-sale investments.

Mr. Banyong Pongpanich added that the comprehensive income reflected the actual performance. In the first quarter of 2014, the comprehensive income declined around 18.5% yoy as the Bank had higher credit cost following loss from sales of repossession. The Bank speeds up the auction process with expectation that used car price should not further decline as the new car price does not drop.

(3) Mr. Sittichok Bunwanich, a shareholder, asked about the Bank's business plan after the merger in order to become a leader in the market.

Mr. Banyong Pongpanich stated that there was competition in every business. Non-competed business is a monopoly or a state-owned enterprise. Competition benefits consumers. With rivalry in the market, the Bank puts best effort to acquire competitive advantages in all areas business. These advantages will eventually improve the overall system with more efficiency.

(4) Mr. Supod Aucharitkul, a shareholder and the right protection volunteer of Thai Investor Association, asked about the anti-corruption policy and the participation in Thailand's Private Sector Collective Action Coalition against Corruption (CAC).

Mr. Banyong Pongpanich explained that the alert in anti-corruption during the past few years was the good phenomenon. The Bank, as the financial institution, can comply easily with anti-corruption regulations. The Group perceives several dimensions of corruption. First, employee and Management must not corrupt. If the Bank find out the corruption in organization, the Bank will not compromise in all cases. The Bank has set up the Operational Risk Management Sub-committee to take responsibilities in operational risk assessment. A part from that, the Operational Risk Management Sub-committee has duties to prevent the Bank from corruption in workplace. Second, employees, management and the Bank must not conduct any corruption to business partners or government agency in order to obtain business or business advantage. The Bank has the compliance unit to take closely monitor in this matter.

Phatra Capital and PTSEC have been certified as members of CAC. While the Bank, KKTRADE and PASSET have participated in CAC and are now under the process of preparing self-assessment to certify for being members of CAC.

(5) Ms. Jenjira Sombatcharenwong, a shareholder, asked about the Bank's forecast on 2014 financial performance.

Mr. Aphinant Klewpatinond responded that when considering current political and economic situation, it was difficult to indicate when domestic economy will bottom. Also, as a listed company in the SET, the Bank cannot provide the forecast on its financial performance. However, shareholders can study a company outlook from several research analysts of various securities companies.

(6) Mr. Chachrit Yosapol, a shareholder, asked about business plan adjustment, possibly raised from pressure in the hire purchase and real estate markets, and the ability of the Bank to maintain dividend payment during the stagnant economy.

Mr. Aphinant Klewpatinond informed that the Bank's sources of revenue have been more diversified. In instance, the Corporate Banking Group has been set up to support loans for registered companies and large corporate clients. In the previous month, the Bank provided corporate loan totaling Baht 6,000 million. For the consumer loans, the Bank has been more careful on credit risks and put special attention on loan origination or suspended high risk loan approval in a particular segment. In first quarter of 2014, the hire purchase loan portion declined from 70% to 68%.

Regarding dividend payment during the sluggish economy, the Bank expects to maintain net profits not much lower than the previous period. However, dividend depends on operating performance of the Bank. Without sufficient net profit, the Bank cannot grant dividend payment. In addition, commercial banks have the limitation in paying dividend, especially the dividend paid from retained earnings.

(7) Mr. Suvit Podjanasopanakul, a shareholder, asked if PTSEC would have any large investment banking transaction, i.e. IPO during the rest of the year.

Mr. Krittiya Veeraburus notified that the investment banking transaction is highly confidential and depends on the market condition. Following inactive market this year, fewer transactions are expected. However, the Investment Banking and Equity Capital Markets Group of PTSEC will maintain its best endeavor in conducting business during the rest of the year.

Mr. Aphinant Klewpatinond further added that there were many types of investment banking transactions, not limiting only to IPO.

There were no other subsequent question and comment. The Chairman then thanked shareholders for their continuous support to the Bank, and reaffirmed the Board of Directors' commitment to continually improve operations of the Bank. He thanked shareholders for attending the Meeting and giving useful comments to the Bank. He then closed the Meeting.

The Meeting adjourned at 12.50 hours.

Signed *.-Supol Wattanavekin-* Chairman of the Meeting
(Mr. Supol Wattanavekin)
Chairman of the Board of Directors

Signed *.-Pomtip Chuprakhun-* Secretary to the Meeting
(Miss Pomtip Chuprakhun)
Corporate Secretary