

[Translation]
Kiatnakin Finance Public Company Limited
The Minutes of the General Meeting of Shareholders for the year 2004
Friday, April 9, 2004

The Meeting was held on April 9, 2004 at 10:00 hours, at the Grand Balloon, Grand Hyatt Erawan Hotel, Bangkok. Registered Capital of the company is Baht 7,154,600,300, which is divided into 715,460,030 ordinary shares at the par value of Baht 10 per share. The paid-up capital of the company is Baht 4,540,967,340 and the paid-up ordinary shares 454,096,734 shares.

Mr. Supol Wattanavekin, Chairman of the Board of Directors, served as the Chairman of the Meeting. Ninety-one shareholders and proxies holding 239,207,303 shares attended the meeting forming a quorum. The Chairman opened the Meeting as per following agenda.

Agenda 1 **To certify Minutes of the General Meeting of Shareholders**
No. 33 for the year 2003

The Chairman proposed to certify the Minutes of the General Meeting of Shareholders no. 33, held on April 18, 2003, which was already forwarded to shareholders together with the invitation for the meeting.

The Meeting's resolution: The Meeting certified the Minutes of the General Meeting of Shareholders no.33 held on April 18,2003.

Agenda 2 **To consider and acknowledge the report of the company's performance as at**
the year end 2003

The Chairman requested the Managing Director, Mr. Pravit Varutbangkul to make a presentation on the company's performance during the fiscal year of 2003, together with all significant changes:

- The company's structure consists of two finance companies, Kiatnakin Finance Public Company Limited and Radanatun Finance Public Company Limited and one securities company, Kiatnakin Securities Company Limited.
- Kiatnakin Finance Public Company Limited is organized in four business units, which are Real Estate Lending, Consumer Lending, Corporate Lending and Treasury & Funding.
- In 2003 the company has 10 finance offices and plan to open 5 new finance offices in 2004. The Securities Company has 20 offices and plans to open 4 more offices in 2004.
- The summary of financial statements as of 2002 compare to 2003 are as followed:
 1. Total asset increased from Baht 37,851 million to Baht 42,671 million
 2. Shareholders' Equity increased from Baht 9,938 million to Baht 12,866 million
 3. Revenue increased from Baht 4,245 million to Baht 6,341 million
 4. Net profit increased from Baht1,406 million to Baht 2,065 million

- Financial Ratio of the year 2002 as compare to 2003.
 1. Return on Equity increased from 14.32% to 18.11%
 2. Return on Asset increased from 3.73% to 5.13%
 3. Earning per share increased from Baht 4.25 to Baht 5.74
 4. Book Value increased from Baht 28.36 to Baht34.13
 5. The Capital Fund Tier1 and Tier2 to Risked Base Assets increased from 30.32% to 32.10%

All details appear in the company's Annual report attached with the invitation forwarded to all shareholders.

The Meeting's resolution: The meeting acknowledged the company's performance during the fiscal year 2003

Agenda 3 **To consider and approve the audited Balance Sheet and Income Statement as of December 31, 2003**

The Chairman requested the Managing Director, Mr. Pravit Varutbangkul to report and clarify the audited Balance Sheet and Income Statement as of December 31, 2003, which was already forwarded to the Shareholders

The Meeting's resolution: The Meeting approved the audited Balanced Sheet and Income Statement as of December 31,2003

Agenda 4 **To consider the appropriation of profit and legal reserve requirement**

The Chairman reported to the Meeting on the company's net profit of Baht 2,064,867,600 for the year 2003. The Board of Directors proposed to pay annual dividend to the shareholders whose name are listed on the common share register on the closing date, March 22, 2004 at 12:00 hours. The payment will be made at Baht 2.25 per share on April 30, 2004. An appropriation of Baht 103,243,379.99 will also be made for the company's Statutory Reserve. The remaining of profit will be accumulated in the retained earnings and treated as capital funds.

The Meeting's resolution: The Meeting approved the payment of annual dividend of Baht 2.25 per share to the shareholders whose names were listed on the common share register on the closing date, March 22, 2004 at 12:00 hours. The payment will be made on April 30, 2004. The approval in appropriation of Baht 103,243,379.99 to Statutory Reserve has also been made and the remaining of profit is to be accumulated in the retained earnings and treated as capital funds.

Agenda 5 **To consider and appoint the Directors to replace those who retired by rotation and approve the Directors' remuneration**

The Chairman declared to the meeting that according to the Article of Association of the Company, one-third of the Directors should be retired by rotation. The following four directors retired by rotation in this year are:

1. Mr. Supol Wattanavekin
2. Mr. Vichien Jearkjirm
3. Mr. Pravit Varutbangkul
4. Ms. Thitinan Wattanavekin

The Board of Directors proposed the re-election of the four retired Directors to retain in the position and proposed the same Directors' authorities. These four Directors' profiles appeared in the invitation for the General Meeting of Shareholders and brief biographies of all four nominees have been presented to the meeting.

A Shareholder proposed to re-appoint all the four retired Directors to retain in the position and proposed the same authorities. The Shareholder also proposed the Directors' remuneration not to exceed the amount of Baht 10,000,000 per annum.

The Meeting's resolution: The Meeting re-appointed Mr. Supol Wattanavekin, Mr. Vichein Jearkjirm, Mr. Pravit Varutbangkul and Ms. Thitinan Wattanavekin to retain their office.

The authorized directors who can sign on behalf of the Company will be as follows:

“Mr. Chet Pattrakornkul, Ms. Thitinan Wattanavekin, Mr. Pravit Varutbangkul, Mr. Tawatchai Sudtikitpisan, and Mr. Sarawut Charuchinda, any two of these five signatories together and affix the Company's seal”.

The Meeting approved the directors' remuneration for the year 2004 of not exceeding Baht 10,000,000 (Ten Million Baht) per annum and empowered the Board of Directors to determine the amount, conditions, period of time and other necessary details relating to each director's remuneration.

Agenda 6 **To consider and appoint the auditors and approve the auditors' fee**

The Chairman requested Mr. Tarnin Chirasoonton, Chairman of the Audit Committee to propose to the Meeting, it's opinion to appoint Mr. Suchart Luengsuraswat, Certified Public Accountant (Thailand) No. 2807, Ms. Unakorn Phruithithada, Certified Public Accountant (Thailand) No.3257 and Ms. Anothai Leekitwattana Certified Public Accountant (Thailand) No.3442 of PricewaterhouseCoopers ABAS Limited, as the Company's auditors for the fiscal year 2004, any one of the above is being authorized to conduct the audit and express the opinion on the annual financial statement of the company. In the absence of the above names, PricewaterhouseCoopers ABAS Limited is authorized to identify another Certified Public Accountant of PricewaterhouseCoopers ABAS Limited to carry out the work. The auditors' fee for the company's fiscal year 2004 of Baht 1,037,400 was proposed for approval. In addition, an auditing fee of consolidated financial statement and reviewing fees of the consolidated interim and cash flow statements of subsidiary companies during the year for the amount of Baht 1,627,600 were proposed for acknowledgement.

The Meeting's resolution: The Meeting appointed Mr. Suchart Luengsuraswat Certified Public Accountant (Thailand) No.2807 and Ms. Unakorn Phruithithada, Certified Public Accountant (Thailand) No.3257 and Ms. Anothai Leekitwattana, Certified Public Accountant (Thailand) No. 3442 of PricewaterhouseCoopers ABAS Limited as the company's auditors, any of the above names is being authorized to conduct the audit and express an opinion on the annual financial statements of the company. In the absence of the above auditors, PricewaterhouseCoopers ABAS Limited is authorized to identify another Certified Public Accountant acting for PricewaterhouseCoopers ABAS Limited to carry out their work. The auditors' fee for the year 2004 has also been approved. In addition, other fees in reviewing consolidate financial statements, interim financial statements and cash flow statements of subsidiary companies during the year were acknowledged.

Agenda 7 **To consider and acknowledge the remuneration and benefits of the Directors and Executive Officers**

The Chairman reported to the meeting on the remuneration and benefits of the Directors and Executives Officers that have been presented in the companies Annual report attached with the invitation for the Meeting and was already forwarded to shareholders.

The Meeting's resolution: The Meeting acknowledged the report on remuneration and benefits of the Directors and Executive Officers.

Agenda 8 **To consider and acknowledge the report of audit committee**

The Chairman requested Mr. Thanin Jirasuthorn, Chairman of the auditor committee to report on the report of audit committee to Meeting.

Mr. Tarnin Chirasoonton, Chairman of the Audit Committee informs the meeting that the audit committee is responsible to report the disclosure and accuracy of company's financial statement and propose an annual remuneration of the external auditor to the Board of Directors for the appointment from the Shareholders meeting. Also auditing the company's operations, which related to laws and regulations, monitoring to prevent any conflict of interests, instructing and advising on the operation of internal audit. Detail has been shown in the company's Annual report. The Chairman of the Audit Committee proposed the meeting to acknowledge and certify the report of the audit committee.

The Meeting's resolution: The Meeting acknowledged and certified the report of audit Committee.

Agenda 9 **To consider and approve the issuance and offer for sale of the company's debenture**

The Chairman proposed the Meeting to consider and approve the issuance and offer for sale of the Company's debenture with the following indicative details

Details of the proposed debenture:

Type: unsecured, secured, subordinated, senior, short term or short term revolving debentures, subject to suitable conditions in the market at the time the company wishes to issue that type of debenture.

Debenture holder's Representative: Should the company wish to issue debentures, the company will be required to appoint a debenture holder's representative under the notification(s) of the Securities and Exchange Commission or any other relevant laws, regulations or rules. The company will appoint the debenture holder's representative for the issuance of the debentures in order to comply with the relevant laws, regulations and rules.

Total value : in the amount not exceeding Baht 10,000,000,000(Baht ten billion) or other foreign currency(ies) in the amount equivalent to it.

Terms not exceeding 10 years.

Offering : 1) Public Offering to local investors and/or offering to foreign investors, and/or
2) Private Placement offering to local investors and/or offering to foreign investors in accordance with the Notification of the Securities and Exchange Commission No. Kor Jor 32/2544(2001) re: permission for sale of new debentures, dated 19th October 2544(2001) and/or in accordance with the Notification of the Securities and Exchange Commission No. Kor Jor 47/2541(1988) (and/or any other notifications applicable at the time when the company issues the debentures), as the case may be.

Early Redemption : The debenture holders may or may not be entitled to requested the company to redeem the debentures before the maturity date and/or the company may not be entitle to redeem the debentures before maturity subject to the terms and conditions of each issuance of debentures.

In addition, Executive Committees shall determine any other details and Conditions in connection with the issuance and offer of debenture e.g. type, number of units to be offered in each time, term, allotment scheme, offering method, par value, offering price per unit or interest rate, and have the power to negotiate and execute any relevant documents and/or agreements including performing any necessary and appropriate undertaking in relation to the debentures.

Shareholder enquired whether the issuance of debentures, which include the foreign currency debentures, would derive the risk of exchange rate.

The Managing Director pointed out that the issuance of the foreign currency debenture was an option. The company takes into consideration the risk management in obtaining the foreign currency capital by issuing debentures. The company has managed the business with high degree of vigilance. Up to now, the company was not affected by the bath devaluation from issuing foreign currency convertible debenture. That is possible due to the company's financial mechanism in reducing financial risk.

The Meeting's resolution : The meeting approve the issuance and offer of debentures with the above detail and appoint the Executive Committees to determined any other details and conditions in connection with the issuance and offer of debenture e.g. type, number of units to be offered in each time, term, allotment scheme, offering method, par value, offering price per unit or interest rate, and have the power to negotiate and execute any relevant documents and/or agreements including performing any necessary and appropriate undertaking in relation to the debentures.

Agenda 10 Other issues (if any)

After considering of all nine agenda items, the Chairman report to meeting about the upgrading of the company's status to be a full commercial Bank in accordance with regulation as prescribed in the Financial Sector Master Plan which was jointly established by Ministry of Finance and Bank of Thailand. At present, the company holds 99.99% of shares in Radanatum Finance Public Company Limited and has capital fund-Tier1 valued Baht 12,000 million which entitled the company to upgrade itself to become a commercial Bank. Following the government's policy and prospect for the business opportunity, the company will proceed to upgrade status to be full commercial Bank.

Questions and comments from shareholders are as follow: -

- What is the different between a full banking and retail banking business? Are the full banking business the same as the existing commercial bank? Would the full banking be able to handle the financial services the same way the commercial banks do?
- At present the Bank of Thailand encourages the small sized commercial banks to merge in view of strengthening the business. Would the company, in case of becoming a small commercial bank, be disadvantages as compare to big commercial bank?

The Chairman and the Managing Director made following responses:

- The existing commercial bank, which defined as full banking services, are able to handle all kinds of business as prescribed in the Commercial Bank Act. The retail banking is different in term of the size of lending amount for any individual or group—lending limit to one single borrower/entity not to exceed 10% of Capital Fund- Tier 1 and total assets of customer not to exceed Baht 200 million.
- At the moment the company is prepared to submit the plan to become a full commercial bank within specified time frame. It is expected that Bank of Thailand needs one month to consider the plan before its submission to Ministry of Finance for approval. The procedure would take about 4 months.
- The Master Plan allows all commercial banks to enter into hire purchase business. This might have negative repercussions. However hire purchase business is a rather big and many commercial banks have already been providing hire purchase services through their subsidiaries. Moreover, we also have been in this business for a long time with a large client base. In the same token, we shall be able to go into other businesses, resulting in more profitability and efficiency. At the moment our branch offices are not allowed to take deposit but in the future they shall be able to do so.
- In the first phase, the company shall maintain its present business structure and shall gradually expand into other banking services in the next 2-3 years.
- As an overall outlook, we are confident that despite increasing competition, the company will be in a much better standing due to the additional business potentials.

As there was no other issue being raised, the Chairman thanked all.

Particularly shareholders and declared the meeting adjourned at 12:00 hours.

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

(Signed) Mayuree Puangkanok
(Miss Mayuree Puangkanok)
Secretary