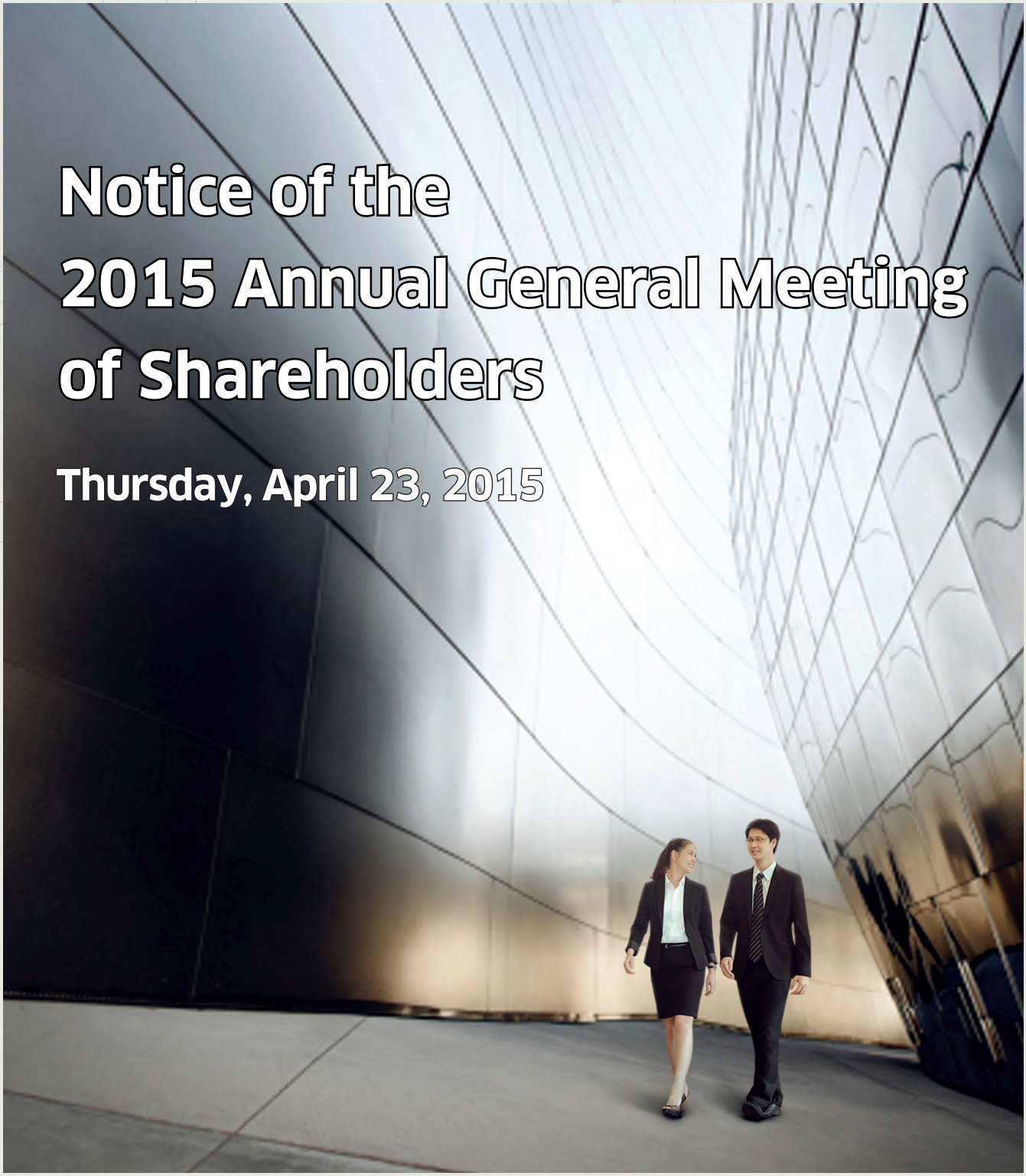
KIATNAKIN PHATRA
FINANCIAL GROUP



Notice of the 2015 Annual General Meeting of Shareholders

Thursday, April 23, 2015

Kiatnakin Bank

Phatra

Contents

		Page
Notice of the 2015 Annual General Meeting of Shareholders		1-8
Attachment 1	The Bank's 2014 annual report (CD-ROM)	Attached
Attachment 2	Names and profiles of directors who are retired by rotation and nominated to be re-elected as directors for another term	9-20
Attachment 3	The Bank's definition of independent director	21-22
Attachment 4	Information on directors' remuneration	23-24
Attachment 5	Names of auditors and details on audit fees for the Bank and its subsidiaries	25-29
Attachment 6	Profiles of independent directors proposed by the Bank to serve as proxies for shareholders	30-34
Attachment 7	Guidelines for registration, proxy, documents or evidence required for attending the shareholders' meeting, voting and vote counting	35-38
Attachment 8	Steps to be followed in attending the shareholders' meeting	39
Attachment 9	The Bank's Articles of Association relevant to the shareholders' meeting	40-45
Attachment 10	Map of the meeting venue	46
Attachment 11	Proxy form B	Attached
Attachment 12	Registration form (to bring along for registration process)	Attached
Attachment 13	Envelope for returning proxy form	Attached

For further details please contact:

Office of the Corporate Secretary:

Telephone: 0-2680-3970-3

Facsimile: 0-2680-3977

[Translation]

SorNorGor. 39/2558

March 20, 2015

Subject: Invitation to the 2015 Annual General Meeting of Shareholders

To: Shareholders of Kiatnakin Bank Public Company Limited

Attachments:

1. The Bank's 2014 annual report (CD-ROM)
2. Names and profiles of directors who are retired by rotation and nominated to be re-elected as directors for another term
3. The Bank's definition of independent director
4. Information on directors' remuneration
5. Names of auditors and details on audit fees for the Bank and its subsidiaries
6. Profiles of independent directors proposed by the Bank to serve as proxies for shareholders
7. Guidelines for registration, proxy, documents or evidence required for attending the shareholders' meeting, voting and vote counting
8. Steps to be followed in attending the shareholders' meeting
9. The Bank's Articles of Association relevant to shareholders' meeting
10. Map of the meeting venue
11. Proxy form B
12. Registration form (to bring along for registration process)
13. Envelope for returning proxy form

The Board of Directors of Kiatnakin Bank Public Company Limited ("the Bank") would like to invite all shareholders to attend the 2015 Annual General Meeting of Shareholders which will be held on Thursday, April 23, 2015 at 10.00 hrs. at the Ballroom, the Conrad Hotel Bangkok, no. 87 Wireless Road, Lumpini Sub-district, Phatumwan District, Bangkok 10330 to consider the agendas as follows:

Agenda No. 1 **To acknowledge the Board of Directors' report regarding the Bank's operating results for the year 2014**

Purpose and Reason: Article 36 (1) of the Bank's Articles of Association stipulates that the Annual General Meeting of Shareholders shall consider the report of the Board of Directors that is proposed to the meeting regarding the Bank's business in the previous year.

Opinion of the Board: The shareholders' meeting should acknowledge the Bank's operating results for the year 2014, which will be presented at the meeting.

Agenda No. 2 **To consider and approve the financial statements for the year ended December 31, 2014**

Purpose and Reason: Article 36 (2) of the Bank's Articles of Association stipulates that the Annual General Meeting of Shareholders shall consider and approve the financial statements.

Opinion of the Board: The shareholders' meeting should approve the Bank's financial statements for the year ended December 31, 2014, which are shown in the 2014 annual report, have been audited by the Bank's auditor of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd and reviewed by the Audit Committee, and are summarized as follows:

	Separated Financial Statements	Consolidated Financial Statements
Total Assets	Baht 227,360,664,321.74	Baht 240,406,531,469.03
Total Liabilities	Baht 192,627,741,903.61	Baht 204,211,664,174.17
Total Revenues	Baht 12,557,897,249.61	Baht 13,769,615,281.74
Net Profit*	Baht 3,005,643,904.78	Baht 2,636,080,184.43
Earnings per Share	Baht 3.58	Baht 3.14

** Attributable to the Bank's Shareholders*

Agenda No. 3 **To consider and approve the allocation of profit and dividend payment for the year 2014**

Purpose and Reason: Article 36 (3) of the Bank's Articles of Association stipulates that the Annual General Meeting of Shareholders shall consider and allocate profit. Article 45 of the Bank's Articles of Association stipulates that the Board of Directors can pay interim dividend periodically once it appears to the Board of Directors that the Bank has recorded profit sufficient to pay the dividend. When that is paid, the next shareholders' meeting must be acknowledged so. Also, Article 47 of the Bank's Articles of Association stipulates that the Bank must allocate, as the reserve, not less than 5% of the annual net profit less by the accumulated loss (if there is any) until the reserve is not less than 10% of the registered capital. Besides the said reserves, the Board of Directors may propose to the shareholders' meeting to issue a resolution for the allocation of other reserves as deemed appropriate for the Bank's business operations. Furthermore, the Bank has a dividend payment policy of not exceeding 60% of net profit from the annual consolidated financial statement.

Opinion of the Board: The Bank has registered capital of Baht 8,523,372,680 and the Bank has already allocated its profit as a legal reserve of Baht 852,337,268 which is up to the requirement

according to the Bank's Articles of Association. Therefore, the Bank does not have to allocate more profit as a legal reserve.

For the operating result of 2014, the Bank attained the net profit from the separated and the consolidated financial statements of Baht 3,005,643,905 and Baht 2,636,080,184 respectively. Thus, the Board of Directors proposes to the shareholders' meeting to consider and approve paying dividend for the year 2014 to shareholders at the rate of Baht 1.85 per share, totaling Baht 1,558,818,795 (calculated from 843,413,659 shares as of February 26, 2015), representing 51.86% of the net profit from the separated financial statement or 59.13% of the net profit from the consolidated financial statement for the year 2014. Such dividend payment rate was in accordance with the Bank's dividend payment policy of not exceeding 60% of net profit from the annual consolidated financial statement. However, the total number of shares eligible for the dividend may be changed due to the exercise of ESOP-W2 on March 31, 2015.

The Board of Director at a meeting no.6/2014 dated on August 28, 2014 approved the interim dividend payment for the operation in the first six months of 2014 to shareholders at Baht 0.50 per share, totaling Baht 420,210,355. The Bank paid such interim dividend on September 26, 2014.

Therefore, if the Annual General Meeting of Shareholders approves the proposed dividend, the amount of Baht 1.35 remains to be paid to shareholders. The Bank set the record date on which shareholders had the right to receive dividend on May 6, 2015 and the closing of share register book for gathering shareholders' names under the Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) on May 7, 2015. The dividend payment will be made on May 22, 2015.

The dividend will be paid from the retained earnings and net profit subject to the corporate income tax of 30% 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.

In addition, the shareholders' meeting should approve the allocation of remaining operating profit of 2014 after the dividend payment as a capital fund in accordance with Section 4 of the Financial Institution Business Act B.E. 2551 (as amended).

Table shows a comparison between the dividend payout for 2014 and 2013

Details	2014	2013
1. Net profit from the Bank's consolidated financial statements (Baht)	2,636,080,184	4,439,875,096
2. No. of shares		
2.1 No. of shares entitled to interim dividend	840,420,709	835,809,659
2.2 No. of shares entitled to annual dividend	843,413,659 [(1)]	838,987,459
3. Dividend paid per share (Baht)		
3.1 Interim dividend	0.50	1.00
3.2 Annual dividend	1.85	2.65
4. Total dividend paid (Baht)	1,558,818,795	2,220,138,967
5. Dividend payout ratio (%)	59.13	50.00

[(1)] *The number of shares as of February 26, 2015*

Agenda No. 4 **To consider and elect directors in replacement of those who are retired by rotation**

Purpose and Reason: Article 36 (4) of the Bank's Articles of Association stipulates that the Annual General Meeting of Shareholders shall elect the directors replacing those retired by rotation while Article 18 of the Bank's Articles of Association stipulates that at every Annual Ordinary Shareholders' Meeting, there will be at least one-third of the said rate of directors to be retired from the positions, if the number of directors cannot be divided into three equal parts, a number of directors closest to one-third will resign from their posts. The directors who shall retire from the posts in the first year and the second year after registration of the Bank can be made by lot, who will be retired from the posts. As for the year after that the directors who have been in the office for the longest period of time are to resign from the post of directors, who may be re-elected to be in the office. This is in accordance with the Public Limited Company Act B.E. 2535 (1992).

Opinion of the Board: At present, the Bank has fifteen directors. In the 2015 Annual General Meeting of Shareholders, there are five directors who are retired by rotation namely, Mr.Pichai Dachanapirom, Mr.Pongtep Polanun, Mr.Tanin Chirasoonton, Mr.Banyong Pongpanich and Mrs.Patraporn Milindasuta.

As the Bank posted on its website an invitation to shareholders to propose the names of qualified persons to be elected as directors, yet there is no director nominee from any shareholder.

The Board of Directors, excluding the directors who have interest in this matter, has agreed with the suggestion of the Nomination and Remuneration Committee which has considered the qualifications of the five retiring directors in terms of their qualifications, experiences, and competencies and is of the opinion that they would continue to contribute greatly to the operations of the Bank and to the Board of Directors. They have appropriate qualifications and do not have any prohibited attributes as defined in the legal provisions applied for the Bank. They also have high competency and experiences in the Bank's related business operations that could be beneficial to the Bank. In addition, they have performed their duties with accountability, integrity throughout their term. Thus, the shareholders' meeting should re-elect the retiring directors for another term.

Mr.Pichai Dachanapirom, who is an independent director and is retired by rotation in the 2015 Annual General Meeting of Shareholders, has shown his intention for not being re-elected as a director of the Bank for another term due to his health problem. The Nomination and Remuneration Committee has selected a qualified person to replace Mr.Pichai Dachanapirom and proposed Mrs.Dayana Bunnag, who has knowledge, competency and experience in the businesses of the Bank, to the Board of Directors' meeting prior to proposing to the Annual General Meeting of Shareholders for election.

In case the shareholders' meeting approves the election of directors replacing those retired by rotation as proposed, the Bank's Board of Directors will then consist of the followings:

1.	Mr.Supol	Wattanavekin	Chairman/ Non-Executive Director
2.	Assoc.Prof.Manop	Bongsadadt	Independent Director
3.	Mr.Chet	Pattrakornkul	Independent Director
4.	Mr.Pravit	Varutbangkul	Independent Director
5.	Mr.Pongtep	Polanun	Independent Director
6.	Mrs.Dayana	Bunnag	Independent Director
7.	Mr.Tanin	Chirasoonton	Non-Executive Director
8.	Mr.Suraphol	Kulsiri	Non-Executive Director
9.	Mr.Banyong	Pongpanich	Executive Director
10.	Mr.Suvit	Mapaisansin	Executive Director
11.	Mr.Aphinant	Klewpatinond	Executive Director
12.	Mr.Krittiya	Veeraburus	Executive Director

13.	Ms.Thitinan	Wattanavekin	Executive Director
14.	Mr.Pracha	Chumnarnkitkosol	Executive Director
15.	Mrs.Patraporn	Milindasuta	Executive Director

The directors, who are retired by rotation and proposed to be re-elected for another term, and the person proposed be to elected as a director have been approved by the Bank of Thailand.

(Profiles of directors and the Bank's definition of independent director are shown in the attachment 2 and 3.)

Agenda No. 5 **To consider and approve the directors' remuneration for the year 2015**

Purpose and Reason: Article 16 of the Bank's Articles of Association stipulates that pension and remuneration shall be awarded to the directors depending on resolution of the shareholders' meeting.

Opinion of the Board: The shareholders' meeting should approve the directors' remuneration for the year 2015 as proposed by the Nomination and Remuneration Committee which has considered and proposed to the Board of Directors' meeting to propose to the shareholders' meeting the remuneration for the directors, the advisor to the sub-committees and the sub-committee members for the year 2015 in the total of not exceeding Baht 17 million (excluding directors' bonus). The proposed remuneration is comparable to the directors' remuneration of other commercial banks with equivalent business size and structure. Additionally, the Nomination and Remuneration Committee has considered that the rates and components of directors' remuneration should reflect the value of knowledge and competency of the directors, which help the Bank achieve a sustainable business operation. Such remuneration includes monthly remuneration, attendance fees for the Board of Directors' and sub-committees' meetings, other general benefits such as group life and health insurances and remuneration of the advisor to the Executive Committee.

For directors' bonus for the year 2015, the Board of Directors will propose to the 2016 Annual General Meeting of Shareholders for consideration and approval. (Information on directors' remuneration is shown in the attachment 4.)

Agenda No. 6 **To consider and appoint auditors and fix their remuneration for the year 2015**

Purpose and Reason: Article 36 (5) and 39 of the Bank's Articles of Association specifies that the Annual General Meeting of Shareholders shall annually appoint the account auditor, who will receive the remuneration as stipulated by the shareholders' meeting.

Opinion of the Board: As the auditors of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. have served as the Bank's external auditors for seven consecutive years in 2014, in order to comply with the good corporate governance, the Audit Committee has therefore selected the new auditors of three leading audit firms. The Audit Committee has agreed to propose the appointment of auditors from Pricewaterhouse Coopers ABAS Ltd. ("PwC") as the auditors of the Bank for the year 2015. The main reason is because of their independence and state of readiness on taking up the role as the Bank's and subsidiaries' external auditors. Also, the auditors of PwC have demonstrated a sound knowledge and understanding of the operations and related accounting standards relevant to the banking and capital market businesses. Moreover, PwC pays great attention to and arranges sufficient time for transition process and this would help ensure smooth transition during the transition period between the old and new auditors.

The Board of Directors has agreed with the proposal of the Audit Committee to propose to the shareholders' meeting to appoint Mrs. Unakorn Phruithithada, CPA License No. 3257, or Ms. Sakuna Yamsakul, CPA License No. 4906, or Mr. Somchai Jinnovart, CPA License No. 3271 of PwC to be auditors for the year 2015 and set the auditors' remuneration at Baht 6,400,000. The proposed remuneration of Baht 6,400,000 is 7% higher than the remuneration paid to the auditors of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. of Baht 5,980,000 for the year 2014. The Board of Directors is of opinion that such remuneration rate is appropriate to the Bank's businesses, which are more sophisticated, and the increasing number of transactions.

Moreover, the shareholders' meeting should acknowledge the audit fees for the Bank's subsidiaries for the year 2015 in the amount of Baht 5,800,000.

The proposed auditors are independence and have already obtained the approval from the Bank of Thailand and the Securities and Exchange Commission. (Names of auditors and details on audit fees for the Bank and its subsidiaries are shown in the attachment 5.)

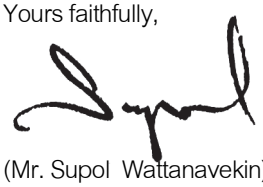
Agenda No. 7 **Other matters (if any)**

The Bank has fixed the record date on which shareholders had the right to attend the 2015 Annual General Meeting of Shareholders on March 13, 2015 and the closing of share register book for gathering shareholders' names under the Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) on March 16, 2015.

All shareholders are invited to attend the meeting on the date, time and place indicated above. For shareholders who would like to appoint anyone or the Bank's independent director of which name and details shown in the Attachment 6 to attend the meeting and vote in their place, please fill in the proxy form attached herewith (Attachment 11) and hand it to the Bank's staff before the meeting starts.

Those shareholders, who would like to appoint a general proxy, can use proxy form A, which has been posted on the Bank's website (http://www.kiatnakinphatra.com) or in the case of foreign shareholders residing abroad who have appointed a custodian in Thailand to look after the shares, they can use proxy form C, which can also be downloaded from the Bank's website. Shareholders can view the notice of this meeting and supporting documents in the Bank's website from March 20, 2015 onwards. For any questions on the meeting agendas, you can send your questions in advance to the Bank via e-mail address: corporate_secretary@kiatnakin.co.th or fax no. 0-2680-3977 or by sending to the Bank's address.

Yours faithfully,



(Mr. Supol Wattanavekin)

Chairman of the Board of Directors

Office of the Corporate Secretary
Telephone 0-2680-3970-3
Facsimile 0-2680-3977

Attachment 2

For consideration of Agenda 4: To consider and elect directors in replacement of those who are retired by rotation (1)

Name-surname:	Mr. Pongtep Polanun		
Type of director proposed for election:	Independent Director		
Present position:	Independent Director		
Age:	60 years		
Nationality:	Thai		
Education:	- Executive Master of Business Administration Sasin Graduate Institute of Business Administration of Chulalongkorn University - Master of Economics (Financial Economics) The National Institute of Development Administration - Bachelor of Economics Thammasat University		
Director training programs:	- Director Accreditation Program (DAP 36/2005) Thai Institute of Directors Association (IOD)		
Date of appointment as director:	April 26, 2012		
Years as director:	3 years		
KKP shareholding: (As of December 31, 2014)	488 shares, equaling to 0.000057% of the total shares with voting rights (KKP shareholding includes share numbers of spouse and minor children)		
KK ESOP-W2 shareholding:	None		
Positions held in other listed companies:	1 Position		
	2003 – Present	Vice Chairman of the Board, and Independent Director	Advanced Information Technology Public Company Limited
Positions held in non-listed companies:	1 Position		
	2007 - Present	Director *	K S P Square Company Limited
Positions held in a competing business /related business that may cause conflict of interest	None		
Working experiences:	2013 – 2014	Advisor to Managing Director	Muang Thai Insurance Public Company Limited
	2010 – 2012	Independent Director	Phatra Capital Public Company Limited
	2010 – 2012	Chairman of the Board of Directors	Krung Thai IBJ Leasing Company Limited
	2003 – 2012	Independent Director	Phatra Securities Public Company Limited
	2000 – 2012	Advisor to Managing Director	The Royal Ceramic Industry Public Company Limited
	2010 – 2011	Advisor to Managing Director	Muang Thai Insurance Public Company Limited
	2010 – 2011	Director	Krung Thai Bank Public Company Limited
	2009 – 2010	Independent Director	Phatra Leasing Public Company Limited

Attendance at 2014 meetings:	Board of Directors' meetings	8 out of 8
	2014 Annual General Meeting of Shareholders	1 out of 1

* Means Authorized Director

Information for election of independent director

Nature of relationships	
KKP shares held: - number of shares (shares) - % of the total shares with voting rights	 488 0.000057
Has he had the following relationships with the Bank, its subsidiaries, affiliates, or a juristic person that could be in conflict with the Bank at present or in the past 2 years? (1) A director participating in management of work, employees, or an advisor with regular salary	No
(2) A professional service providers (e.g. auditor, legal advisor)	No
(3) A business relationship that may be prejudicial to independently performing the function of directorship (e.g. buying and selling of raw materials/ products/ services or lending and borrowing money); state the value of transaction, if entered into)	No

For consideration of Agenda 4: To consider and elect directors in replacement of those who are retired by rotation (2)

Name-surname:	Mr. Tanin Chirasoonton
Type of director proposed for election:	Non-Executive Director
Present positions:	Director Member of the Compliance and Governance Committee
Age:	62 years
Nationality:	Thai
Education:	- Bachelor of Law Ramkhamhaeng University
Director training programs:	- Director Certification Program Update (DCPU 1/2014) Thai Institute of Directors Association (IOD) - Role of the Nomination and Governance Committee (RNG 1/2011) Thai Institute of Directors Association (IOD) - DCP Refresher Course (5/2007) Thai Institute of Directors Association (IOD) - Advanced Business Management For Executive Program (ABM Exec 2005) The Continuing Education Center, Chulalongkorn University - Public Administration Course (2003) Faculty of Political Science, Thammasat University - Director Certificate Program (DCP 10/2001) Thai Institute of Directors Association (IOD) - Real Estate and Skyscraper Management (1993) Faculty of Architecture, Chulalongkorn University
Date of appointment as director:	January 8, 1999
Years as director:	16 years 3 months
KKP shareholding: (As of December 31, 2014)	100,000 shares, equaling to 0.0118% of the total shares with voting rights (KKP shareholding includes share numbers of spouse and minor children)
KK ESOP-W2 shareholding:	None
Positions held in other listed companies :	None
Positions held in non-listed companies:	None
Positions held in a competing business /related business that may cause conflict of interest	None

Working experiences:	2011 – Feb 2015	Chairman of the Board of Directors	Erawan Law Office Limited
	2009 – 2011	Managing Director	Erawan Law Office Limited
	2004– 2009	Independent Director	Kiatnakin Bank Public Company Limited
	1999– 2004	Independent Director	Kiatnakin Finance Public Company Limited
	1993– 1998	Managing Director	Professor Kamthon Panlab Law Office
	1978– 1993	Deputy Managing Director	Dharmniti Public Company Limited
Attendance at 2014 meetings:	Board of Directors' meetings		7 out of 8
	Compliance and Governance Committee's meetings		4 out of 5
	2014 Annual General Meeting of Shareholders		1 out of 1

* Means Authorized Director

For consideration of Agenda 4: To consider and elect directors in replacement of those who are retired by rotation (3)

Name-surname:	Mr. Banyong Pongpanich
Type of director proposed for election:	Executive Director
Present positions:	Director* Chief Executive Officer Chairman of Executive Committee Member of the Risk Management Committee
Age:	60 years
Nationality:	Thai
Education:	- Master of Business Administration Sasin Graduate Institute of Business Administration of Chulalongkorn University - Bachelor of Economics Chulalongkorn University
Director training programs:	- Anti-Corruption for Executive Program (ACEP 2/2012) Thai Institute of Directors Association (IOD) - Director Accreditation Program (DAP 36/2005) Thai Institute of Directors Association (IOD) - The Role of the Chairman Program (RCP 5/2001) Thai Institute of Directors Association (IOD)
Date of appointment as director:	April 26, 2012
Years as director:	3 years
KKP shareholding: (As of December 31, 2014)	2,000,046 shares equaling to 0.2371% of the total shares with voting rights (KKP shareholding includes share numbers of spouse and minor children)
KK ESOP-W2 shareholding:	None
Positions held in other listed companies:	2 Positions 2004 – Present Independent Director The Erawan Group Public Company Limited 2003 – Present Independent Director Muang Thai Insurance Public Company Limited

Positions held in non-listed companies:	<u>14 Positions</u>		
	2015 – Present	Member	National Anti-Corruption Committee
	2014 – Present	Member	State Enterprise Policy Committee
	2014 – Present	Prime Minister's Advisor	
	2012 - Present	Director	Thailand Development Research Institute
	2011 - Present	Director	Buddhadasa Indapanno Archives
	2010 - Present	Chairman of the Board of Directors	Phatra Captial Public Company Limited
	2009 - Present	Director *	RPIC Pte. Ltd.
	2008 - Present	Director *	Ruamphon Phatra International Corp.
	2007- Present	Independent Director	Don Muang Tollway Public Company Limited
	2003 - Present	Chairman of the Board of Directors	Phatra Securities Public Company Limited
	2002 - Present	Director	Cellinium (Thailand) Company Limited
	2002 - Present	Director	Squirrel (Thailand) Company Limited
	2002 - present	Director	Mae Fah Luang Foundation
	2002 - present	Member	Sasin Graduate Institute of Business Administration of Chulalongkorn University
Positions held in a competing business /related business that may cause conflict of interest	None		
Working experiences:	2009 - 2011	Director	Thai Airways International Public Company Limited
	2008 - 2011	Member	Capital Market Development Committee, Ministry of Finance
	2008 - 2011	Member	Sub – Committee to Formulate Capital Market Development Master Plan, Ministry of Finance
	2008 - 2011	Working Team	Tax Reformation Commission, Ministry of Finance
	2003 - 2011	President	Economic Association, Chulalongkorn University
Attendance at 2014 meetings:	Board of Directors' meetings		6 out of 8
	Executive Committee's meetings		12 out of 13
	Risk Management Committee's meetings		13 out of 13
	2014 Annual General Meeting of Shareholders		1 out of 1

* Means Authorized Director

For consideration of Agenda 4: To consider and elect directors in replacement of those who are retired by rotation (4)

Name-surname:	Mrs. Patraporn Milindasuta
Type of director proposed for election:	Executive Director
Present positions:	Director Member of the Compliance and Governance Committee Member of the Risk Management Committee Chief Governance Officer
Age:	51 years
Nationality:	Thai
Education:	- Master of Law Chulalongkorn University - Bachelor of Law Thammasat University - Barrister-at-law The Thai Bar under the Royal Patronage
Director training programs:	- Compliance Officer (7/2014) Faculty of Law, Chulalongkorn University - TLCA Executive Development Program (EDP 2008) Thai Listed Companies Association - The Advanced Senior Executive Program (ASEP 2007) Sasin Graduate Institute of Business Administration of Chulalongkorn University - Company Secretary Program (CSP 12/2005) Thai Institute of Directors Association (IOD)
Date of appointment as director:	October 1, 2014
Years as director:	7 months
KKP shareholding: (As of December 31, 2014)	None
KK ESOP-W2 shareholding:	None
Positions held in other listed companies:	None

Positions held in non-listed companies:	<u>7 Positions</u>		
	2012 – Present	Director *	Phatra Capital Public Company Limited
	2012 – Present	Director *	Phatra Securities Public Company Limited
	2012 – Present	Director	KKTRADE Securities Company Limited
	2012 – Present	Director	Phatra Asset Management Company Limited
	2009 – Present	Director *	RPIC Pte. Ltd.
	2009 – Present	Member	Sub-committee on Consideration of Draft Notifications Concerning Equity Instruments and Governance of Publicly Traded Companies, Securities and Exchange Commission, Thailand
	2005 – Present	Member	Sub-committee on Consideration of Notifications Concerning Business Takeover, Securities and Exchange Commission, Thailand
Positions held in a competing business / related business that may cause conflict of interest	None		
Working experiences:	May 2013 – Apr 2014	Managing Director and Chief Administrative Officer	Phatra Capital Public Company Limited
	Feb – Apr 2013	Acting President	Phatra Capital Public Company Limited
	Feb – Apr 2013	Acting President	Phatra Securities Public Company Limited
	2011 – Jan 2013	Managing Director and Chief Administrative Officer	Phatra Capital Public Company Limited
	Feb 2007 – Jan 2013	Managing Director and Chief Administrative Officer	Phatra Securities Public Company Limited
	Apr – Sep 2012	Director	Kiatnakin Bank Public Company Limited
	2006 – 2009	Member	Sub-committee on Consideration of Draft Notifications Concerning Equity Instruments, Securities and Exchange Commission, Thailand
	2007	Founding Committee and Director	Thai Company Secretary Club, Thai Listed Companies Association
	2004 - 2007	Executive Vice President (Office of General Counsel & Internal Audit)	Phatra Securities Public Company Limited
	2003 - 2004	Partner	White and Case (Thailand) Company Limited

Attendance at 2014 meetings:	Board of Directors' meetings	1 out of 2 [1]
	Compliance and Governance Committee's meeting	4 out of 5
	Risk Management Committee's meetings	12 out of 15
	2014 Annual General Meeting of Shareholders	1 out of 1

* Means Authorized Director

[1] Appointed as the Bank's director effective from October 1, 2014

For consideration of Agenda 4: To consider and elect directors in replacement of those who are retired by rotation (5)

Name-surname:	Mrs. Dayana Bunnag
Type of director proposed for election:	Independent Director
Age:	63 years
Nationality:	Thai
Education:	- Master of Business Administration University of Texas, Austin, U.S.A. - Bachelor of Economics (2nd Class Honors) Chulalongkorn University
Director training programs:	- The Role of the Nomination and Governance Committee (RNG 4/2013) Thai Institute of Directors Association (IOD) - The Role of Compensation Committee (RCC 11/2010) Thai Institute of Directors Association (IOD) - Director Certification Program (DCP 4/2000) Thai Institute of Directors Association (IOD) - Top Executive Program (Class 11/2011) Capital Market Academy - Fund Manager Course (Course 1/1996), (Refresher Course 7/2005), Refresher Course 11 (2/2007) and Refresher Course 15 (2/2009) Association of Investment Management Companies
KKP shareholding: (As of December 31, 2014)	None
KK ESOP-W2 shareholding:	None
Positions held in other listed companies :	None
Positions held in non-listed companies:	6 Positions 2012 – Present Director — Ocean Life Insurance Public Company Limited 2012 – Present Advisor to the President and Vice Chairman of the Executive Committee — Bangkok University 2012 – Present Member — Committee on Consideration of Guidelines for Investment of Insurance Companies in Other Businesses, Office of Insurance Commission 2012 – Present Member — Committee on Consideration of Draft Insurance Commission Declarations, Office of Insurance Commission

Positions held in non-listed companies (continued):	2005 – Present	Director*	Bulun Buri Company Limited
Positions held in a competing business /related business that may cause conflicts of interest	None		
Working experiences:	Jul – Nov 2014	Director	Metropolitan Electricity Authority
	2010 – 2014	Chairman	Disciplinary Committee on Capital Market Personnel (formerly, Industry Practice Committee),The Securities and Exchange Commission
	2009 – 2014	Board Member	Capital Market Advisory Board, The Securities and Exchange Commission
	2012 – 2013	Chairman	Sub-Committee on Consideration of Rules Concerning Issuance and Offering of Debts and Sukuk, The Securities and Exchange Commission
	2012 – 2013	Chairman	Sub-Committee on Consideration of Rules Concerning Issuance and Offering of Derivatives, Structured Notes and Complex Products, The Securities and Exchange Commission
	2010 – 2013	Member	Working Group for Consideration of SRO Approval Criteria, The Securities and Exchange Commission
	2010 – 2012	Director	Ocean Life Insurance Company Limited
	2010 – 2012	Chairman	Sub-Committee on Consideration of Draft Notifications Concerning Issuance and Offering of Debts, The Securities and Exchange Commission
	2010 – 2012	Chairman	Sub-Committee on Consideration of Rules Concerning Issuance and Offering of Suku, The Securities and Exchange Commission
	2010 – 2012	Chairman	Sub-Committee on Consideration of Draft Notifications Concerning Issuance and Offering of Equities and Management of Securities Issuing Companies, The Securities and Exchange Commission

Working experiences (continued):	2010 – 2012	Chairman	Sub-Committee on Consideration of Draft Notification Concerning Issuance and Offering of Derivatives and Structured Notes, The Securities and Exchange Commission
	2007 – 2010	Managing Director	Ocean Life Insurance Company Limited
	2006 – 2010	Chairman	Disciplinary Committee, The Securities and Exchange Commission
	2008 – 2009	Member	Advisory Committee on Best Practices for Director Compensation, Thai Institution of Director Association (IOD)
	1992 – 2006	Managing Director	Kasikorn Asset Management Company Limited
	1977 – 1992	Deputy Managing Director	Phatra Thanakit Finance and Securities Company Limited

* Means Authorized Director

Information for election of independent director

Nature of relationships	
KKP shares held: - number of shares (shares) - % of the total shares with voting rights	 **None** **None**
Has he had the following relationships with the Bank, its subsidiaries, affiliates, or a juristic person that could be in conflict with the Bank at present or in the past 2 years? (1) A director participating in management of work, employees, or an advisor with regular salary	 **No**
(2) A professional service providers (e.g. auditor, legal advisor)	**No**
(3) A business relationship that may be prejudicial to independently performing the function of directorship (e.g. buying and selling of raw materials/ products/ services or lending and borrowing money); state the value of transaction, if entered into)	**No**

Attachment 3

The Bank's Definition of Independent Director

The Bank has laid down stricter qualification requirements for independent director than the minimum requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand, as follows:

(1) Holding not more than 0.5% of the total shares with voting rights of the Bank, its parent Bank, its subsidiary, Its affiliate, major shareholder or controlling person, inclusive of the shares held by related persons;

(2) Not being or having previously been a director who takes part in the management, an employee, a staff member or advisor who receives a regular salary, or a controlling person of the Bank, its parent company, its subsidiary, its affiliate, its subsidiary at the same level, major shareholder or controlling persons unless the termination of being in such position had occurred at least two years before an appointment as the Bank's independent director. Such prohibited characteristic shall not include the case where the independent director used to be a government official or advisor of a government unit which is a major shareholder or controlling person of the Bank;

(3) Not being a person related by blood or registration under laws in the form of fatherhood, motherhood, spouse, brothers, sisters, and children, including spouse of children, of its executives, its major shareholder, its controlling person, or such other person who will be nominated to take up the position of executives or controlling persons of the Bank or its subsidiary;

(4) Having no current or previous business relationship with the Bank, its parent company, its subsidiary, its affiliate, major shareholder or controlling person in the manner which may interfere with his or her independent discretion, not being or having previously been a significant shareholder or controlling person of any person having a business relationship with the Bank, its parent company, its subsidiary, its affiliate, major shareholder or controlling person unless the termination of being in such position had occurred at least two years before an appointment as the Bank's independent director;

Such business relationships include normal business transactions, rental or lease of immovable property transactions, asset or service transactions, or giving or taking financial assistance by borrowing or lending money, suretyship, providing assets as collateral, an any other similar actions, which result in the Bank or his counterparty being subject to indebtedness payable to the other party in the amount of 3% or more of the net tangible assets of the company or Baht 20.00 million or more, whichever is lower;

(5) Not being or having previously been an auditor of the Bank, its parent company, its subsidiary, its affiliate, major shareholder or controlling person, a significant shareholder, controlling person or partner of the audit office to which the auditor of the Bank, its parent company, its subsidiary, its affiliate, major shareholder or

controlling person unless the termination of being in such position had occurred at least two years before an appointment as the Bank's independent director;

(6) Not being or having previously been any professional service provider including legal advisor or financial advisor who receives more than Baht 2.00 million annually from the Bank, its parent company, its subsidiary, its affiliate, major shareholder or controlling person and not being a significant shareholder, controlling person or partner of the professional service provider unless the termination of being in such position had occurred at least two years before an appointment as the Bank's independent director;

(7) Not being a director appointed as a representative of the Bank's directors, a major shareholder or a shareholder who is related to the Bank's major shareholder;

(8) Not undertaking any business in the same nature and in competition with the business of the Bank, its subsidiary or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares more than 1% of the total shares with voting rights of another company having its business in the same nature and in competition with the business of the Bank or its subsidiary;

(9) Having no characteristics that may affect the giving of independent opinions on the Bank's operations;

A person appointed as independent director, upon fulfilling the above (1) - (9) criteria, may be assigned by the Bank's Board of Directors to make decisions on the operation of the Bank, its parent company, its subsidiary, its affiliate, major shareholder or controlling person, by means of collective decision.

The Bank's definition of independent director is more stringent than that given by the Securities and Exchange Commission and the Stock Exchange of Thailand regarding shareholding. Each independent director of the Bank must not hold shares in excess of 0.5% of the total number of voting shares of the Bank or its parent company, its subsidiary, its affiliate, major shareholder, or controlling person, whilst the number of shares held by any related person of such an in independent director must also be counted.

Attachment 4

For consideration of Agenda 5: To consider and approve the directors' remuneration for the year 2015

The Board of Directors' meeting at a meeting no.2/2015 has considered the directors' remuneration for the year 2015 as proposed by the Nomination and Remuneration Committee, which has considered the remuneration for the directors, the advisor to the sub-committees and the sub-committee members. The Nomination and Remuneration Committee has thoroughly compared the directors' remuneration with those of other commercial banks with equivalent business size and structure. Additionally, the Nomination and Remuneration Committee has considered that the rates and components of directors' remuneration should reflect the value of knowledge and competency of the directors, which help the Bank achieve a sustainable business operation.

The Board of Directors' meeting thus resolved to propose to the 2015 Annual General Meeting of Shareholders which would be held on April 23, 2015 to consider and approve the directors' remuneration for the year 2015 in the total of not exceeding Baht 17 million (excluding the directors' bonus). Such remuneration includes monthly remuneration, attendance fees, other general benefits such as group life and health insurances and remuneration of the advisor to the Executive Committee as per significant details as follows:

(1) Remuneration for directors

-	Chairman of the Board	Baht	100,000	per month
-	Directors	Baht	50,000	per month per director

(2) Remuneration for sub-committee members : in the form of attendance fee where he/she is attended

-	Chairman	Baht	30,000	per meeting
-	Committee members	Baht	20,000	per meeting per member

(3) Remuneration for the advisor to the sub-committees : in the amount of Baht 250,000 per month

The remuneration would be paid to the Chairman of the Board, who is also the advisor to the Executive Committee as well as the 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.

For directors' bonus for the year 2015, the Board of Directors will propose to the 2016 Annual General Meeting of Shareholders for consideration and approval.

Remarks 1) Executive directors, who receive monthly salary as employees from the Bank and its subsidiaries in the Kiatnakin Financial Group, shall not receive monthly remuneration, attendance fee and bonus as directors of the Bank.

2) The Bank offers no other benefits to directors in particular.

Components of Remuneration	2015 (Proposed)		2014	
	Monthly Remuneration (Baht)	Attendance Fee (Baht/ Attendance)	Monthly Remuneration (Baht)	Attendance Fee (Baht/ Attendance)
1) Board of Directors				
- Chairman	100,000	-	100,000	-
- Director	50,000	-	50,000	-
1) Sub-committees				
- Chairman	-	30,000	-	30,000
- Member	-	20,000	-	20,000
2) The advisor to the sub-committees	250,000	-	250,000	-
(4) Bonus for directors	The Board of Directors will propose the directors' bonus for the year 2015 to the 2016 Annual General Meeting of Shareholders for consideration and approval.		Bonus was varied depending on the Bank's annual performance. The Board of Directors had an authority to determine the bonus amount for each director. The total remuneration and bonus did not exceed Baht 25 million.	

Comparison of the Directors' Remuneration with the previous year

The Board of Directors is of the opinion that the remuneration for Chairman, which is proposed at a higher rate than those of other directors, is appropriate as the Chairman has significant role in supporting the performance of the Board of Directors for the utmost benefit of the Bank and shareholders.

The 2014 Annual General Meeting of Shareholders approved the remuneration for directors for the year 2014 in the total of not exceeding Baht 25 million, but in actual fact the Bank paid out Baht 20.5 million to directors.

Attachment 5

For Consideration of Agenda No 6 : To consider and appoint auditors and fix their remuneration for the year 2015

Pursuant to the Public Limited Companies Act and Article 36 (5) of the Bank's Articles of Association, the Annual General Meeting of Shareholders shall appoint auditors and consider the remuneration of the auditor every year. In this regards, since the auditors of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. have served as the Bank's external auditors for seven consecutive years in 2014, in order to comply with the good corporate governance, the Audit Committee has therefore selected the new auditors from three leading audit firms.

The Board of Directors, at a meeting no. 2/2015 dated on February 26, 2015, approved a proposal of the Audit Committee to propose to the Annual General Meeting of Shareholders the appointment of auditors from PwC as the auditors of the Bank for the year 2015. The proposed auditors are namely:

Names	Certified Public Accountant Registration Number	No. of Years Auditing for the Bank
Mrs. Unakorn Phruithithada	3257	-
Ms. Sakuna Yamsakul	4906	-
Mr. Somchai Jinnovart	3271	-

The main reasons are because of their independence and state of readiness on taking up the role as the Bank's and subsidiaries' external auditors. Also, the auditors of PwC have demonstrated a sound knowledge and understanding of the operations and related accounting standards relevant to the Banking and capital market businesses. Moreover, PwC pays great attention to and arranges sufficient time for transition process and this would help ensure smooth transition during the transition period between the old and new auditors. 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, PwC will designate another of its certified public accountants to perform the tasks in their place.

The three auditors mentioned above and PwC have no relationship or transaction that can generate conflict of interest with the Bank, its subsidiaries, management, major shareholders or related parties.

The Board of Directors also proposes to the shareholders' meeting to approve the audit fee for the year 2015 at Baht 6,400,000. Details are as follows:

Audit Fee	2015 (PwC)	2014 (Deloitte)	Changes as Compared to 2014 (Baht)
- Audit fees for the half-year and annual audit	4,650,000	4,040,000	610,000
- Quarterly review fees	900,000	1,160,000	-260,000
- Special regulatory reports required by Bank of Thailand	400,000	380,000	20,000
- Electronic Banking Business Audit	450,000	250,000	200,000
- Branches Audit	-	150,000	-150,000
Total	**6,400,000**	**5,980,000**	**420,000**

The Board of Directors has considered and opined that the proposed audit fee, amounting to Baht 6,400,000, an increase of 7% from the previous year audit fee paid to Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. of Baht 5,980,000, is appropriate and consistent with the increase in complexity and volume of the Bank's businesses.

Moreover, PwC is the auditor of thirteen subsidiaries of the Bank as follows:

Fees for Subsidiaries	2015 (PwC)	2014 (Deloitte)	Changes as compared to 2014 (Baht)
1. KKTRADE Securities Company Limited	1,080,000	1,036,000	44,000
2. Phatra Asset Management Company Limited	470,000	550,000	-80,000
3. Erawan Law Office Company Limited	200,000	150,000	50,000
4. Asia Recovery Fund 1	150,000	285,000	-135,000
5. Asia Recovery Fund 2	250,000	285,000	-35,000
6. Asia Recovery Fund 3	250,000	285,000	-35,000
7. Thai Restructuring Fund	300,000	230,000	70,000
8. Asia Recovery Property Fund 1	150,000	200,000	-50,000
9. Asia Recovery Property Fund 3	150,000	200,000	-50,000
10. Bangkok Capital Fund	550,000	410,000	140,000
11. Gamma Capital Fund	450,000	410,000	40,000
12. Phatra Capital Public Company Limited	250,000	350,000	-100,000
13. Phatra Securities Public Company Limited	1,550,000	1,280,000	270,000
Total	**5,800,000**	**5,671,000**	**129,000**

In addition to the audit fee, last year, the Bank and its subsidiaries paid non-audit fee for other services to Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd., totaling Baht 11 million. And there will be another Baht 51 million to be paid in the future for the service agreed but not completed in 2014.

Auditors' Profile (1)

Name-surname	Mrs. Unakorn Phruithithada
Business status	Lead Audit Partner
Education	- High Vocational Certificate (CPA Module) New York University, U.S.A. - Master of Business Administration Majoring in Computer Application and Information Systems (Distinction) New York University, U.S.A. - Master of Accounting (First Rank) Thammasat University - Bachelor of Accounting (First Class Honors) Thammasat University
Professional member	- Certified Public Accountants - Federation of Accounting Professions - American Institute of Certified Public Accountants (AICPA) - The Thai Chamber of Commerce - Investment Analysts Association
Relevant experience and expertise	- A partner in Financial Services Industry Practice of the Assurance and Business Advisory Services (ABAS Department) - Former Chief Financial Officer of Standard Chartered Bank, Bangkok branch. Mrs. Unakorn used to be the lead partner on IAS39 project for local banks and financial institutions in Thailand, namely Bank of Ayudhya Public Company Limited and Kiatnakin Bank Public Company Limited. - The Chairperson of the Subcommittee of the Monitoring the Development IFRS, Federation of Accounting Professions under the Royal Patronage of His Majesty the King - PwC's representative to work closely with IFRS team from the Bank of Thailand and Thai Banker Association (via IFRS Club) on the adoption of IFRS in Thai banking and capital markets environment - The leader of Thailand Asia-Cceanian Standard-Setters Group (Thai AOSSG) for Federation of Accounting Professional (FAP) to work closely with AOSSG Overseas - The representative of FAP to be member of Asian-Oceanian Standard-Setters Group Overseas to monitor the progress of IFRS on Asia-Oceanian platform

Auditors' Profile (2)

Name-surname	Ms. Sakuna Yamsakul	
Business status	Assurance Partner	
Education	- Bachelor of Accounting (Second Class Honors) Thammasat University	
Professional member	- Certified Public Accountants - Federation of Accounting Professions	
Relevant experience and expertise	- More than 21 years of experience working in financial services and industrial practices, specialising in the banking and capital markets - Extensive experience in providing audit and business advisory services to a wide range of local and multinational clients. Ms. Sakuna has been actively involved in due diligence, acquisition process and special assignments. - Actively involved in due diligence, acquisition process and special assignments - One of team members for the Bank of Thailand's project to develop the guidance and standards on securities borrowing and lending and on the structured notes. Her working experience with regulators has provided her with a strong understanding of the regulatory environment in the region and in particular the issues facing developing markets in Thailand. - A guest lecturer in IFRS Accounting on investment property and speaker on the topic of IAS 39 (revised) "Financial Instruments Recognition and Measurement" to PwC clients.	

Auditors' Profile (3)

Name-surname	Mr. Somchai Jinnovart
Business status	Client Relationship Partner
Education	- Bachelor Degree of Accounting Chulalongkorn University - Master of Business Administration Sasin Graduate Institute of Business Administration
Professional member	- Certified Public Accountants - Federation of Accounting Professions - Subcommittee of Auditing, Federation of Accounting Professions
Relevant experience and expertise	- Assurance leader of PwC Thailand. - Serves on the Accounting Standards Review Panel Sub-Committee for the Federation of Accounting Professions - Provides high quality, industry-focused assurance, consulting and tax services to public and private sector clients.

Attachment 6

Profiles of independent directors proposed by the Bank to serve as proxies for shareholders (1)

Name-surname:	Mr. Chet Pattrakornkul
Present positions:	Independent Director Chairman of the Compliance and Governance Committee Member of the Audit Committee Member of the Nomination and Remuneration Committee
Age:	66 years
Nationality:	Thai
Education:	- Master's in Marketing (Certificate Program) Thammasart University - Bachelor of Science (Public Administration) Ramkhamhaeng University
Director training programs:	- Director Certification Program Update (DCPU 1/2014) Thai Institute of Directors Association (IOD) - Financial Institutions Governance Program (FGP 2013) Institute of Directors Association (IOD) - "The Updated COSO's 2013 Integrated Internal Control: What the Board and Managements Should Do" Thai Institute of Directors Association (IOD) - The 2nd National Director Conference 2013 "Board Leadership Evolution" Thai Institute of Directors Association (IOD) - Role of the Nomination and Governance Committee (RNG 1/2011) Thai Institute of Directors Association (IOD) - Financial Institutes Reform in Thailand from Present to the Future (2010) Thai Institute of Directors Association (IOD) - Economy After the Crisis (2010) Thai Institute of Directors Association (IOD) - The Board's Role on Fraud Prevention and Detection (2010) Thai Institute of Directors Association (IOD) - Monitoring the System of Internal Control and Risk Management (MIR 5/2009) Thai Institute of Directors Association (IOD) - Monitoring of the Quality of Financial Reporting (MFR 7/2009) Thai Institute of Directors Association (IOD) - Monitoring Fraud Risk Management (MFM 1/2009) Thai Institute of Directors Association (IOD) - Board and Director Performance Evaluation (R-WS workshop 2/2008) Thai Institute of Directors Association (IOD) - Corporate Governance Report of Thai Listed Companies (2007) Thai Listed Companies Association - Monitoring the Internal Audit Function (MIA 1/2007) Thai Institute of Directors Association (IOD)

Director training programs: (Continued)	- Audit Committee Program (ACP 17/2007) Thai Institute of Directors Association (IOD) - Role of the Compensation Committee (RCC 1/2006) Thai Institute of Directors Association (IOD) - DCP Refresher Course (3/2006) Thai Institute of Directors Association (IOD) - Director Certification Program (DCP 9/2001) Thai Institute of Directors Association (IOD)
Date of appointment as director:	April 7, 2005
Years as director:	10 years
KKP shareholding: (As of December 31, 2014)	75,000 shares, equaling to 0.0089% of the total shares with voting rights (KKP shareholding includes share numbers of spouse and minor children)
KK ESOP-W2 shareholding:	None
Positions held in other listed companies :	None
Positions held in non-listed companies:	None
Positions held in a competing business /related business that may cause conflict of interest	None
Conflicts of interest in this Meeting:	Agenda No 5 : To consider and approve the directors' remuneration for the year 2015

Working experiences:	2004 - 2005	Head of Consumer Lending	Kiatnakin Finance Public Company Limited
	2002 - 2004	Managing Director, Consumer Lending	Kiatnakin Finance Public Company Limited
	2001 - 2004	Director	Kiatnakin Finance Public Company Limited
	2000 - 2002	Assistant Managing Director	Kiatnakin Finance Public Company Limited
	2000	Managing Director	Rattanatun Finance Public Company Limited
	1998 - 1999	Assistant Managing Director, Consumer Lending	Kiatnakin Finance and Securities Public Company Limited
	1998	Director, Assets Realization Division	Financial Sector Restructuring Authority
	1992 - 1997	Assistant Managing Director	Thana One Finance & Securities Company Limited
	1989 - 1991	Vice President of Operation	Finance One Company Limited
	1970 - 1988	Manager, Retail Banking	Chase Manhattan Bank

Attendance at 2014 meetings:	Board of Directors' meetings	8 out of 8
	Audit Committee's meetings	10 out of 10
	Nomination and Remuneration Committee's meetings	8 out of 8
	Compliance and Governance Committee's meetings	5 out of 5
	2014 Annual General Meeting of Shareholders	1 out of 1

Nature of relationships	
KKP shares held:	
- number of shares (shares)	**75,000**
- % of the total shares with voting right	**0.0089**
Has he had the following relationships with the Bank, its subsidiaries, affiliates, or a juristic person that could be in conflict with the Bank at present or in the past 2 years?	
(1) A director participating in management of work, employees, or an advisor with regular salary	**No**
(2) A professional service providers (e.g. auditor, legal advisor)	**No**
(3) A business relationship that may be prejudicial to independently performing the function of directorship (e.g. buying and selling of raw materials/ products/ services or lending and borrowing money); state the value of transaction, if entered into)	**No**

Profiles of independent directors proposed by the Bank to serve as proxies for shareholders (2)

Name-Surname:	Mr. Pravit Varutbangkul
Present Positions:	Independent Director Member of the Audit Committee Member of the Compliance and Governance Committee Member of the Nomination and Remuneration Committee
Age:	67 years
Nationality:	Thai
Education:	- Master of Business Administration (Operations Research and General) University of Santa Clara, California, U.S.A. - Bachelor of Science (Operations Research & Finance) Brigham Young University, U.S.A.
Director Training Programs:	- The 2nd National Director Conference 2013 "Board Leadership Evolution" Thai Institute of Directors Association (IOD) - Financial Institutions Governance Program (FGP 2013) Thai Institute of Directors Association (IOD) - Effective Business Performance Leadership (5/2008) Thai Institute of Directors Association (IOD) - Monitoring Strategy Implementation and Execution (2008) Thai Institute of Directors Association (IOD) - Improving The Quality of Financial Reporting (QFR 5/2007) Thai Institute of Directors Association (IOD) - Audit Committee Program (ACP 16/2007) Thai Institute of Directors Association (IOD) - DCP Refresher Course (3/2006) Thai Institute of Directors Association (IOD) - Director Certification Program (DCP 5/2001) Thai Institute of Directors Association (IOD)
Date of Appointment as director:	August 20, 1996
Years as director:	18 years 8 months
KKP shareholding: (As of December 31, 2014)	275,000 shares, equal to 0.0326% of total shares with voting rights (KKP shareholding is includes share numbers of spouse and minor children)
KK ESOP-W2 shareholding:	None
Positions held in other listed companies :	None

Positions held in non-listed companies:	None		
Positions held in a Competing business /related business that may cause conflict of interest	None		
Conflicts of interest in this Meeting:	Agenda No 5 : To consider and approve the directors' remuneration for the year 2015		
Working experiences:	2007 - 2011	Director	Kiatnakin Securities Company Limited
	2006 - 2011	Director	Kiatnakin Bank Public Company Limited
	1996 - 2005	Director	Kiatnakin Finance Public Company Limited
	2002 - 2004	Managing Director and Head of Central Support	Kiatnakin Finance Public Company Limited
	1996 - 2002	Assistant Managing Director	Kiatnakin Finance Public Company Limited
	1993 - 1996	Assistant Managing Director	Kiatnakin Finance and Securities Public Company Limited
	1984 - 1993	Vice President, Country Operations Officer	Bank of America
	1983 - 1984	Vice President, Head of FX/ Management Department Assistant Vice President, Liability	Asia Trust Bank
	1975 – 1983	Manager, Strategic Planning	Bank of America
Attendance at 2014 meetings:	Board of Directors' meetings		8 out of 8
	Audit Committee's meetings		10 out of 10
	Compliance and Governance Committee's meetings		4 out of 5
	2014 Annual General Meeting of Shareholders		1 out of 1

Nature of relationships	
KKP shares held: - number of shares (shares) - % of the total shares with voting right	 **275,000** **0.0326**
Has he had the following relationships with the Bank, its subsidiaries, affiliates, or a juristic person that could be in conflict with the Bank at present or in the past 2 years? (1) A director participating in management of work, employees, or an advisor with regular salary	**No**
(2) A professional service providers (e.g. auditor, legal advisor)	**No**
(3) A business relationship that may be prejudicial to independently performing the function of directorship (e.g. buying and selling of raw materials/ products/ services or lending and borrowing money); state the value of transaction, if entered into)	**No**

Attachment 7

Guidelines for registration, proxy, documents or evidence required for attending the shareholders' meeting, voting and vote counting

The policy of the Board of the Stock Exchange of Thailand, dated on February 19, 1999, relating to good practices for holding of the shareholders' meeting, aims at establishing guidelines for listed companies to follow. This will create confidence among shareholders, investors, and all related parties, improve transparency and fairness, and benefit shareholders. The Bank thus views it is appropriate to specify the procedures for attending the shareholders' meetings, so that shareholders are informed and can implement as follows:

1. Registration for shareholders' meetings

1.1 For the 2015 Annual General Meeting of Shareholders, shareholders can register from 08.00 hrs. onwards on April 23, 2015 at the Ballroom, the Conrad Hotel Bangkok, no. 87 Wireless Road, Lumpini Sub-district, Phatumwan District, Bangkok 10330 (as map shown in the attachment 10).

1.2 Shareholders or proxies (if any) have to sign their names when registering and when voting, using the Bank's registration and voting forms.

1.3 The Bank uses the barcode system for registration. Please bring with you the documents, which have been bar-coded and delivered to you along with the notice of this meeting.

2. Appointment of proxy

If a shareholder is unable to attend the shareholders' meeting in person, he/ she can appoint a proxy to attend and vote in his/her place. For granting proxy, the Bank has sent to shareholders the proxy form B, which is the format specified by the Registrar of Public Companies. This form is detailed and clear, and enables the shareholder to appoint another person or one of the Bank's directors (proposed by the Bank), to act as proxy, to attend the shareholders' meeting, and to vote on the shareholder's behalf. Profiles of independent directors proposed by the Bank to serve as proxies for shareholders are shown in the attachment 6.

Shareholders, who would like to appoint a general proxy, can use the proxy form A, or in the case of foreign shareholders, who have appointed a custodian in Thailand, they can use the proxy form C, which can be downloaded from the Bank's website (http://www.kiatnakinphatra.com).

2.1 The shareholder appoints another person as proxy holder to attend and vote at the meeting

(1) The shareholder (proxy grantor) shall appoint only one proxy holder to attend and vote at the meeting. He/ she may not split shares and appoint more than one proxy holder in order to split votes.

(2) The shareholder (proxy grantor) fills in the details clearly and completely as required in the attached proxy form, and signs it. The proxy holder also signs his/ her name in the signature space for proxy.

(3) The proxy holder brings the proxy form filled in as indicated in (2) above and hands it over to the Bank's staff at the meeting registration desk prior to entering the meeting hall.

2.2 The shareholder appoints the Bank's independent director as proxy holder to attend and vote at the meeting

(1) The shareholder (proxy grantor) specifies the Bank's director to be his/ her proxy holder from the list below:

- Mr. Chet Pattrakornkul — Independent Director, member of the Audit Committee, Chairman of the Compliance and Governance Committee and member of the Nomination and Remuneration Committee — Age 66 years

  Residing at: No. 21, Soi Sathityuttakarn 1, Tiwanon 48 Road, Tambon Tasai, Amphur Muang Nonthaburi, Nontaburi Province 11000

- Mr. Pravit Varutbangkul — Independent Director, member of the Audit Committee, member of the Compliance and Governance Committee and member of the Nomination and Remuneration Committee — Age 67 years

  Residing at: No. 80/3, Soi Nuan Noi, Sukhumvit 63 Road, Khlong Ton Nua Sub-district, Wattana District, Bangkok 10110

(2) The shareholder (proxy grantor) fills in the required details, signs the proxy form and delivers it to the Bank's staff in advance of the meeting.

3. <u>Documents or evidence shareholders or their proxy holders must bring and hand over prior to entering the meeting hall</u>

Before attending the shareholders' meeting, attendees must bring and hand over the following documents to the Bank's staff handling registration so that they can verify the identity and rights of the shareholders or proxies:

3.1 For individual shareholders

(1) <u>If the shareholder attends the meeting in person</u>, he/ she has to present the valid identification document containing his/ her photograph issued by a government department or agency. This can be a personal identification card, government official identification card, driving license or passport.

(2) In the case of the shareholder appointing a proxy holder to attend the meeting, these are required:

(a) The proxy form, which is attached to the notice of this meeting, filled in completely and clearly, signed by the proxy grantor and the proxy holder, with a duty stamp of Baht 20 affixed

(b) A photocopy of a valid identification document of the shareholder (proxy grantor) containing his/ her photograph, issued by a government department or agency, certified by the shareholder as true copy

(c) A valid identification document of the proxy holder containing his/ her photograph, issued by a government department or agency. This can be a personal identification card, government official identification card, driving license or passport.

3.2 For shareholders who are juristic persons

(1) In the case which a representative of shareholder who is a juristic person attends the meeting in person, these are required:

(a) A valid identification document of the representative of the juristic person shareholder issued by a government department or agency containing his/ her photograph. This can be a personal identification card, government official identification card, driving license or passport.

(b) A photocopy of a certificate of registration of the juristic person shareholder, which is issued by the Ministry of Commerce or relevant agency within 3 months and certified true copy by the representative of the juristic person shareholder, must also be presented. The photocopied certificate of registration must also include a statement showing that such representative is authorized to legally act on behalf of the juristic person shareholder.

(2) In the case which the juristic person shareholder appoints a proxy holder to attend the meeting, these are required:

(a) The proxy form, which is attached to the notice of this meeting, filled in completely and clearly, signed by both the representative of the juristic person shareholder appointing a proxy, and by the proxy holder, with a duty stamp of Baht 20 affixed

(b) A photocopy of a certificate of registration of the juristic person shareholder, which is issued by the Ministry of Commerce or relevant agency within 3 months and certified true copy by the representative of the juristic person shareholder, must also be presented. The photocopied certificate of registration must also include a statement showing that such representative is authorized to legally act on behalf of the juristic person shareholder.

(c) A valid identification document of the proxy holder containing his/ her photograph, issued by a government department or agency. This can be a personal identification card, government official identification card, driving license or passport.

3.3 For shareholders who are not Thai citizens or are juristic persons established in accordance with the law of a foreign country

No. 3.1 and no.3.2 stated above can be applied, mutatis mutandis, to the cases of shareholders or attendees who are not Thai citizens, and who are juristic persons established under foreign law, provided that following regulations are followed:

(a) The document certifying the identity of the juristic person can be issued by a government department or agency of the country where the juristic person is based, or by an official of the juristic person. The document must contain details of the name of the juristic person, the persons authorized to sign on the juristic person's behalf, and any restrictions pertaining to such authorized signatures. The document must also state the address of the head office of the juristic person.

(b) Any original document not written in English must be submitted together with the English translated version. And the representative of the foreign juristic person must certify the correctness of the translation.

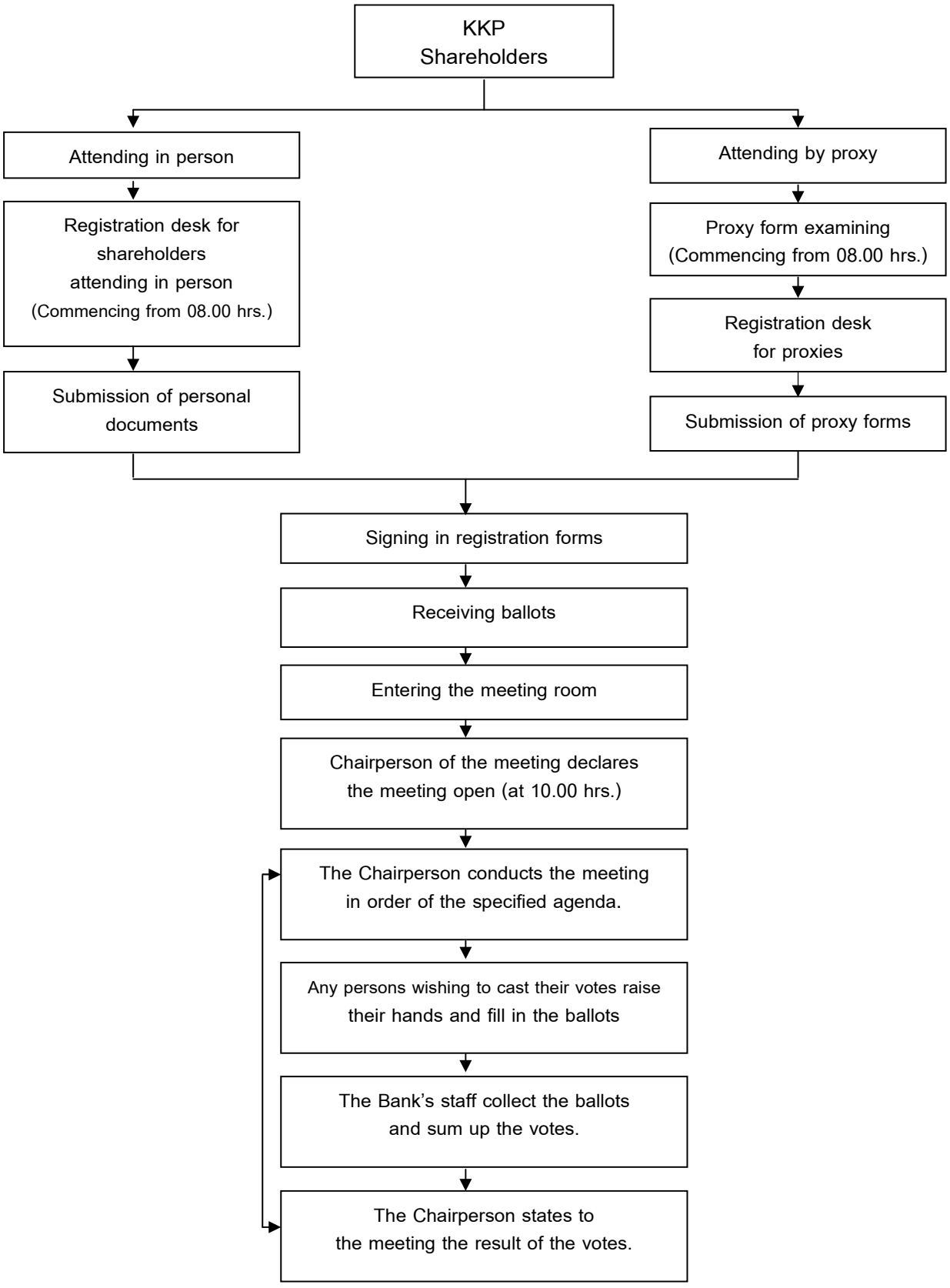
4. Voting and informing of voting results

In the shareholders' meeting, when considering each agenda item, the Bank will use the principle of the number of shares present at the latest count. When shareholders have finished their consideration of an agenda item and voted, the Chairperson of the meeting will inform the meeting of the voting results for that agenda item.

In casting votes, shareholders attending the meeting in person and proxy holders (including the case where the filled-in proxy letter does not state or states unclearly a request to vote for the proxy) are able to vote according to the number of shares held. For each agenda item, when votes are cast, either by the shareholder attending the meeting in person or by his/ her proxy, these votes are counted and added to the votes cast by the Bank's directors who have been granted proxy status by the shareholders, and the votes of proxy holders who have voted at the time of registration for the meeting and recorded by the Bank's staff. Total votes counted after deliberation of each agenda item is then sent to the Chairperson of the meeting. He/ she will then announce the results of the voting, that is, the number of votes for, against, and abstained with regard to the resolution proposed.

Attachment 8

Steps to be followed in attending the Annual General Meeting of the Shareholders of Kiatnakin Bank Public Company Limited Thursday, April 23, 2015



Attachment 9

The Bank's Articles of Association relevant to the shareholders' meeting

Article 2 The term "Company" used in these Articles of Association shall mean the Kiatnakin Bank Public Company Limited.

MEETINGS OF SHAREHOLDERS

Article 30 Meetings of shareholders are held at the location the company's headquarters is stated or nearby provinces or any other place stipulated by the Board of Directors.

Article 31 The shareholders' meeting must be held at least once every year. It is called the "General Meeting" and must be held within four months following the end of the company's accounting year. Other shareholders' meetings are called the "Extraordinary Meeting".

The Board of Directors will summon any extraordinary meeting as it deems appropriate. A meeting can also be summoned by shareholders holding the combined shares of not less than one-fifth of total shares sold or by at least twenty-five shareholders holding the combined shares of not less than one-tenth of total shares sold. The summon is to be signed in a single notice asking the Board of Directors to arrange an extraordinary meeting. The said notice must clearly specify the purpose of the meeting requested. The Board of Directors must hold such a meeting within one month from the receipt date of the shareholders' notice.

Article 32 The Board of Directors must issue the invitation of each shareholders' meeting detailing the venue, the date and time, the meeting agenda, and the issues to be proposed with proper details. The said invitation must also mention as to whether an issue is proposed for acknowledgement, approval or consideration and the opinions of the Board of the Directors on each issue must be included. The invitation must be sent to the shareholders and the registrar at least seven days prior to the meeting date.

At least three days before the meeting date, the said invitation must be advertised in the newspaper for three consecutive days.

Article 33 The shareholders' meeting must be attended by at least twenty-five shareholders and proxies (if any) or at least a half of the entire shareholders and their combined shares must not be less than one-third of the whole sold shares. That is the quorum requirement.

If the meeting is summoned by the request of the shareholders and the quorum requirement is not met within one hour, the meeting is to be cancelled. But if that meeting is not summoned by the request of the shareholders, a new one is to be arranged and the invitation must be sent to shareholders at least seven days prior to the meeting date. The next meeting needs not abide by the quorum mandate.

Article 34 In the shareholders' meeting, any shareholder can authorize a proxy to vote for him/ her. Not more than one proxy in the format designated by the registrar of the public limited company can be made and the proxy for such a purpose can be authorized to one person only, regardless of the number of shares the authorizer owns.

The delegation of powers requires the signature of the authorizer on the proxy, in the format stipulated by the registrar of the public limited company. A proxy must contain at least the following details:

a) The number of shares the authorizer is holding

b) The name of the proxy

c) The ordinal number of the meeting to be attended and to cast the vote by the proxy.

A proxy must be submitted to the Chairperson of the Board of Directors or the designated person before the proxy attends such a meeting.

Article 35 In any shareholders' meeting, all shareholders can cast one vote for each share held.

Any shareholder with a conflict of interest in certain issue will be prohibited to vote for that particular issue. However, the voting right for nomination of directors for the Board remains intact.

All resolutions or approval for any agenda must have a majority vote from eligible shareholders presented at the shareholders' meeting, except for the following issues where three-fourths of the votes are needed:

a) Selling or transferring the entire business or a certain partial important business of the company to another person,

b) Acquiring or taking transfer of business from any other public or private company.

c) Engage, amend or cancel the leasing contract of the entire business or a certain important business of the company, the authorization for any other person to manage the businesses of the company or the merging the business with that of any other person with the objectives of profit and loss sharing.

Article 36 Activities that should take place in the shareholders' meeting are as follows:

(1) Consider the report of the Board of Directors that is proposed to the meeting regarding the company's business in the previous year.
(2) Consider and approve the financial statements.
(3) Consider and allocate profits.
(4) Elect the directors replacing those retired by rotation.
(5) Appoint the account auditor.
(6) Consider any other business.

Article 37 In any shareholders' meeting, the Chairperson of the Board of Directors is the Chairperson of such a meeting. In case of his/ her absence or his/ her unavailability to perform such a task, the Vice Chairperson of the Board of Directors, if present, will work in his place, but if the said Vice Chairperson is absent or cannot do so, the meeting can elect any shareholder to be the said Chairperson.

DIRECTORS AND THEIR AUTHORITIES

Article 14 The Company has a Board of Directors consisting of at least five directors, by allowing the shareholders' meeting to consider the election for appointment of the directors and let the Board of Directors elect a director from members of the Board of Directors themselves to be the Chairperson of the Board of Directors and they may elect a Deputy Chairperson, Managing Director or other positions as they may think fit. The Board of Directors of the Company not less than half of the total number of directors must have residence in the kingdom.

Article 15 At the meeting of the shareholders, the shareholders shall elect directors under the criteria and methods as follows:

(1) One shareholder has one vote equal to one share per one vote.

(2) Each shareholder shall use all the votes that they have under (1) to elect a person or many persons to be director (s), but the votes cannot be divided for any persons more or less.

(3) A person who gained maximum votes, in descending order of votes gained, shall be the elected directors equal to the number of the desired directors or should be elected at that time. In case the persons are elected in the descending order having equal votes but exceeding the desired number of the directors to be appointed or should be elected at that time, the Chairperson shall be the person making final vote thereof.

Article 16 Pension and remuneration shall be awarded to the directors depending on resolution of the shareholders' meeting.

Article 17 Persons who are the directors of the Company do not necessarily be the shareholders of the Company.

Article 18 At every annual ordinary shareholders' meeting, there will be at least one-third of the directors to be retired from the positions, if the number of directors cannot be divided into three equal parts, a number of directors closest to one-third will retire from their posts.

The Directors who shall retire from the posts in the first year and the second year after registration of the Company can be determined by lot. As for the year after that the directors who have been in the office for the longest period of time are to retire from the posts. Retired directors may be re-elected to the posts.

Article 24 The Board of Directors take responsibility in administration of all activities of the Company and are empowered to proceed under the provision of law, the Company's objectives and the Articles of Association and resolution of the shareholders' meeting and are empowered to perform any acts as specified in the Memorandum of Association or other relevant documents.

The Board of Directors may assign one person or several persons to perform any task on behalf of the directors.

To commit and bind the Company, two empowered directors are required to jointly sign with the affix of the Company's seal. The Board of Directors may designate a list of directors who are empowered to commit and bind the Company.

AUDIT PROCEDURE

Article 38 The annual shareholders' meeting must appoint an account auditor. The recently discharged account auditor can be reappointed.

Article 39 The account auditor will receive the remuneration as stipulated by the shareholders' meeting.

DIVIDENDS AND RESERVES

Article 44 Any dividend payment must be announced under the resolution of the shareholders' meeting or the resolution of the Board of Directors in case of interim dividend payment. The dividend payment must be announced to shareholders by a written notice and announced in the newspaper. The actual payment will be made within one month from the said resolution issuance.

Article 45 The Board of Directors can pay interim dividend periodically once it appears to the Board of Directors that the Company has recorded profit sufficient to pay the dividend. When that is paid, the next shareholders' meeting must be acknowledged so.

Article 46 The dividend must be paid in proportion to the number of shares at the equal amount for each except stipulated otherwise for preference shares.

Article 47 The Company must allocate, as the reserve, not less than five percent of the annual net profit less by the accumulated loss (if any) until the reserve is not less than ten percent of the registered capital.

Besides the said reserve, the Board of Directors may propose to the shareholders' meeting to issue a resolution for the allocation of other reserves as deemed appropriate for the Company's business operations.

At the end of the first half of the accounting period and the financial statements have been audited by the authorized account auditor, the Board of Directors can allocate the recorded net profit to capital funds commencing on the first date of the accounting period of the second half of that year. The Board of Directors can report that to the next shareholders' meeting.

Attachment 10

Map of the meeting venue

The Ballroom, The Conrad Hotel Bangkok

87 Wireless Road, Lumpini Sub-district, Phatumwan District, Bangkok 10330

Telephone: 0 2690 9999

KIATNAKIN PHATRA
FINANCIAL GROUP

500 Amarin Tower, 11th Floor, Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330
209 K Tower, Sukhumvit 21 (Asoke), Khlong Toey Nua, Wattana, Bangkok 10110
Tel +(66)2165 5555 Fax +(66)2256 9933

www.kiatnakinphatra.com