

# Notice of the 2016 Annual General Meeting of Shareholders

Monday, April 25, 2016



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**For further details, please contact:**

Office of the Corporate Secretary

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## [Translation]

SorNorGor. 8/2559

March 18, 2016

Subject: Invitation to the 2016 Annual General Meeting of Shareholders

To: Shareholders of Kiatnakin Bank Public Company Limited

- Attachments:
1. The Bank's 2015 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 and profiles of auditors and audit fees for the Bank and its subsidiaries
  6. Information on the issuance and offering of debentures
  7. Profiles of independent directors proposed by the Bank to serve as proxies for shareholders
  8. Guidelines for registration, proxy, documents or evidence required for attending the shareholders' meeting, voting and vote counting
  9. Steps to be followed in attending the shareholders' meeting
  10. The Bank's Articles of Association relevant to shareholders' meeting
  11. Map of the meeting venue
  12. Proxy form B
  13. Registration form (to bring along for registration process)
  14. 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 2016 Annual General Meeting of Shareholders which will be held on Monday, April 25, 2016 at 10.00 hrs. at the Grand Ballroom, Grand Hyatt Erawan Bangkok Hotel, No. 494, Rajdamri Road, 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 2015

**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 2015, which will be presented at the meeting.

**Agenda No. 2** To consider and approve the financial statements for the year ended December 31, 2015

**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, 2015, which are shown in the Bank's 2015 annual report (attachment 1), have been audited by the Bank's auditor of Pricewaterhouse Coopers ABAS Ltd. and reviewed by the Audit Committee, and are summarized as follows:

	<u>Separated Financial Statements</u>	<u>Consolidated Financial Statements</u>
Total Assets	Baht 221,471,667,064.31	Baht 236,144,239,543.70
Total Liabilities	Baht 184,504,188,973.02	Baht 197,988,284,596.85
Total Revenues	Baht 14,152,879,815.71	Baht 15,056,965,192.17
Net Profit*	Baht 4,069,423,824.28	Baht 3,317,102,295.67
Earnings per Share	Baht 4.81	Baht 3.92

\* *Attributable to the Bank's shareholders*

**Agenda No. 3** To consider and approve the allocation of profit and dividend payment for the year 2015

**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 2015, the Bank attained the net profit (attributable to the Bank's shareholders) from the separated and the consolidated financial statements of Baht 4,069,423,824 and Baht 3,317,102,296 respectively. Thus, the Board of Directors proposes to the shareholders' meeting to consider and approve paying dividend for the year 2015 to shareholders at the rate of Baht 3.00 per share, totaling Baht 2,540,225,326 (calculated from 846,751,109 shares as of February 25, 2016), representing 62.42% of the net profit from the separated financial statement or 76.58% of the net profit from the consolidated financial statement.

The Board of Directors at a meeting no.7/2015 dated on August 27, 2015 approved the interim dividend payment for the operation in the first six months of 2015 to shareholders at Baht 1.00 per share, totaling Baht 846,723,108. The Bank paid such interim dividend on September 25, 2015.

Therefore, if this shareholders' meeting approves the proposed dividend, the amount of Baht 2.00 per share remains to be paid to shareholders. The Bank set the record date on which shareholders had the right to receive dividend on May 4, 2016 and the closing of share register book for gathering shareholders' names under the Section 225 the Securities and Exchange Act B.E. 2535 (as amended) ("the SEC Act") on May 9, 2016. The dividend payment will be made on May 24, 2016.

The proposed dividend payment rate of exceeding 60% of net profit from the annual consolidated financial statement is in accordance with the Bank's capital restructuring plan aiming to effectively manage its capital fund. The Board of Directors has also considered on its reserve level and capital adequacy to support the business operation and risks both prior to and after the dividend payment. Moreover, the Bank has taken into account the ability to gradually increase its reserve level and capital fund, the capability to generate revenue in the future, the business expansion and the return to shareholders in the long term.

The dividend will be paid from the retained earnings and net profit subject to the corporate income tax of 20%, for which an individual shareholder will be able to claim a tax credit in accordance with Section 47 bis of the Revenue Code.

Table shows a comparison between the dividend payout for the years 2014 and 2015

Details	2015	2014
1. Net profit from the Bank's consolidated financial statements <sup>(1)</sup> (Baht)	3,317,102,296	2,733,679,744 <sup>(3)</sup>
2. No. of shares (Share)		

Details	2015	2014
2.1 No. of shares entitled to interim dividend	846,723,108	840,420,709
2.2 No. of shares entitled to annual dividend	846,751,109 <sup>(2)</sup>	844,356,658
3. Dividend paid per share (Baht)		
3.1 Interim dividend	1.00	0.50
3.2 Annual dividend	3.00	1.85
4. Total dividend paid (Baht)	2,540,225,326	1,560,091,843
5. Dividend payout ratio (%)	76.58	57.07

(1) Attributable to the Bank's shareholders

(2) Number of shares as of February 25, 2016

(3) Restated financial statement

#### **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 2016 Annual General Meeting of Shareholders, there are five directors, who are retired by rotation, as follows:

1. Mr.Supol           Wattanavekin           Chairman/ Non-executive Director
2. Mr.Chet           Pattrakornkul           Independent Director
3. Mr.Pravit        Varutbangkul           Independent Director
4. Ms.Thitinan      Wattanavekin           Executive Director
5. Mr.Pracha        Chumnarnkitkosol      Executive Director

As the Bank has 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 beneficial to the Bank's operation, Board Skill Matrix and Director Pool. The Nomination and Remuneration Committee is of the opinion that all retiring directors possess complete and appropriate qualifications with no prohibited attribute as defined in the legal provisions applied for the Bank. They have knowledge, competencies and experiences in the Bank's related business operations; have performed their duties with accountability and integrity; and have contributed greatly to the operations of the Bank throughout their term. Thus, the shareholders' meeting should re-elect the retiring directors for another term.

Nevertheless, Mr.Pravit Varutbangkul, an independent director, and Mr.Pracha Chumnarnkitkosol, an executive director, who are retired by rotation in the 2016 Annual General Meeting of Shareholders, have shown their intention for not being re-elected as directors of the Bank for another term.

Mr.Chet Pattrakornkul, who is an independent director and is also retired by rotation in the 2016 Annual General Meeting of Shareholders, has been the Bank's director for eleven years in total (since April 7, 2005), which is not in compliance with the guideline of the Corporate Governance Report of Thai Listed Companies specifying that the Board of Directors should limit the term of independent directors to be not more than nine years (normal) or six years (bonus). However, the Board of Directors has considered and agreed that Mr.Chet Pattrakornkul is a qualified independent director in accordance with related laws and the Bank's independent directors' qualification. He is well-known and highly regarded for his extensive knowledge and experience in the auto hire purchase business, which is one of the Bank's main businesses. He had been the director of Thai Hire-Purchase Association for five years (two terms). His current position is the advisor of Thai Hire-Purchase Association. During his term as an independent director of the Bank, Mr.Chet Pattrakornkul usually provided insightful comments and valuable suggestions to the Bank. Therefore, in order for the Bank not to lose its opportunity to appoint knowledgeable, capable and experienced director, the Board of Directors has agreed to propose to the shareholders' meeting to re-elect Mr.Chet Pattrakornkul as an independent director for another term.

Furthermore, after considering the appropriate size and component of the Bank's Board of Directors including the guideline of the Corporate Governance Report of Thai Listed Companies specifying that the Board of Directors should consist of five to twelve members, the Board of Directors has agreed with the proposal of the Nomination and Remuneration Committee for not proposing any person in replacement of Mr.Pravit Varutbangkul and Mr.Pracha Chumnarnkitkosol. The Board of Directors is of the opinion that the remaining board members and its component can still efficiently manage the Bank's business operation. Consequently, the Board of Directors proposes to the shareholders' meeting to re-elect the three retiring directors below for another term.

- |    |             |               |                                  |
|----|-------------|---------------|----------------------------------|
| 1. | Mr.Supol    | Wattanavekin  | Chairman/ Non-executive Director |
| 2. | Mr.Chet     | Pattrakornkul | Independent Director             |
| 3. | Ms.Thitinan | Wattanavekin  | Executive Director               |

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 following thirteen directors:

- |     |                  |               |                                  |
|-----|------------------|---------------|----------------------------------|
| 1.  | Mr.Supol         | Wattanavekin  | Chairman/ Non-executive Director |
| 2.  | Mrs.Dayana       | Bunnag        | Independent Director             |
| 3.  | Assoc.Prof.Manop | Bongsadadt    | Independent Director             |
| 4.  | Mr.Chet          | Pattrakornkul | Independent Director             |
| 5.  | Mr.Pongtep       | Polanun       | Independent Director             |
| 6.  | Mr.Tamin         | Chirasooton   | Non-executive Director           |
| 7.  | Mr.Suraphol      | Kulsiri       | Non-executive Director           |
| 8.  | Mr.Banyong       | Pongpanich    | Executive Director               |
| 9.  | Mr.Suvit         | Mapaisansin   | Executive Director               |
| 10. | Mr.Aphinant      | Klewpatinond  | Executive Director               |
| 11. | Mr.Krittiya      | Veeraburus    | Executive Director               |
| 12. | Ms.Thitinan      | Wattanavekin  | Executive Director               |
| 13. | Mrs.Patraporn    | Milindasuta   | Executive Director               |

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

(Profiles of directors who are retired by rotation and nominated to be re-elected as directors for another term 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****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 as proposed by the Nomination and Remuneration Committee, which has thoroughly considered various factors and comparison of directors' remuneration of other commercial banks with equivalent business size and structure. Additionally, the 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. Thus, the Board of Directors proposes to the shareholders' meeting to approve the bonus for the performance in the year 2015 for nine directors, who are not employees of the Bank or companies in the Kiatnakin Phatra Financial Group ("the Group"), in the total of Baht 9,690,410.

The shareholders' meeting should also approve the remuneration for directors, who are not employees of the Bank or companies in the Group, for the year 2016 (excluding directors' bonus) in the total of not exceeding Baht 25 million. Such remuneration consists of 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 for advisors paid to Chairman of the Board of Directors and Chairman of the Executive Committee.

The directors' bonus for the year 2016 will be proposed to the 2017 Annual General Meeting of Shareholders for consideration and approval.

Executive directors, who receive monthly salary as employees from the Bank or companies in the Group, shall not receive monthly remuneration, attendance fee and bonus as directors of the Bank.

(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 2016****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:**

The shareholders' meeting should approve the appointment of auditors from Pricewaterhouse Coopers ABAS Ltd. as the auditor of the Bank for the year 2016 as recommended by the Audit Committee. The proposed auditors are Mrs.Unakorn

Phruithithada, CPA License No. 3257, or Ms.Sakuna Yamsakul, CPA License No. 4906, or Mr. Boonlert Kamolchanokkul, CPA License No. 5339. Also, the shareholders' meeting should approve the auditors' remuneration for the year 2016 at Baht 6,470,000, which increases 1% from the previous year of Baht 6,400,000. The Board of Directors and the Audit Committee are of the opinion that such remuneration rate is appropriate to the Bank's businesses and number of transactions.

The proposed auditors are independent and have already obtained the approval from the Bank of Thailand and the Securities and Exchange Commission ("the SEC").

(Names and profiles of auditors and audit fees for the Bank and its subsidiaries are shown in the [attachment 5](#).)

**Agenda No. 7**

**To consider and approve the issuance and offering of debentures**

**Purpose and Reason:**

Section 145 of the Public Limited Company Act B.E.2535 (as amended) and Article 48 of the Bank's Articles of Association stipulates that the borrowing by the Bank by mean of issuing debentures for offer and sale to the public must comply with the laws governing securities and exchange. The resolution approving the issuance and offering of debentures must be passed by not less than three-fourths (3/4) of the total number of shareholders attending the meeting and having the right to vote.

**Opinion of the Board:**

The offering of debentures is one of the Bank's main funding methods. It offers a lower average cost comparing with other funding methods. At the present, the debenture is a well-known instrument among investors and the issuance and offering of debentures can be proceeded quite comfortable and in time for any market circumstances.

The Board of Directors views that the shareholders' meeting should approve the issuance and offering of debentures in all types and forms having the term of not exceeding fifteen years with the total outstanding of the principle amount at any time not exceeding Baht 100,000,000,000 or other currencies in equivalent to support and prepare for the funding strategies which would be increased in the future. In addition, the shareholders' meeting should authorize the Board of Directors or a person or a group of persons designated by the Board of Directors to determine the details with regard to the debentures including all of the related processes of the issuance and offering of debentures on each tranche.

(Information on the issuance and offering of debentures is shown in the [attachment 6](#).)

**Agenda No. 8**

**To consider and approve the amendment of the Banks' objectives**

**Purpose and Reason:** The proposed addition to the Bank's objectives is to expand the scope of the Bank's operation to cover e-payment service, e-money service and any service provided through any electronic means, device and/ or network.

**Opinion of the Board:** The shareholders' meeting should approve the amendment of the Bank's objectives by adding one new objective from thirty-seven objectives to the total of thirty-eight objectives, which includes the conduct of businesses relating to e-payment service, e-money service and any service provided through any electronic means, device and/ or network.

**Agenda No. 9** To consider and approve the amendment to Clause 3: The Company's Objectives of the Bank's Memorandum of Association

**Purpose and Reason:** The proposed amendment to Clause 3: The Company's Objectives of the Bank's Memorandum of Association is to align with the amendment of the Bank's objectives as proposed in the previous agenda above.

**Opinion of the Board:** The shareholders' meeting should approve the amendment to Clause 3: The Company's Objectives of the Bank's Memorandum of Association to align with the amendment of the Bank's objectives by adding the conduct of businesses relating to e-payment service, e-money service and any service provided through any electronic means, device and/ or network. Also, the shareholders' meeting should authorize the Board of Directors or any person assigned by the Board of Directors to amend any statement or word in accordance with the order of the Public Company Registrar, the Department of Business Development, Ministry of Commerce that may be given during the filing of the amendment of the Bank's Memorandum of Association.

**Agenda No. 10** To consider and approve the decrease of the Bank's registered capital

**Purpose and Reason:** According to the approval from the 2010 Annual General Meeting of Shareholders on April 22, 2010 regarding the issuance of 26,000,000 units of warrants to purchase the Bank's new ordinary shares ("Warrants") for offering to directors and/ or employees of the Bank and/ or its subsidiaries ("ESOP Warrants") and the issuance of 26,000,000 ordinary shares of capital increase to reserve for the exercise of ESOP Warrants.

On July 18, 2010, the Bank issued a total of 25,890,000 units of ESOP Warrants and cancelled 110,000 units of ESOP Warrants because it was a single allotment. The 2012 Annual General Meeting of Shareholders dated on April 26, 2012 passed a resolution to reduce the Bank's authorized share capital by reducing 110,000 unissued ordinary shares.

The first exercise date of ESOP Warrants was on September 30, 2011 and the final exercise date was on June 30, 2015. At present, the ESOP Warrants have reached its maturity, while a total of 5,447,500 reserved ordinary shares for the exercise of ESOP Warrants still remain.

Besides, the 2012 Annual General Meeting of Shareholders dated on April 26, 2012 passed a resolution to approve the merger plan between the Bank and Phatra Capital Public Company Limited ("PHATRA"). Regarding this, the Bank issued new ordinary shares of capital increase to allocate to PHATRA's shareholders who carried out a share swap in return for their acceptance of the tender offer. Currently, the Bank has the remaining reserved ordinary shares for the Bank's share swap at a total of 138,659 shares.

**Opinion of the Board:** The shareholders' meeting should approve the decrease of the Bank's registered capital from the existing registered capital of Baht 8,523,372,680 divided into 852,337,268 shares to a newly registered capital of Baht 8,467,511,090 divided into 846,751,109 shares with Baht 10 par value by reducing the total of 5,586,159 unissued ordinary shares of which 5,447,500 shares are remained from the exercise of ESOP Warrants and 138,659 shares are remained from the Bank's share swap.

Such decrease of the registered capital will not affect the right of the Bank's shareholders.

**Agenda No. 11** To consider and approve the amendment to Clause 4: The Registered Capital of the Bank's Memorandum of Association

**Purpose and Reason:** The proposed amendment to Clause 4: The Registered Capital of the Bank's Memorandum of Association is to align with the amendment of the Bank's registered capital as proposed in the previous agenda above.

**Opinion of the Board:** The shareholders' meeting should approve the amendment to Clause 4: The Registered Capital of the Bank's Memorandum of Association from the existing registered capital of Baht 8,523,372,680 divided into 852,337,268 shares with Baht 10 par value, comprising ordinary shares of 852,337,268 shares and preferred shares of – shares to a newly registered capital of Baht 8,467,511,090 divided into 846,751,109 shares with Baht 10 par value, comprising ordinary shares of 846,751,109 shares and preferred shares of – shares. Also, the shareholders' meeting should authorize the Board of Directors or any person assigned by the Board of Directors to amend any statement or word in accordance with the order of the Public Company Registrar, the Department of Business Development, Ministry of Commerce that may be given during the filing of the amendment of the Bank's Memorandum of Association.

Agenda No. 12

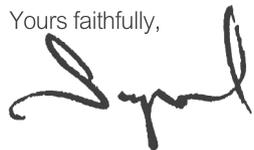
## Other matters (if any)

The Bank has fixed the record date on which shareholders had the right to attend the 2016 Annual General Meeting of Shareholders on March 11, 2016 and the closing of share register book for gathering shareholders' names under the Section 225 of the SEC Act on March 14, 2016.

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 7 to attend the meeting and vote in their place, please fill in the proxy form attached herewith (attachment 12) 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 25, 2016 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](mailto: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

Note: The Bank will not distribute any gift in the Annual General Meeting of Shareholders.

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

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

Names and profiles of directors who are retired by rotation and nominated to be re-elected as directors for another term (1)

Name-surname:	Mr. Supol Wattanavekin	
Type of director proposed for election:	Non-executive Director	
Present position:	Chairman of the Board of Directors Chairman of the Risk Management Committee	
Age:	61 years	
Nationality:	Thai	
Education:	<ul style="list-style-type: none"> <li>- Master of Business Administration (Executive) Sasin Graduate Institute of Business Administration of Chulalongkorn University</li> <li>- Bachelor of Law Ramkhamhaeng University</li> </ul>	
Expertise:	Law, business administration and financial management	
Director training programs:	<ul style="list-style-type: none"> <li>- CG Forum 4/2015 – Thailand CG Forum “Governance as a Driving Force for Business Sustainability” The Stock Exchange of Thailand (SET)</li> <li>- Director Certification Program Update (DCPU 1/2014) Thai Institute of Directors Association (IOD)</li> <li>- CG Forum 2/2014 Corporate Governance in the Perspective of Investors The Stock Exchange of Thailand (SET)</li> <li>- Chairman Forum 1/2013 Meeting the AEC Challenge : Role of the Chairman Thai Institute of Directors Association (IOD)</li> <li>- CG Forum 3/2013 Conflict of Interest : Fighting Abusive RPT The Securities and Exchange Commission</li> <li>- Chairman Forum 2/2013 Role of the Chairman’s Business Code of Conduct Thai Institute of Directors Association (IOD)</li> <li>- Financial Institutions Governance Program (FGP 2/2011) Thai Institute of Directors Association</li> <li>- Financial Sector Restructuring in Thailand : From Present to the Future (Special Seminar1/ 2010) Thai Institute of Directors Association (IOD)</li> <li>- The 5th SEACEN/ ABAC/ ABA/ PECC Public Private Dialogue for the Asia Pacific Region (2009) The South East Asia Central Bank Research and Training Center, Malaysia</li> </ul>	



	2000 - 2005	Chairman of the Board of Directors	Kiatnakin Finance Public Company Limited
	1999 - 2005	Chairman of the Executive Board	Kiatnakin Finance Public Company Limited
<b>Experiences (continued):</b>	1986 - 1999	Chairman of the Executive Board	Kiatnakin Finance and Securities Company Limited
	1973 -1986	Managing Director	Kiatnakin Finance and Securities Company Limited
	1991 - 2000	Executive Director	Amarin Plaza Group Public Company Limited
	1982 - 1991	Deputy Managing Director	Amarin Plaza Group Public Company Limited
<b>Attendance at 2015 meetings:</b>	Board of Directors' meetings		10 out of 10
	Risk Management Committee's meetings		15 out of 15
	2015 Annual General Meeting of Shareholders		1 out of 1
<b>Director nomination criteria:</b>	The Board has considered the Nomination and Remuneration Committee's recommendation and agreed that Mr.Supol Wattanavekin is a qualified director in accordance with related laws and has been granted approval from the regulator.		

## Names and profiles of directors who are retired by rotation and nominated to be re-elected as directors for another term (2)

Name-surname:	Mr.Chet Pattrakornkul	
Type of director proposed for election:	Independent Director	
Present position:	Independent Director Chairman of the Compliance and Governance Committee Member of the Audit Committee Member of the Nomination and Remuneration Committee	
Age:	68 years	
Nationality:	Thai	
Education:	- Master's in Marketing (Certificate Program) Thammasart University - Bachelor of Science (Public Administration) Ramkhamhaeng University	
Expertise:	Auto hire purchase business, retail lending and marketing	
Director training programs:	- Corporate Governance for Capital Market Intermediaries (CGI 08/2015) Thai Institute of Directors Association (IOD) - CG Forum 1/2015 "CG in Substance Corporate Culture and CG Principles" The Stock Exchange of Thailand - Director Certification Program Update (DCPU 1/2014) Thai Institute of Directors Association (IOD) - Financial Institutions Governance Program (FGP 2013) Thai Institute of Directors Association (IOD) - CG Forum 4/2013 "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)	

<p>Director training programs (Continued):</p>	<ul style="list-style-type: none"> <li>- Monitoring the System of Internal Control and Risk Management (MIR 5/2009) Thai Institute of Directors Association (IOD)</li> <li>- Monitoring of the Quality of Financial Reporting (MFR 7/2009) Thai Institute of Directors Association (IOD)</li> <li>- Monitoring Fraud Risk Management (MFM 1/2009) Thai Institute of Directors Association (IOD)</li> <li>- Board and Director Performance Evaluation (R-WS workshop 2/2008) Thai Institute of Directors Association (IOD)</li> <li>- Corporate Governance Report of Thai Listed Companies (2007) Thai Listed Companies Association</li> <li>- Monitoring the Internal Audit Function (MIA 1/2007) Thai Institute of Directors Association (IOD)</li> <li>- Audit Committee Program (ACP 17/2007) Thai Institute of Directors Association (IOD)</li> <li>- Role of the Compensation Committee (RCC 1/2006) Thai Institute of Directors Association (IOD)</li> <li>- DCP Refresher Course (3/2006) Thai Institute of Directors Association (IOD)</li> <li>- Director Certification Program (DCP 9/2001) Thai Institute of Directors Association (IOD)</li> </ul>
Years as director:	11 years
Date of appointment as director:	April 7, 2005
KKP shareholding: (As of December 31, 2015)	75,000 shares, equaling to 0.0089% of the total shares with voting rights (KKP shareholding includes shares of spouse and minor children.)
Positions held in other listed companies :	None
Positions held in non-listed companies:	<u>1 position</u> 2005 - present Advisor to Thai Hire-Purchase Association Thai Hire-Purchase Association
Positions held in a competing business/ related business that may cause conflict of interest	None

<b>Working experiences:</b>	<table border="0"> <tr> <td data-bbox="446 237 603 331">Oct 2005 – Apr 2006</td> <td data-bbox="619 237 705 331">Director</td> <td data-bbox="1072 237 1473 331">Kiatnakin Bank Public Company Limited</td> </tr> <tr> <td data-bbox="446 342 580 376">2003 – 2004</td> <td data-bbox="619 342 705 376">Director</td> <td data-bbox="1072 342 1414 376">Thai Hire-Purchase Association</td> </tr> <tr> <td data-bbox="446 387 580 421">2000 - 2002</td> <td data-bbox="619 387 705 421">Director</td> <td data-bbox="1072 387 1414 421">Thai Hire-Purchase Association</td> </tr> <tr> <td data-bbox="446 432 603 526">Apr 2005 – Oct 2005</td> <td data-bbox="619 432 705 526">Director</td> <td data-bbox="1072 432 1473 526">Kiatnakin Finance Public Company Limited</td> </tr> <tr> <td data-bbox="446 537 580 571">2004 - 2005</td> <td data-bbox="619 537 906 571">Head of Consumer Lending</td> <td data-bbox="1072 537 1473 571">Kiatnakin Finance Public Company Limited</td> </tr> <tr> <td data-bbox="446 582 580 616">2002 - 2004</td> <td data-bbox="619 582 1023 616">Managing Director, Consumer Lending</td> <td data-bbox="1072 582 1473 616">Kiatnakin Finance Public Company Limited</td> </tr> <tr> <td data-bbox="446 627 580 660">2001 - 2004</td> <td data-bbox="619 627 705 660">Director</td> <td data-bbox="1072 627 1473 660">Kiatnakin Finance Public Company Limited</td> </tr> <tr> <td data-bbox="446 672 580 705">2000 - 2002</td> <td data-bbox="619 672 911 705">Assistant Managing Director</td> <td data-bbox="1072 672 1473 705">Kiatnakin Finance Public Company Limited</td> </tr> <tr> <td data-bbox="446 716 580 750">2000 - 2000</td> <td data-bbox="619 716 815 750">Managing Director</td> <td data-bbox="1072 716 1473 750">Rattanakun Finance Public Company Limited</td> </tr> <tr> <td data-bbox="446 761 580 855">1998 - 1999</td> <td data-bbox="619 761 916 855">Assistant Managing Director, Consumer Lending</td> <td data-bbox="1072 761 1406 855">Kiatnakin Finance and Securities Company Limited</td> </tr> <tr> <td data-bbox="446 866 580 900">1998 - 1998</td> <td data-bbox="619 866 986 900">Director, Assets Realization Division</td> <td data-bbox="1072 866 1473 900">Financial Sector Restructuring Authority</td> </tr> <tr> <td data-bbox="446 911 580 1005">1992 - 1997</td> <td data-bbox="619 911 911 1005">Assistant Managing Director</td> <td data-bbox="1072 911 1401 1005">Thana One Finance &amp; Securities Company Limited</td> </tr> <tr> <td data-bbox="446 1016 580 1050">1989 - 1991</td> <td data-bbox="619 1016 900 1050">Vice President of Operation</td> <td data-bbox="1072 1016 1390 1050">Finance One Company Limited</td> </tr> <tr> <td data-bbox="446 1061 580 1095">1970 - 1988</td> <td data-bbox="619 1061 871 1095">Manager, Retail Banking</td> <td data-bbox="1072 1061 1315 1095">Chase Manhattan Bank</td> </tr> </table>	Oct 2005 – Apr 2006	Director	Kiatnakin Bank Public Company Limited	2003 – 2004	Director	Thai Hire-Purchase Association	2000 - 2002	Director	Thai Hire-Purchase Association	Apr 2005 – Oct 2005	Director	Kiatnakin Finance Public Company Limited	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 - 2000	Managing Director	Rattanakun Finance Public Company Limited	1998 - 1999	Assistant Managing Director, Consumer Lending	Kiatnakin Finance and Securities Company Limited	1998 - 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
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<b>Attendance at 2015 meetings:</b>	<table border="0"> <tr> <td data-bbox="446 1160 746 1193">Board of Directors' meetings</td> <td data-bbox="1203 1160 1347 1193">10 out of 10</td> </tr> <tr> <td data-bbox="446 1205 746 1238">Audit Committee's meetings</td> <td data-bbox="1203 1205 1337 1238">8 out of 8</td> </tr> <tr> <td data-bbox="446 1249 1002 1283">Nomination and Remuneration Committee's meetings</td> <td data-bbox="1203 1249 1337 1283">7 out of 7</td> </tr> <tr> <td data-bbox="446 1294 1002 1328">Compliance and Governance Committee's meetings</td> <td data-bbox="1203 1294 1337 1328">6 out of 6</td> </tr> <tr> <td data-bbox="446 1339 927 1373">2015 Annual General Meeting of Shareholders</td> <td data-bbox="1203 1339 1337 1373">1 out of 1</td> </tr> </table>	Board of Directors' meetings	10 out of 10	Audit Committee's meetings	8 out of 8	Nomination and Remuneration Committee's meetings	7 out of 7	Compliance and Governance Committee's meetings	6 out of 6	2015 Annual General Meeting of Shareholders	1 out of 1																																
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<b>Director nomination criteria:</b>	<p>The Board has considered the Nomination and Remuneration Committee's recommendation and agreed that Mr.Chet Pattrakornkul is a qualified director in accordance with related laws and has been granted approval from the regulator.</p>																																										
<b>Reason for proposing to the Annual General Meeting of Shareholders to re-elect an independent director, who has been director for more than nine years:</b>	<p>The Board of Directors has agreed with the Nomination and Remuneration Committee's recommendation that Mr.Chet Pattrakornkul is a qualified independent director in accordance with related laws and he is well-known and highly regarded for his extensive knowledge and experience in auto hire-purchase business, which is one of the main businesses of the Bank. He has been the director of Thai Hire-Purchase Association for five years (2 terms) and his current position is the advisor. During his term as an independent director of the Bank, he usually provided insightful comments and valuable suggestions to the Bank. Therefore, the Board of Directors would like to propose to the Annual General Meeting of Shareholders to retain Mr.Chet Pattrakornkul as director for another term.</p>																																										

Information for election of independent director

Nature of Relationships	
KKP shares held:	
- Number of shares (share)	75,000
- % of the total shares with voting rights	0.0089
Has he/ she 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 two 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 might 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

## Names and profiles of directors who are retired by rotation and nominated to be re-elected as directors for another term (3)

Name-surname:	Ms.Thitinan Wattanavekin	
Type of director proposed for election:	Executive Director	
Present position:	Director (Authorized director) Member of the Executive Committee	
Age:	59 years	
Nationality:	Thai	
Education:	<ul style="list-style-type: none"> <li>- Master of Business Administration (Management) Sasin Graduate Institute of Business Administration of Chulalongkorn University</li> <li>- Bachelor of Science (Public Affairs) University of Southern California, U.S.A.</li> </ul>	
Expertise:	Wealth management, management and sustainable development (SD)	
Director training programs:	<ul style="list-style-type: none"> <li>- Director Certification Program Update (DCPU 5/2015) Thai Institute of Directors Association (IOD)</li> <li>- Corporate Governance for Capital Market Intermediaries (CGI 8/2015) Thai Institute of Directors Association (IOD)</li> <li>- Role of the Nomination and Governance Committee Program (RNG 6/2014) Thai Institute of Directors Association (IOD)</li> <li>- Financial Institutions Governance Program (FGP 5/2012) Thai Institute of Directors Association (IOD)</li> <li>- Financial Planning for Executive (2012) Thai Financial Planners Association</li> <li>- Current Issue Seminar (R-CIS 1/2008) Thai Institute of Directors Association (IOD)</li> <li>- Corporate Governance and Social Responsibility (CSR 1/2007) Thai Institute of Directors Association (IOD)</li> <li>- Capital Market for Executives (CMA/2006) Capital Market Academy</li> <li>- Board Performance Evaluation (2006) Thai Institute of Directors Association (IOD)</li> <li>- DCP Refresher Course (1/2005) Thai Institute of Directors Association (IOD)</li> <li>- Directors Certification Program (DCP 1/2000) Thai Institute of Directors Association (IOD)</li> </ul>	
Years as director:	5 years and 3 months	

Date of appointment as director:	January 1, 2011
KK shareholding: (As of December 31, 2015)	35,532,761 shares, equaling to 4.1964% of the total shares with voting rights (KKP shareholding includes shares of spouse and minor children.)
Positions held in other listed companies :	None
Positions held in non-listed companies:	<u>2 positions</u> 2012–present Director Phatra Capital Public Company Limited 2012–present Director Phatra Securities Public Company Limited
Positions held in a competing business/ related business that may cause conflict of interest	None
Working experiences:	2012 - 2015 First Executive Vice President Kiatnakin Bank Public Company Limited 2012 - 2014 Head of Priority Banking Group Kiatnakin Bank Public Company Limited 2011 - 2012 Director Kiatnakin Bank Public Company Limited Member of the Executive Committee Member of the Risk Management Committee Head of Priority Banking Group 1999 - 2013 Director KKTRADE Securities Company Limited 2006 - 2011 Director Chai Talay Hotel Company Limited 2005 - 2010 Member of the Executive Committee Kiatnakin Bank Public Company Limited Member of the Risk Management Committee and Head of Deposit and Marketing Group 2004 - 2005 Head of Treasury and Funding Kiatnakin Finance Public Company Limited 2002 - 2004 Director and Managing Director of Treasury and Funding Kiatnakin Finance Public Company Limited 1987 - 2002 Director and Assistant Managing Kiatnakin Finance and Securities Public Company Limited
Attendance at 2015 meetings:	Board of Directors' meetings 10 out of 10 Executive Committee's meetings 13 out of 12 2015 Annual General Meeting of Shareholders 1 out of 1
Director nomination criteria:	The Board has considered the Nomination and Remuneration Committee's recommendation and agreed that Ms.Thitinan Wattanavekin is a qualified director in accordance with related laws and has been granted approval from the regulator.

Attachment 3The Bank's Definition of Independent Director

The Bank has laid down stricter qualification requirements for independent director than the minimum requirements of the SEC and the SET, 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 SEC and the SET 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 independent director must also be counted.

Attachment 4For consideration of Agenda No 5 : To consider and approve the directors' remuneration

Reference is made to the resolution of the 2015 Annual General Meeting of Shareholders dated on April 23, 2015 approving the directors' remuneration for the year 2015 in the total of not exceeding Baht 17 million (excluding directors' bonus). 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 for the advisor of the Executive Committee. In actual fact, the Bank has paid the directors' remuneration (excluding directors' bonus) for the year 2015 in the total of Baht 13,821,397.46. Regarding the directors' bonus for the year 2015, the Board of Directors had agreed to change the approval method so that it better related to the actual performance of the Board of Directors and the operating results of the Bank. Thus, the Board of Directors would propose to the 2016 Annual General Meeting of Shareholders to consider and approve the directors' bonus for the year 2015.

The Board of Directors' meeting at a meeting no.2/2016 dated on February 25, 2016 has considered the directors' remuneration and is of the opinion that the shareholders' meeting should approve the directors' remuneration as proposed by the Nomination and Remuneration Committee.

The Nomination and Remuneration Committee has thoroughly considered various factors and comparison of directors' remuneration of other commercial banks with equivalent business size and structure. Additionally, the 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.

Thus, the Board of Directors' meeting has resolved to propose to the 2016 Annual General Meeting of Shareholders, which would be held on April 25, 2016, to approve the bonus for the performance in the year 2015 for nine directors, who are not employees of the Bank or companies in the Group as follows:

1.	Mr.Supol	Wattanavekin	Chairman	Baht	2,000,000
2.	Mrs.Dayana	Bunnag*	Independent Director	Baht	690,410
3.	Assoc.Prof.Manop	Bongsadadt	Independent Director	Baht	1,000,000
4.	Mr.Chet	Pattrakornkul	Independent Director	Baht	1,000,000
5.	Mr.Pravit	Varutbangkul	Independent Director	Baht	1,000,000
6.	Mr.Pongtep	Polanun	Independent Director	Baht	1,000,000
7.	Mr.Tarnin	Chirasoonton	Non-executive Director	Baht	1,000,000
8.	Mr.Suraphol	Kulsiri	Non-executive Director	Baht	1,000,000
9.	Mr.Suvit	Mapaisansin	Executive Director	Baht	1,000,000

\* has been appointed as a director by the resolution of the 2015 Annual General Meeting of Shareholders dated on April 23, 2015

The total bonus paid to directors, who are not employees of the Bank or companies in the Group, amounted to Baht 9,690,410.

Table shows comparison on directors' bonus.

2015	2014
The directors' bonus for the performance in the year 2015 in the total of Baht 9,690,410 is proposed to be paid to the Chairman of the Board of Directors of Baht 2,000,000 and eight directors, who are not employees of the Bank or companies in the Group, of Baht 1,000,000 each.	The directors' bonus for the performance in the year 2014 in the total of Baht 6,570,000 was paid to the Chairman of the Board of Directors of Baht 1,460,000 and seven directors, who are not employees of the Bank or companies in the Group, of Baht 730,000 each.

Moreover, the shareholders' meeting should approve the remuneration for directors, who are not the employees of the Bank or companies in the Group, for the year 2016 in the total of not exceeding Baht 25 million (excluding the directors' bonus). 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 for the advisors of sub-committees, which will be paid to the Chairman of the Board of Directors and Chairman of 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    45,000    per meeting
- Committee members                              Baht    30,000    per meeting per member

3. Remuneration for the advisors of sub-committees :

- 1) Remuneration of Baht 250,000 per month will be paid to the Chairman of the Board of Directors, who is also the advisor of the Executive Committees as well as the advisor of other three sub-committees under the supervision of the Executive Committee, namely (1) the Investment Committee (2) the Human Resource Management Committee and (3) the Capital Market Human Resources Management Committee.
- 2) Remuneration of Baht 300,000 per month will be paid to the Chairman of the Executive Committee, who is also the advisor of three sub-committees under the supervision of the

Executive Committee, namely (1) the Main Credit and Foreclosed Property Committee (2) the Assets and Liabilities Management Committee and (3) the Human Resource Management Committee.

Table shows comparison on directors' remuneration.

Components of Remuneration	2016 (Proposed)		2015		2014	
	Monthly Remuneration (Baht)	Attendance Fee (Baht/ Attendance)	Monthly Remuneration (Baht)	Attendance Fee (Baht/ Attendance)	Monthly Remuneration (Baht)	Attendance Fee (Baht/ Attendance)
1) Board of Directors						
- Chairman	100,000	-	100,000	-	100,000	-
- Director	50,000	-	50,000	-	50,000	-
2) Sub-committees						
- Chairman	-	45,000	-	30,000	-	30,000
- Member	-	30,000	-	20,000	-	20,000
3) The advisors to the sub-committees						
- Chairman of the Board of Directors	250,000	-	250,000	-	250,000	-
- Chairman of the Executive Committee	300,000	-	-	-	-	-
4) Bonus for directors	The Board of Directors will propose the directors' bonus for the year 2016 to the 2017 Annual General Meeting of Shareholders for consideration and approval.		The Board of Directors proposed 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.	

The proposed rates of monthly remuneration for directors for the year 2016 are equal to those of the years 2014 and 2015, while the proposed attendance fees for sub-committees' meetings are higher than those of the years 2014 and 2015 due to the assigned duties and responsibilities of sub-committees.

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.

For directors' bonus for the year 2016, the Board of Directors will propose to the 2017 Annual General Meeting of Shareholders for consideration and approval.

- Remarks
- 1) Executive directors, who receive monthly salary as employees from the Bank or companies in the 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.

**For Consideration of Agenda No 6 : To consider and appoint auditors and fix their remuneration for the year 2016**

Pursuant to the Public Limited Companies Act and the Bank's Articles of Association Clause 36 (5) and 39, which state that the Annual General Meeting of Shareholders shall appoint auditors and consider the remuneration of the auditors every year. In this regards, the Board of Directors at a meeting no. 2/2016 dated on February 25, 2016 has approved a proposal by the Audit Committee to propose to the Annual General Meeting of Shareholders the appointment of auditors from Pricewaterhouse Coopers ABAS Ltd. ("PwC") as the auditors of the Bank for the year 2016. The proposed auditors are namely:

<u>Name</u>	<u>Certified Public Accountant Registration number</u>	<u>No. of Years Auditing for the Bank</u>
Mrs. Unakorn Phruithithada	3257	1
Ms. Sakuna Yamsakul	4906	-
Mr. Boonlert Kamolchanokkul	5339	-

The main reasons are because of their independence and state of readiness on taking up the role as the Bank and subsidiaries' external auditors. The auditors of PwC possess sound knowledge and understanding of the operations and related accounting standards relevant to the Banking and the Capital Markets businesses. The above-mentioned auditors of PwC have been approved by the SEC and the Bank of Thailand. 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 2016 at Baht 6,470,000. Details are as follows:

(Unit: Baht)

Audit Fee	2016	2015	Changes as Compared to 2015
- Audit fees for the Bank	6,020,000	5,550,000	470,000
- Special regulatory reports required by the Bank of Thailand	-	400,000	-400,000
- Electronic banking business audit	450,000	450,000	-

Audit Fee	2016	2015	Changes as Compared to 2015
<b>Total</b>	<b>6,470,000</b>	<b>6,400,000</b>	<b>70,000</b>

The Board of Directors has considered and opined that the proposed audit fee, amounting to Baht 6,470,000, which increases by Baht 70,000 or 1% from the previous year audit fee paid to PwC, 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:

(Unit: Baht)

Fees for Subsidiaries	2016	2015	Changes as Compared to 2015
1. KKTRADE Securities Company Limited	1,100,000	1,080,000	20,000
2. Phatra Asset Management Company Limited	490,000	470,000	20,000
3. Phatra Capital Public Company Limited	270,000	250,000	20,000
4. Phatra Securities Public Company Limited	1,570,000	1,550,000	20,000
5. Asia Recovery Fund 1	140,000	150,000	-10,000
6. Asia Recovery Fund 2	240,000	250,000	-10,000
7. Asia Recovery Fund 3	240,000	250,000	-10,000
8. Thai Restructuring Fund	290,000	300,000	-10,000
9. Asia Recovery Property Fund 1	-	150,000	-150,000
10. Asia Recovery Property Fund 3	130,000	150,000	-20,000
11. Bangkok Capital Fund	540,000	550,000	-10,000
12. Gamma Capital Fund	440,000	450,000	-10,000
13. Erawan Law Office Company Limited	130,000	200,000	-70,000
14. CMIC Development Company Limited	560,000	540,000	20,000
<b>Total</b>	<b>6,140,000</b>	<b>6,340,000</b>	<b>-200,000</b>

In addition to audit fee, last year, the Bank and its subsidiaries paid non-audit fee for other services to PwC totaling Baht 2.63 million. And there is no other fee to be paid in the future for the service agreed but not completed.

Auditor's Profile (1)

Name-surname	Mrs.Unakorn Phruithithada		
Business status	Lead Audit Partner		
Education	Institution :	New York University, U.S.A.	
	Degree and Major :	High Vocational Certificate (CPA Module)	
	Institution :	New York University, U.S.A.	
	Degree and Major :	Master of Business Administration, Majoring in Computer Application and Information Systems (Distinction)	
	Institution :	Thammasat University	
	Degree and Major:	Master of Accounting (First Rank)	
	Institution :	Thammasat University	
	Degree and Major :	Bachelor of Accounting (First Class Honors)	
Professional member	<ul style="list-style-type: none"> <li>- Certified Public Accountants</li> <li>- Federation of Accounting Professions</li> <li>- American Institute of Certified Public Accountants (AICPA)</li> <li>- The Thai Chamber of Commerce</li> <li>- Investment Analysts Association</li> </ul>		
Relevant experience and expertise	<ul style="list-style-type: none"> <li>- A partner in Financial Services Industry practice of the Assurance and Business Advisory Services (ABAS Department)</li> <li>- Former Chief Financial Officer of Standard Chartered Bank, Bangkok branch. Mrs. Unakorn used to be 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.</li> <li>- The Chairperson of the Subcommittee of the Monitoring the Development IFRS, Federation of Accounting Professions under the Royal Patronage of His Majesty the King</li> <li>- 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</li> </ul>		

	<p>and capital markets environment.</p> <ul style="list-style-type: none"><li>- The leader of Thailand Asia-Oceanian Standard-Setters Group (Thai AOSSG) for Federation of Accounting Professional (FAP) to work closely with AOSSG Overseas</li><li>- The representative of FAP to be member of Asian-Oceanian Standard-Setters Group Overseas to monitoring the progress of IFRS on Asia-Oceanian platform.</li></ul>
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## Auditor's Profile (2)

Name-surname	Ms.Sakuna Yamsakul	
Business status	Assurance Partner	
Education	Institution : Degree and Major :	Thammasat University Bachelor of Accounting (Second Class Honors)
Professional member	<ul style="list-style-type: none"> <li>- Certified Public Accountants</li> <li>- Federation of Accounting Professions</li> </ul>	
Relevant experience and expertise	<ul style="list-style-type: none"> <li>- More than 21 years of experience working in financial services and industrial practices, specializing in the banking and capital markets</li> <li>- 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.</li> <li>- Actively involved in due diligence, acquisition process and special assignments</li> <li>- 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 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.</li> <li>- 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.</li> </ul>	

## Auditor's Profile (3)

Name-surname	Mr. Boonlert Kamolchanokkul	
Business status	Client Relationship Partner	
Education	<p>Institution : Association of Accounting Technicians London Chamber of Commerce, UK</p> <p>Degree and Major : Diploma in Higher Accounting</p> <p>Institution : Association of Accounting Technicians London Chamber of Commerce, UK</p> <p>Degree and Major : Diploma in Accounting</p> <p>Institution : Heriot-Watt University, UK</p> <p>Degree and Major : Master of Business Administration</p> <p>Institution : De Montfort University, UK</p> <p>Degree and Major : Bachelor of Arts (First Class Honors) Accounting and Finance</p>	
Professional member	<ul style="list-style-type: none"> <li>- Certified Public Accountants</li> <li>- Federation of Accounting Professions</li> </ul>	
Relevant experience and expertise	<ul style="list-style-type: none"> <li>- More than 22 years of experience working in financial services and industrial practices, specializing in treasury and derivative products</li> <li>- Provided technical advice on accounting issues within the context of Thai and International accounting standards, particularly on financial instruments and derivatives</li> <li>- Instructed both in-house and public seminars on foreign exchange accounting, accounting for financial instruments, financial derivatives and treasury risks and controls, recent development in financial reporting standards, etc.</li> </ul>	

**For Consideration of Agenda No 7 : To consider and approve the issuance and offering of debentures**

Information on the issuance and offering of debentures

Type	All types and forms of debentures (including, but not limited to, subordinated or unsubordinated debentures, secured or unsecured debentures, short-term or revolving short-term debentures, structured debentures, debentures having obligation imposed on debenture holders and subordinated debentures intended to qualify as tier 2 capital on a program or non-program basis), depending on market condition at such time that the debentures will be issued and offered.
Debenture holders' representative	To appoint the debenture holders' representative in accordance with the SEC or other laws, rules and regulations with respect to the appointment of the debenture holders' representative
Total value of the debentures	Total outstanding principal amount of debentures at any time shall not exceed Baht 100,000,000,000 (One Hundred Billion), including all debentures issued but not yet redeemed. The debentures may be issued in Baht or other currencies in equivalent amount.
Term	Not exceeding fifteen years
Offering	The debentures shall be offered for sale in Thailand and/ or other countries, by public offering and/ or private placement and/ or institutional investors and/ or high net worth investors and/ or specific type of investors, in whole or in full or in partial amount, in one time or in series, at the same time or other times, and/ or as a program or non-program basis, and/ or on a revolving basis. The debentures may be issued and offered separately from, in combination with, or together with other securities. The offering and sale of the debentures must comply with the notifications of the SEC and/ or other relevant notifications, rules and regulations at the time of the issuance and offering of debentures.
Redemption prior to maturity date	The debenture holders may or may not have the right to ask for redemption of the debentures prior to the maturity date, and the Bank may or may not have the right to redeem the debentures prior to the maturity date, depending on terms and conditions of each issue of the debentures.

#### Details on the authorization in issuing and offering of debentures

To issue and offer the debentures each time, the Bank has to make a decision at a proper timing to get the target amount at the reasonable cost of fund. In some circumstances, the market may be volatile, so it is necessary to get a prompt decision. As a result, the shareholders' meeting should approve to authorize the Board of Directors or a person or persons designated by the Board of Directors to determine the details with regard to the debentures including all of the related process of the issuance and offering of debentures on each tranche, such as type, number of debentures, term, allocation, price per debenture, and interest rate, along with the procurement and appointment of other parties that are required by laws and rules relating to the issuance of the debentures, including designating any person to contact, negotiate, accept, sign, amend in contracts or related documents and handle all important tasks relating to the debentures. The issuance and offering of debentures shall be reported to the Board of Directors or a person or persons designated from the Board of Directors.

**Profile of independent director proposed by the Bank to act as proxy for shareholders (1)**

Name-surname:	Mrs.Dayana Bunnag										
Present Position:	Independent Director Chairwoman of the Audit Committee										
Age:	64 years										
Nationality:	Thai										
Education:	- Master of Business Administration University of Texas, Austin, U.S.A. - Bachelor of Economics (2 <sup>nd</sup> Class Honors) Chulalongkorn University										
Director training programs:	<ul style="list-style-type: none"> <li>- Director Certification Program Update (DCPU 5/2015) Thai Institute of Directors Association (IOD)</li> <li>- Role of the Nomination and Governance Committee (RNG 4/2013) Thai Institute of Directors Association (IOD)</li> <li>- Top Executive Program (Class 11/2011) Capital Market Academy</li> <li>- Role of the Compensation Committee (RCC 11/2010) Thai Institute of Directors Association (IOD)</li> <li>- Director Certification Program (DCP 4/2000) Thai Institute of Directors Association (IOD)</li> <li>- 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</li> </ul>										
Date of appointment as director:	April 23, 2015										
Years as director:	1 year										
KKP shareholding: (As of December 31, 2015)	None (KKP shareholding includes shares of spouse and minor children.)										
Positions held in other listed companies:	None										
Positions held in non-listed companies:	<p><b><u>7 Positions</u></b></p> <table border="0" style="width: 100%;"> <tr> <td style="width: 20%;">Feb 2016 - present</td> <td style="width: 50%;">Director of the Pension Integration Committee</td> <td style="width: 30%;">Ministry of Finance</td> </tr> <tr> <td>Nov 2015 - present</td> <td>Sub-committee of the Investment Committee</td> <td>National Savings Fund</td> </tr> <tr> <td>Mar 2015 - present</td> <td>Director and Member of the Audit Committee</td> <td>Metropolitan Electricity Authority</td> </tr> </table>		Feb 2016 - present	Director of the Pension Integration Committee	Ministry of Finance	Nov 2015 - present	Sub-committee of the Investment Committee	National Savings Fund	Mar 2015 - present	Director and Member of the Audit Committee	Metropolitan Electricity Authority
Feb 2016 - present	Director of the Pension Integration Committee	Ministry of Finance									
Nov 2015 - present	Sub-committee of the Investment Committee	National Savings Fund									
Mar 2015 - present	Director and Member of the Audit Committee	Metropolitan Electricity Authority									

Positions held in non-listed companies (continued):	2014 – present	Chairwoman of the Audit Committee	Ocean Life Insurance Public Company Limited
	2012 – present	Director	Ocean Life Insurance Public Company Limited
	2012 – present	Advisor to the President and Vice Chairwoman of the Executive Committee	Bangkok University
	2012 – present	Member of Committee on Consideration of Guidelines for Investment of Insurance Companies in Other Businesses	Office of Insurance Commission
	2012 – present	Member of Committee on Consideration of Draft Insurance Commission Declarations	Office of Insurance Commission
	2005 – present	Director	Bulun Buri Company Limited
Positions held in a competing business/ related business that may cause conflict of interest:	None		
Working experiences:	Jul- Nov 2014	Director and Member of the Audit Committee	Metropolitan Electricity Authority
	2010 – 2012	Director	Ocean Life Insurance Company Limited
	2007 – 2010	Managing Director	Ocean Life Insurance Company Limited
	1992 – 2006	Managing Director	Kasikom Asset Management Company Limited
	1977 – 1992	Deputy Managing Director	Phatra Thanakit Finance and Securities Company Limited
	2009 – 2014	Board Member of Capital Market Advisory Board	The Securities and Exchange Commission
	2010 – 2014	Chairwoman of Disciplinary Committee on Capital Market Personnel	The Securities and Exchange Commission
	2012 – 2013	Chairwoman of Sub-Committee on Consideration of Rules Concerning Issuance and Offering of Debts and Sukuk	The Securities and Exchange Commission

Working experiences (continued):	2012 – 2013	Chairwoman of Sub-Committee on Consideration of Rules Concerning Issuance and Offering of Derivative, Structured Notes and Complex Products	The Securities and Exchange Commission
	2010 – 2013	Working Group for Consideration of SRO Approval Criteria	The Securities and Exchange Commission
	2010 – 2012	Chairwoman of Sub-Committee on Consideration of Draft Notifications Concerning Issuance and Offering of Debts	The Securities and Exchange Commission
	2010 – 2012	Chairwoman of Sub-Committee on Consideration of Rules Concerning Issuance and Offering of Sukuk	The Securities and Exchange Commission
	2010 – 2012	Chairwoman of Sub-Committee on Consideration of Draft Notifications Concerning Issuance and Offering of Equities and Management of Securities Issuing Companies	The Securities and Exchange Commission
	2010 – 2012	Chairwoman of Sub-Committee on Consideration of Draft Notification Concerning Issuance and Offering of Derivatives and Structured Notes	The Securities and Exchange Commission
	2006 – 2010	Chairwoman of Disciplinary Committee	The Securities and Exchange Commission
	2008 – 2009	Advisory Committee on Best Practices for Director Compensation	Thai Institution of Director Association (IOD)
Conflicts of interest in this Meeting:	Agenda No. 5 : To consider and approve the directors' remuneration		
Attendance at 2015 meetings:	Board of Directors' meetings	6 out of 7	
	Audit Committee's meetings	5 out of 5	
	2015 Annual General Meeting of Shareholders <sup>1</sup>	- out of -	

Remark : <sup>1</sup> Mrs. Dayana Bunnag was appointed as Director by the resolution of the 2015 Annual General Meeting of Shareholders dated on April 23, 2015.

Nature of Relationships

<p><b>KKP shares held:</b></p> <ul style="list-style-type: none"> <li>- Number of shares (share)</li> <li>- % of the total shares with voting rights</li> </ul>	<p style="text-align: center;">None</p> <p style="text-align: center;">None</p>
<p><b>Has he/ she 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 two years?</b></p> <p>(1) A director participating in management of work, employees, or an advisor with regular salary</p>	<p style="text-align: center;">No</p>
<p>(2) A professional service providers (e.g. auditor, legal advisor)</p>	<p style="text-align: center;">No</p>
<p>(3) A business relationship that might 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)</p>	<p style="text-align: center;">No</p>

**Profile of independent director proposed by the Bank to act as proxy for shareholders (2)**

Name-surname:	Associate Professor Manop Bongsadadt	
Present Position:	Independent Director Chairman of the Nomination and Remuneration Committee	
Age:	75 years	
Nationality:	Thai	
Education:	- Master of Regional Planning Institute of Social Studies, The Netherlands - Master of Architecture Kansas State University, U.S.A. - Bachelor of Architecture Chulalongkorn University	
Director training programs:	- Role of the Nomination and Governance Committee (RNG 1/2011) Thai Institute of Directors Association (IOD) - Director Certification Program (DCP 150/2011) Thai Institute of Directors Association (IOD) - Role of the Compensation Committee (RCC 8/2009) Thai Institute of Directors Association (IOD) - Role of the Chairman Program (RCP 17/2007) Thai Institute of Directors Association (IOD) - Audit Committee Program (ACP 10/2005) Thai Institute of Directors Association (IOD) - Director Accreditation Program (DAP 8/2004) Thai Institute of Directors Association (IOD)	
Date of appointment as director:	June 21, 2004	
Years as director:	11 years and 10 months	
KKP shareholding: (As of December 31, 2015)	100,000 shares, equaling to 0.0118% of the total shares with voting rights (KKP shareholding includes shares of spouse and minor children.)	
Positions held in other listed companies:	<u>1 position</u> 2004 - present Director and Member of the Audit Committee The Erawan Group Public Company Limited	

Positions held in non-listed companies:	<u>4 positions</u>		
	2012 - present	Chairman of the Board of Directors and Independent Director	Woraluk Property Public Company Limited
	2006 - present	Director *	Krungthep Thanakom Company Limited
	2002 - present	Associate Professor	Faculty of Architecture, Chulalongkorn University
	1992 - present	Director *	Tubkaew-Hori Kindergarten School and Nursery Company Limited
Positions held in a competing business/ related business that may cause conflict of interest:	None		
Working experiences:	2004 - 2005	Independent Director	Kiatnakin Finance Public Company Limited
	2004 - 2007	Chairman of the Audit Committee	N.C. Housing Public Company Limited
	2003 - 2014	Chairman of the Board of Directors and Independent Director	Rasa Property Development Public Company Limited
	1998 - 2000	Chairman of B.M.A. Advisory Board	Bangkok Metropolitan Administrator
	1989 - 2006	Chairman of the Board	Waterford Company Limited
	1985 - 1991	Vice-Rector	Chulalongkorn University
	1970 - 2006	Chairman of the Board	Four Aces Company Limited
	1970 - 2001	Lecturer	Faculty of Architecture, Chulalongkorn University
Conflict of interest in this Meeting:	Agenda No. 5 : To consider and approve the directors' remuneration		
Attendance at 2015 meetings:	Board of Directors' meetings		7 out of 10
	Nomination and Remuneration Committee's meetings		6 out of 7
	2015 Annual General Meeting of Shareholders		1 out of 1

\* Authorized director

Nature of Relationships	
KKP shares held:	
- Number of shares (share)	100,000
- % of the total shares with voting rights	0.0118
Has he/ she 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 two 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 might be prejudicial to independently performing the function of	No

Nature of Relationships	
directorship (e.g. buying and selling of raw materials / products/ services or lending and borrowing money); state the value of transaction, if entered into)	

## Attachment 8

### 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 2016 Annual General Meeting of Shareholders, shareholders can register from 08.00 hrs. onwards on April 25, 2016 at the Grand Ballroom, Grand Hyatt Erawan Bangkok Hotel, no. 494 Rajdamri Road, Phatumwan District, Bangkok 10330 (as map shown in the attachment 11).
- 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 7.

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:

- |                               |   |              |
|-------------------------------|---|--------------|
| - Mrs.Dayana Bunnag           | Independent Director and<br>Chairwoman of the Audit Committee   | Age 64 years |
| Residing at:                  | No. 8/34, Soi Vibhavadi 17, Vibhavadi Rangsit Road,<br>Chatuchak Sub-district, Chatuchak District,<br>Bangkok 10900 |              |
| - Assoc.Prof.Manop Bongsadadt | Independent Director and<br>Chairman of the Nomination and Remuneration Committee                                   | Age 75 years |
| Residing at:                  | No. 554/14, Soi Senanikom 1, Phaholyothin Road,<br>Chankasem Sub-district, Chatuchak District,<br>Bankok 10900      |              |

- (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. Documents or evidence shareholders or their proxy holders must bring and hand over prior to entering the meeting hall

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) If the shareholder attends the meeting in person, 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 six 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 six 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.

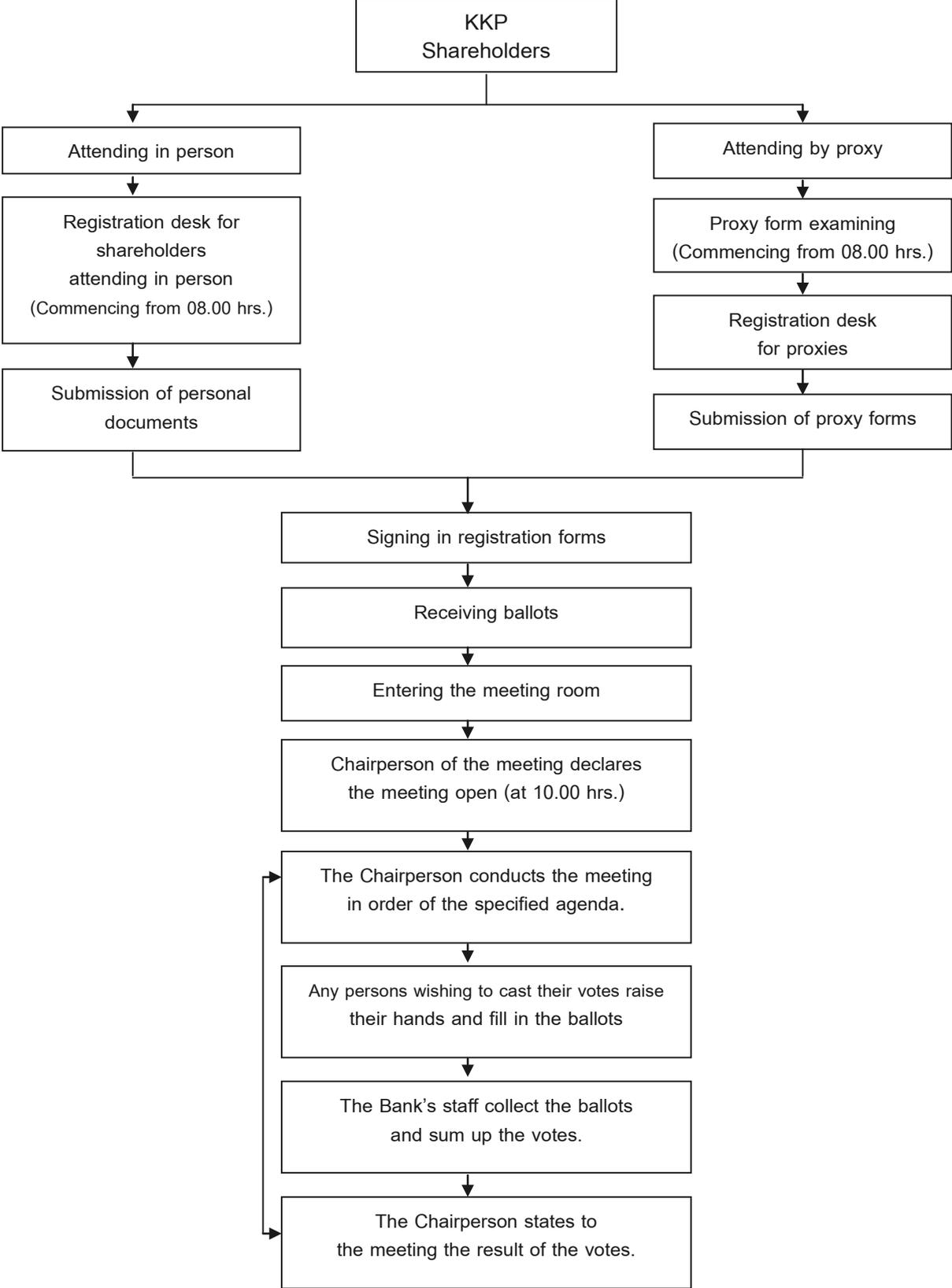
#### **4. Voting and informing of voting results**

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.

Steps to be followed in attending the Annual General Meeting of the Shareholders of  
Kiatak Bank Public Company Limited

Monday, April 25, 2016



## 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.

## DEBENTURES

**Article 48** The Company can borrow by issuing debentures, which are to be sold to the public, under the securities and security exchange law.

The debenture issuance resolution as prescribed in the first paragraph must be supported by the resolution of the shareholders' meeting that has acquired not less than three-fourths of the entire votes of the attending shareholders eligible to vote.

Map of the meeting venue

The Grand Ballroom, Grand Hyatt Erawan Bangkok Hotel
No. 494, Rajdamri Road, Phatumwan District, Bangkok 10330
Telephone: 0 2254 1234

Map of the meeting venue showing the location of Grand Hyatt Erawan Bangkok Hotel and surrounding landmarks like Siam Square, Central World, and various roads. Includes text: 'PARKING FOR HOTEL GUESTS AVAILABLE AT' and 'Hotel Parking (B1 and B2) • Amarin Plaza'.

โรงแรม แกรนด์ ไฮแอท เอราวัณ กรุงเทพฯ 494 ถนนราชดำริ กรุงเทพฯ 10330 โทรศัพท์ 0 2254 1234 แฟกซ์ 0 2254 6275
GRAND HYATT ERAWAN BANGKOK 494 Rajdamri Road Bangkok 10330 TEL 0 2254 1234 FAX 0 2254 6275

เคล็ด(ไม่)ลับ

# เตรียมตัวเข้าประชุมผู้ถือหุ้น

## ก่อนการประชุมผู้ถือหุ้น

- ศึกษาวาระการประชุม และเตรียมประเด็นคำถาม เป็นประโยชน์ต่อการพัฒนาบริษัท



- เตรียมเอกสารเพื่อแสดงตน และศึกษาเส้นทางสถานที่ ระยะเวลาที่ประชุม



- เสนอวาระ รายชื่อกรรมการ หรือส่งคำถามล่วงหน้าตามขั้นตอน ของบริษัท



- หากเข้าประชุมไม่ได้ ควรมอบฉันทะ ให้บุคคลอื่นหรือกรรมการอิสระ ควรส่งเอกสารก่อนวันประชุม พร้อมติดอากรแสตมป์

## วันประชุมผู้ถือหุ้น

- ไม่เรียกร้องรับของชำร่วย เพราะเป็นต้นทุนของบริษัท และเพื่อสร้างความเท่าเทียมกัน ของผู้ถือหุ้น



- ถามคำถามตามวาระการประชุม และเปิดโอกาสให้ผู้อื่นได้ถามด้วย
- ใช้ถ้อยคำสุภาพ
- มีส่วนร่วม ปกป้องสิทธิของตน เพื่อให้การประชุมเป็นไปอย่าง เรียบร้อย ประหยัดเวลา



- ศึกษาการลงมติ ในแต่ละวาระให้เข้าใจ

- ลงคะแนนเสียงตามที่ เห็นสมควรอย่างเป็นอิสระ



## หลังการประชุมผู้ถือหุ้น

- ติดตามการแจ้งมติผ่านข่าว ตลก. ภายในวันถัดไปว่าถูกต้องตามที่ประชุม (www.set.or.th, SETapplication, www.settrade.com)



- ติดตามรายงานการประชุมผ่าน website ของบริษัท ว่าบันทึกไว้สอดคล้องกับการประชุม

- ติดตามว่าบริษัทได้ดำเนินการ ตามมติที่ประชุมผู้ถือหุ้นหรือไม่



