

[Translation]  
**Kiatnakin Finance Public Company Limited**  
**The Minutes of the General Meeting of Shareholders for the year 2005**  
**Thursday, April 7, 2005**

The Meeting was held on April 7, 2005 at 10:05 hours, at the Grand Balloon, Grand Hyatt Erawan Hotel, Bangkok. Registered Capital of the company is Baht 7,154,600,300, 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 4,881,942,370 and the paid-up ordinary shares are 488,194,237 shares.

Mr. Supol Wattanavekin, Chairman of the Board of Directors, served as the Chairman of the Meeting. One hundred and eight shareholders and proxies holding 291,355,733 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 for the year 2004**

The Chairman proposed to certify the Minutes of the General Meeting of Shareholders for the year 2004, held on Friday, April 9, 2004, 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 for the year 2004, held on April 9, 2004.

**Agenda 2**      **To acknowledge and certify the company's performance during the accounting year of 2004**

The Chairman requested Mr. Pravit Varutbangkul, Director and Head of Central Support to make a presentation on the company's performance during the accounting year of 2004, together with all significant changes:

- The current 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 six business units, which are Residential Project Lending, Consumer Lending, Corporate Lending, Asset Management, Treasury & Funding and Central Support.
- In 2004 the company has changed the structure of the Board of Directors to be in line with the principle of good corporate governance. The number of executive directors on the Board was reduced to three persons and the remaining six were non-executive and independent directors.
- In 2004 the company has 15 finance offices and plan to open 2 new finance offices in Bangkok in 2005 in order to prepare to upgrade to be a commercial Bank. The Securities Company has 22 offices in 2004.
- The summary of financial statements as of year-end 2003 compare to year-end 2004 are as followed:

1. Total asset increased from Baht 42,671 million to Baht 57,454 million

2. Shareholders' Equity increased from Baht 12,886 million to Baht 14,483 million
  3. Revenue decreased from Baht 6,340 million to Baht 6,049 million
  4. Net profit increased from Baht 2,065 million to Baht 2,208 million
- Financial Ratio the year-end 2003 as compare to year-end 2004 are as followed:
1. Return on Equity decreased from 18.11% to 16.15%
  2. Return on Asset decreased from 5.13% to 4.41%
  3. Earning per share decreased from Baht 5.74 to Baht 4.77
  4. Book Value decreased from Baht 34.21 to Baht 30.74
  5. The Capital Fund Tier1 and Tier2 to Risked Base Assets decreased from 32.10% to 25.80%

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

**The Meeting's resolution:** The meeting acknowledged and certified the report on the company's performance during the accounting year 2004.

**Agenda 3**      **To approve the liquidation of Rattanatun Finance Public Company Limited**

The Chairman requested Mr.Pravit Varutbangkul, director and Head of Central Support to propose the meeting to approve the liquidation of Rattanatun Finance Public Company Limited since it is part of the action required in transforming the company to a commercial bank as approved by the Ministry of Finance and will not have any effect on the company operations since it does not have any business activity.

**The Meeting's resolution:** The Meeting approved the liquidation of Rattanatun Finance Public Company Limited

**Agenda 4**      **To acknowledge the Interim Dividend payment during the year of 2004.**

The chairman reported that the Interim Dividend payment during the year of 2004 according to the Board's meeting No. 7/2547 on Friday, August 6, 2004. The dividend was paid from the Company's performance during January 1, 2004 to June 30, 2004 to shareholders whose name listed on the common share register on the closing date of Friday, August 20, 2004 at 12.00 hours at Baht 1.00 per share.

**The Meeting's resolution:** The Meeting acknowledged and certified the Interim Dividend payment during the year of 2004.

**Agenda 5**      **To acknowledge the change of the Board of Directors during the year of 2004.**

The Chairman reported to the Meeting on the change of the Board of Directors during the year of 2004 in order to limit the number of executive directors on the Board not to exceed one third of its members to comply with the Bank of Thailand's criteria in transforming the company into a Commercial Bank. The following four directors have submitted the resignation to the Board.

1. Mr. Vichien Jearkjirm
2. Mr. Chet Pattrakornkul
3. Ms. Thitinan Wattanavekin

4. Mr. Sarawut Charuchinda

The following three new directors were appointed to replace the out going members.

1. Ms. Nawaaporn Ryanskul
2. Mr. Suraphol Kulsiri
3. Mr. Manop Pongsatat

**The Meeting's resolution:** The Meeting acknowledged the change of the Board of Directors during the year of 2004.

**Agenda 6**     **To consider and approve the audited Balance Sheet and Income Statement as of December 31, 2004**

The Chairman requested Mr. Pravit Varutbangkul, Director and Head of Central Support to report and clarify the audited Balance Sheet and Income Statement as of December 31, 2004, that was forwarded to the Shareholders

**The Meeting's resolution:** The Meeting approved the audited Balanced Sheet and Income Statement as of December 31,2004

**Agenda 7**     **To consider and approve the appropriation of profit and legal reserve requirement**

The Chairman reported to the Meeting on the company's net profit of Baht 2,208,489,970 for the year 2004. The Board of Directors proposed to pay dividend from the Company's performance during 1 July, 2004 – 31 December 2004 at Baht 1.25 per share. Payment will be made to shareholders whose name are listed on the common share register on the closing date of March 17, 2005 at 12.00 hours. The dividend will be paid within April 29, 2005. The amount of legal reserved is Baht 110,424,498.53. The rest of the income will be transferred to capital fund.

**The Meeting's resolution:** The Meeting approved to pay dividend at Baht 1.25 to the shareholders whose names were listed on the common share register on the closing date, March 17, 2005 at 12:00 hours. The dividend will be paid within April 29, 2005. The amount of legal reserved is Baht 110,424,498.53. The rest of the income will be transferred to capital fund.

**Agenda 8**     **To consider and approve the appointment of Directors to replace those who retired by rotation and also to 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 three directors retired by rotation in this year are:

1. Mr. Tawatchai Sudtikitpisan
2. Mr. Suraphol Kulsiri
3. Mr. Somboon Chaidejsuriya

The Board of Directors proposed the re-election of the two retired Directors, Mr.Tawatchai Sudtikitpisan and Mr. Suraphol Kulsiri, to retain in their office. These Directors' biographies appeared in the invitation for the General Meeting of Shareholders, which was already forwarded to shareholders.

Mr.Somboon Chaidejsuriya, one of the directors retired by rotation, informed the board that he did not wish to be reelected due his busy schedule. The Selection & Remuneration Committee proposed Mr. Chet Pattrakornkul to replace Mr. Sompoon Chaidejsuriya. These three Directors' profiles and brief biographies of all three nominees have been presented to the meeting.

The Board of Directors proposed the appointment of Directors to replace those who retired by rotation and proposed the same Directors' authorities. The Board of Directors also proposed the annual Directors' remuneration for the year 2005 not to exceed the amount of Baht 10,000,000 per annum.

**The Meeting's resolution:** The Meeting re-appointed Mr. Tawatchai Sudtikitpisan and Mr.Suraphol Kulsiri to retain in their office and approved to appoint Mr. Chet Pattrakornkul to replace Mr.Somboon Chaidejsuriya, who retired by rotation.

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

“Mr. Pravit Varutbangkul and Mr. Tawatchai Sudtikitpisan sign together and affix the Company's seal”.

The Meeting approved the directors' remuneration for the year 2005 of not exceeding Baht 10,000,000 (Ten Million Baht) 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 9**     **To consider and appoint the auditors and approve the auditors' fee**

The Chairman requested Ms. Nawaaporn Ryanskul, Chairman of the Audit Committee to report the opinion of the Audit Committee in appointing the external auditor together with the proposed fees to the Meeting. The Audit Committee proposed to appoint Mr. Suchart Luengsuraswat, Certified Public Accountant (Thailand) No. 2807, Mrs. Unakorn Phruithithada, Certified Public Accountant (Thailand) No. 3257 and Mrs. Anothai Leekitwattana, Certified Public Accountant (Thailand) No. 3442 of PricewaterhouseCoopers ABAS Limited as the Company's auditors. Any one of the three is authorized to conduct the audit and express an opinion on the audited financial statements of the Company. In the absence of the above-named auditors, PricewaterhouseCoopers ABAS Limited is authorized to identify another Certified Public Accountant acting for PricewaterhouseCoopers ABAS Limited to carry out the work. The auditor fees for the year 2005 will be Baht 1,383,940 and to be proposed to the Shareholders Meeting for approval. In addition, an auditing fee of consolidated financial statements and reviewing fees of the consolidated interim and cash flow statements for the amount of Baht 1,537,000 shall be proposed to the Shareholders Meeting 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 2005 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 10**    **To consider and acknowledge the remuneration and benefits of the Directors and Executive Officers**

The Chairman requested Mr. Thanin Jirasuthorn, Chairman of the Selection & Remuneration Committee to report the remuneration and benefits of the Directors and Executive Officers as reported in the company's annual report that was forwarded together with the invitation for the Meeting.

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

**Agenda 11**    **To consider and acknowledge the report of audit committee**

The Chairman requested Ms.Nawaaporn Ryanskul, Chairman of the Audit Committee to present the report of audit committee to Meeting.

Ms. Nawaaporn Ryanskul, 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 12**    **Other issues (if any)**

There are no further issues proposed.

However there were a number of questions raised by shareholders for clarification by the Board of Directors as followed: -

- Share Repurchase Program for Financial Management Purposes
- The interim dividend payment during the year of 2005
- The projection of the Company's performance for the year of 2005

The Board of Directors made following responses:

- Under the approval of the Board of Directors' on the Share Repurchase Program, the management has a limit of Baht 1,500 million to repurchase up to 47,070,600 shares or 10% of the total outstanding shares. The repurchase period was six months from September 9, 2004 to March 8, 2005. The share repurchase will be made through the Stock Exchange of Thailand (SET). After the repurchase period was due, the company did not repurchase any shares since the company's share price in the SET has never been in the price range set in Share Repurchase Program for Financial Management Purposes.

- If the year 2005 the Company's performance were in line with that of last year, it would merit an interim dividend payment. However, this decision will need to be approved and resolved by the Board of Directors.
- Accordingly to the company's strategy in the next 2-3 years. It has an objective to grow assets and enhance profitability. However, the company's business is faced with a level of uncertainty and it had to balance growth with the quality of assets to be acquired. Thus, it is rather difficulty to forecast the level of performance.

As there was no further issue being raised, the Chairman thanked all shareholders and the meeting was 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