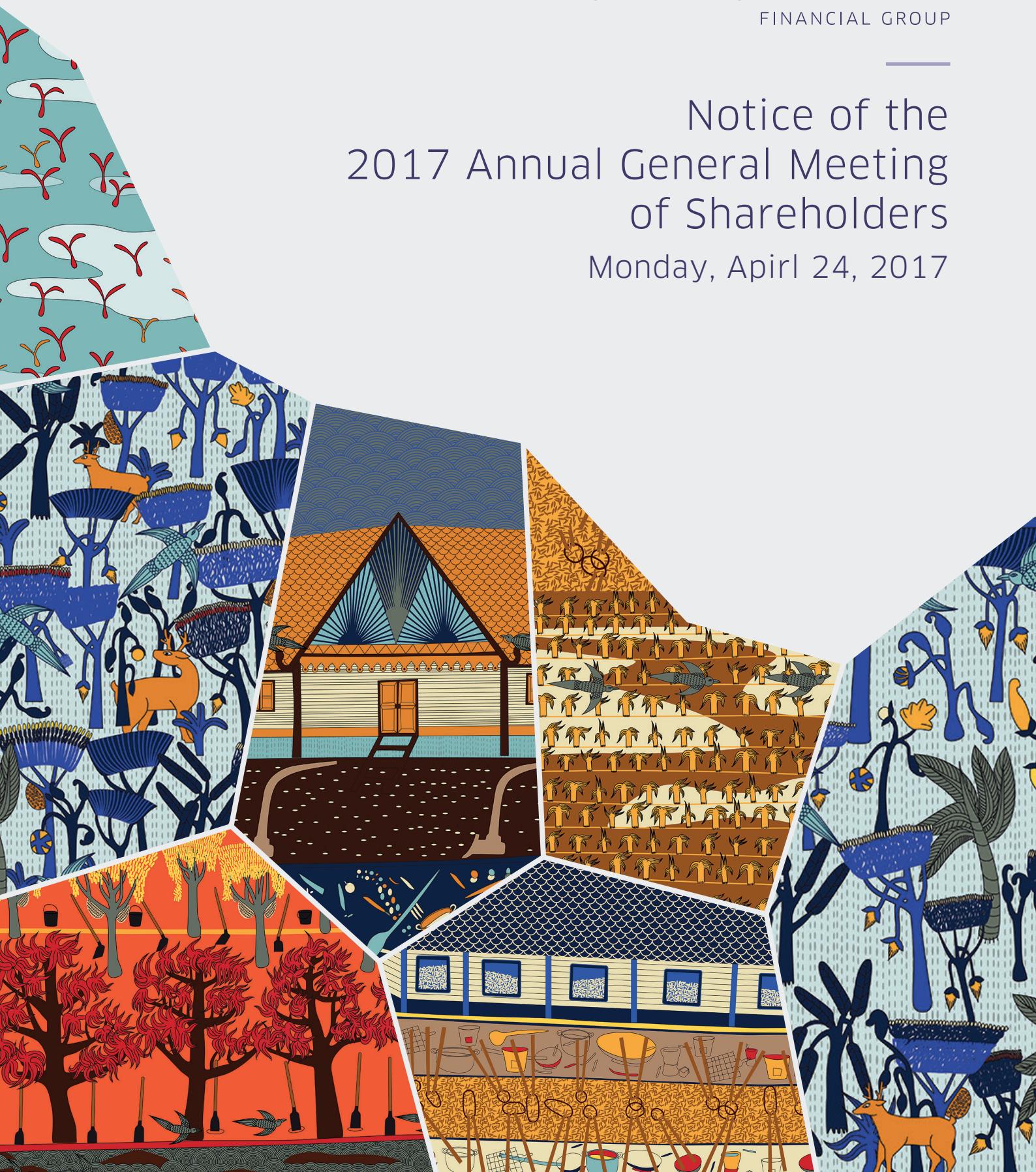


Notice of the  
2017 Annual General Meeting  
of Shareholders  
Monday, April 24, 2017



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For further details, please contact:

Corporate Secretary Department

Telephone: 0-2680-3970-1

Facsimile: 0-260-3977

[Translation]

SorNorGor. 7/2560

March 15, 2017

Subject: Invitation to the 2017 Annual General Meeting of Shareholders

To: Shareholders of Kiatnakin Bank Public Company Limited

Attachments:

1. The Bank's 2016 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 and name and profile of person the Bank proposes to shareholders to elect as the Bank's director

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. Profiles of independent directors proposed by the Bank to serve as proxies for shareholders

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

8. Steps to be followed in attending the shareholders' meeting

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

10. Map of the meeting venue

11. Proxy form B

12. Registration form (to bring along for registration process)

13. Envelope for returning proxy form

The Board of Directors of Kiatnakin Bank Public Company Limited ("the Bank") would like to invite all shareholders to attend the 2017 Annual General Meeting of Shareholders which will be held on Monday, April 24, 2017 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 2016

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 2016, which will be presented at the meeting.

Agenda No. 2 To consider and approve the financial statements for the year ended December 31, 2016

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, 2016, which are shown in the Bank's 2016 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 Statement</u>	<u>Consolidated Financial Statement</u>
Total Assets	Baht 220,312,427,033	Baht 233,776,378,643
Total Liabilities	Baht 181,195,708,856	Baht 193,259,025,077
Total Revenues	Baht 14,691,958,012	Baht 16,155,541,111
Net Profit*	Baht 5,421,501,558	Baht 5,546,725,216
Earnings per Share	Baht 6.40	Baht 6.55

\* Attributable to the Bank's shareholders

Agenda No. 3 To consider and approve the allocation of profit and dividend payment for the year 2016

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 8,467,511,090 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 2016, the Bank attained the net profit (attributable to the Bank's shareholders) from the separated and the consolidated financial statements of Baht 5,421,501,558 and Baht 5,546,725,216 respectively. The Board of Directors views that if considering the current Bank's dividend payment policy of not exceeding 60% of net profit from the annual consolidated financial statement, the Bank should pay an annual dividend for 2016 at approximately Baht 4.00 per share to shareholders. Since the Bank has paid an interim dividend for the operation in the first six months of 2016 to shareholders at Baht 2.00 per share, totaling Baht 1,693,489,218, on September 23, 2016 according to the resolution of the Board of Directors' meeting no. 9/2559 dated on August 25, 2016, the approximately Baht 2.00 per share remains to be paid to shareholders. Nevertheless, due to the Bank's significant outperform operating result and continual capital restructuring plan of the Bank and Kiatnakin Phatra Financial Group ("the Group") aiming to properly and sufficiently manage its tier 1 proportion, the Board of Directors is of the opinion that the shareholders' meeting should specially consider an approval of an annual dividend payment at Baht 6.00 per share (the Bank has paid an interim dividend at Baht 2.00 per share), totaling Baht 5,080,493,654 (calculated from 846,751,109 shares as of February 23, 2017), representing 93.71% of the net profit from the separated financial statement or 91.59% of the net profit from the consolidated financial statement.

In considering the dividend payment, the Bank takes into account these aspects: the Bank's performance, long-term return to shareholders, the Bank's capital adequacy level to encompass any business plans and risks, as well as pre-and post-impacts from such a given dividend payment. Dividend shall be paid equally according to the number of shares in compliance with the law and the Bank of Thailand's regulations.

Therefore, if the Annual General Meeting of Shareholders approves the proposed dividend, the amount of Baht 4.00 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 3, 2017 and the closing of share register book for gathering shareholders' names under the Section 225

of the Securities and Exchange Act B.E. 2535 (as amended) ("the SEC Act") on May 4, 2017. The dividend payment will be made on May 23, 2017.

The dividend will be paid from the net profit and retained earnings 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 2015 and 2016.

Details	2015	2016
1. Net profit from the Bank's consolidated financial statement <sup>(1)</sup> (Baht)	3,317,102,296	5,546,725,216
2. No. of shares (Share)		
2.1 No. of shares entitled to interim dividend	846,723,108	846,744,609
2.2 No. of shares entitled to annual dividend	846,744,509	846,751,109 <sup>(2)</sup>
3. Dividend paid per share (Baht)		
3.1 Interim dividend	1.00	2.00
3.2 Annual dividend	3.00	6.00
4. Total dividend paid (Baht)	2,540,212,126	5,080,493,654
5. Dividend payout ratio (%)	76.58	91.59

(1) Attributable to the Bank's shareholders

(2) Number of shares as of February 23, 2017

#### 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 twelve directors. In the 2017 Annual General Meeting of Shareholders, four directors shall be retired by rotation. Five directors, who have been in the office for the longest period, are as follows:

- |    |                             |                        |
|----|-----------------------------|------------------------|
| 1. | Assoc.Prof.Manop Bongsadadt | Independent Director   |
| 2. | Mr.Veravat Chutichetpong    | Independent Director   |
| 3. | Mr.Suraphol Kulsiri         | Non-executive Director |
| 4. | Mr.Suvit Mapaisansin        | Non-executive Director |
| 5. | Mr.Aphinant Klewpatinond    | Executive Director     |

Therefore, the Bank drew lots and four directors, who shall be retired by rotation in the 2017 Annual General Meeting of Shareholders, are as follows:

- |    |                             |                        |
|----|-----------------------------|------------------------|
| 1. | Assoc.Prof.Manop Bongsadadt | Independent Director   |
| 2. | Mr.Suraphol Kulsiri         | Non-executive Director |
| 3. | Mr.Suvit Mapaisansin        | Non-executive Director |
| 4. | Mr.Aphinant Klewpatinond    | 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 and the board skill matrix. The Nomination and Remuneration Committee is of the opinion that all retiring directors possess complete 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. The Nomination and Remuneration Committee has also considered a director pool and has not yet found any substitute. Thus, the shareholders' meeting should re-elect the retiring directors for another term.

Nevertheless, Assoc.Prof.Manop Bongsadadt, an independent director who is retired by rotation in the 2017 Annual General Meeting of Shareholders, has shown his intention for not being re-elected as director of the Bank for another term.

The Nomination and Remuneration Committee has selected a qualified person to replace Assoc.Prof.Manop Bongsadadt and then proposed Prof.Dr.Anya Khanthavit, who has knowledge, competencies and experiences in the related business operations of the Bank and the Group, to the Board of Directors for proposing to the Annual General Meeting of Shareholders for election as the Bank's 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 twelve directors:

1. Mr.Supol	Wattanavekin	Chairman/ Non-executive Director
2. Mrs.Dayana	Bunnag	Independent Director
3. Mr.Chet	Pattrakornkul	Independent Director
4. Mr.Pongtep	Polanun	Independent Director
5. Mr.Veravat	Chutichetpong	Independent Director
6. Mr.Tarnin	Chirasoonton	Non-executive Director
7. Mr.Suraphol	Kulsiri	Non-executive Director
8. Mr.Suvit	Mapaisansin	Non-executive Director
9. Prof.Dr.Anya	Khanthavit	Non-executive Director
10. Mr.Banyong	Pongpanich	Executive Director
11. Mr.Aphinant	Klewpatinond	Executive Director
12. Ms.Thitinan	Wattanavekin	Executive Director

The directors, who are retired by rotation and proposed to be re-elected for another term, and Prof.Dr.Anya Khanthavit 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, profile of person the Bank proposes to shareholders for election as the Bank's director 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 and the Group 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 2016 for eleven directors, who are not employees of the Bank or companies in the Group, in the total of Baht 18,131,510.

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 2017 (excluding directors' bonus) in the total of not exceeding Baht 30 million. Such remuneration consists of monthly remuneration, attendance fees for the sub-committees' meetings of the Bank and companies in the Group as assigned by the Board of Directors, other general benefits such as group life and health insurances, and remuneration for advisors of sub-committees paid to Chairman of the Board of Directors and Chairman of the Executive Committee.

The directors' bonus for the year 2017 will be proposed to the 2018 Annual General Meeting of Shareholders for consideration and approval so it is in accordance with the actual performance of the Board of Directors and operating result of the Bank.

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 2017

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 2017 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, or Ms.Sinsiri Thangsombat, CPA License no.7352. Also, the shareholders' meeting should approve the auditors' remuneration for the year 2017 at Baht 7,771,000, which increases 23.9% from the previous year of Baht 6,270,000. 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

Other matter (if any)

The Bank has fixed the record date on which shareholders had the right to attend the 2017 Annual General Meeting of Shareholders on March 10, 2017 and the closing of share register book for gathering shareholders' names under the Section 225 of the SEC Act on March 13, 2017.

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

Those shareholders, who would like to appoint a general proxy, can use proxy form A, which has been posted on the Bank's website (<http://www.kiatnakinphatra.com>) or in the case of foreign shareholders residing abroad who have appointed a custodian in Thailand to look after the shares, they can use proxy form C, which can also be downloaded from the Bank's website. Shareholders can view the notice of this meeting and supporting documents on the Bank's website from March 24, 2017 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.

Corporate Secretary Department

Telephone 0-2680-3970-1

Facsimile 0-2680-3977

Attachment 2For consideration on 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.Suraphol Kulsiri	
Type of director proposed for election	Non-executive Director	
Present position	Director (Authorized Director)	
Age	64 years	
Nationality	Thai	
Education	- Bachelor of Business Administration (Marketing) Bangkok University	
Director training programs	<ul style="list-style-type: none"> <li>- IOD Special Event 6/2016 : Family Business Club Dinner : The Professional Management Succession of Family Business Thai Institute of Directors Association (IOD)</li> <li>- CG Forum 2/2016 "Honesty, Caution : Shield for Directors" The Stock Exchange of Thailand (SET)</li> <li>- Director Certification Program Update (DCPU 5/2015) 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>- Role of the Chairman Program (RCP 23/2010) Thai Institute of Directors Association (IOD)</li> <li>- Successful Formulation and Execution of Strategy (SFE 7/2010) Thai Institute of Directors Association (IOD)</li> <li>- Role of the Compensation Committee (RCC 3/2007) Thai Institute of Directors Association (IOD)</li> <li>- Director Certification Program (DCP 13/2001) Thai Institute of Directors Association (IOD)</li> </ul>	
Date of appointment as director	June 21, 2004	
Years as director	12 years and 10 months	
KKP shareholding (As of December 31, 2016)	97,0000 shares, equaling to 0.011% of the total shares with voting rights (KKP sharedholding includes shares of spouse and minor children.)	
Positions held in other listed companies	None	

Positions held in non-listed companies	<u>2 entities</u> 2015 - present Chairman of Disciplinary Sub-Committee Association of Thai Securities Companies 2015 - present Member of the Appeal Committee Thailand Futures Exchange Public Company Limited (TFEX)
Positions held in a competing business/ related business that may cause conflict of interest	None
Working experiences	2003 - 2011 Director and Chairman of the Executive Committee KKTRADE Securities Company Limited 2003 - 2011 Director and Chairman of the Executive Committee Kiatnakin Securities Company Limited 2005 - 2009 Chairman of Information Technology Club Association of Thai Securities Company 2005 - 2007 Director The Stock Exchange of Thailand 2005 - 2007 Director Settrade Company Limited 2005 - 2006 Chairman of the Technology Development The Stock Exchange of Thailand 2004 - 2005 Director Kiatnakin Finance Public Company Limited 1999 - 2003 Managing Director Kiatnakin Securities Company Limited 1993 - 1999 Director and Assistant Managing Director Kiatnakin Finance and Securities Company Limited 1981 - 1993 Managing Director Pienklat International Company Limited
Attendance at 2016 meetings	Board of Directors' meetings 12 out of 13 2016 Annual General Meeting of Shareholders 1 out of 1
Director nomination criteria	The Board of Directors has considered the Nomination and Remuneration Committee's recommendation and agreed that Mr.Suraphol Kulsiri 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.Suvit Mapaisansin		
Type of director proposed for election	Non-executive Director		
Present position	Director (Authorized Director) Member of the Nomination and Remuneration Committee		
Age	58 years		
Nationality	Thai		
Education	<ul style="list-style-type: none"> <li>- Master of Business Administration (Finance &amp; International Business) Sasin Graduate Institute of Business Administration of Chulalongkorn University</li> <li>- Bachelor of Economics Chulalongkorn University</li> </ul>		
Director training programs	<ul style="list-style-type: none"> <li>- Corporate Governance for Capital Market Intermediaries (CGI 5/2015) Thai Institute of Directors Association (IOD)</li> <li>- Audit Committee Program (ACP 37/2011) Thai Institute of Directors Association (IOD)</li> <li>- Director Certification Program (DCP 12/2001) Thai Institute of Directors Association (IOD)</li> </ul>		
Date of appointment as director	September 12, 2012		
Years as director	4 years and 7 months		
KKP shareholding (As of December 31, 2016)	1,029,406 shares, equaling to 0.122% of the total shares with voting rights (KKP shareholding includes shares of spouse and minor children.)		
Positions held in other listed companies	<u>1 entity</u> 2015 - present      Independent Director and      GMM Grammy Public Company Limited Member of the Audit Committee		
Positions held in non-listed companies	<u>5 entities</u> 2015 - present      Director*      Techcare International Company Limited 2010 - present      Director*      Phatra Capital Public Company Limited 2009 - present      Director*      RPIC Pte. Ltd. 2008 - present      Director*      Ruamphon Phatra International Corp. 2003 - present      Director*      Phatra Securities Public Company Limited		
Positions held in a competing business/ related business that may cause conflict of interest	None		



Working experiences	2011 – Feb 2017 2012 - 2016 2012 - 2015 2012 - 2015 2011 - 2012 2010 - 2012 2009 - 2012 2003 - 2009	Independent Director and Member of the Audit Committee Member of the Executive Committee Chairman of the Board of Directors Chairman of the Board of Directors Chairman of the Audit Committee Member of the Executive Committee Independent Director Member of the Executive Committee Chief Executive Officer	Golden Lime Public Company Limited Kiatnakin Bank Public Company Limited Phatra Asset Management Company Limited KKTRADE Securities Company Limited Krung Thai Card Public Company Limited Phatra Capital Public Company Limited Krung Thai Card Public Company Limited Phatra Securities Public Company Limited Phatra Securities Public Company Limited
Attendance at 2016 meetings	Board of Directors' meetings Executive Committee's meetings Nomination and Remuneration Committee's meetings 2016 Annual General Meeting of Shareholders	12 out of 13 5 out of 14 <sup>1</sup> 4 out of 6 <sup>1</sup> 1 out of 1	
Director nomination criteria	The Board of Directors has considered the Nomination and Remuneration Committee's recommendation and agreed that Mr.Suvit Mapaisansin is a qualified director in accordance with related laws and has been granted approval from the regulator.		

\* Authorized Director

<sup>1</sup> Retired from the member of the Executive Committee and appointed as member of the Nomination and Remuneration Committee effective from May 1, 2016

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

Name-surname	Mr.Aphinant Klewpatinond	
Type of director proposed for election	Executive Director	
Present position	Director (Authorized Director) Member of the Executive Committee Member of the Risk Management Committee Chief Executive Officer and President	
Age	47 years	
Nationality	Thai	
Education	- Master of Science University of Maryland at College Park, U.S.A. - Master of Business Administration (Finance) University of Maryland at College Park, U.S.A. - Bachelor of Accounting Chulalongkorn University	
Director training programs	- Corporate Governance for Capital Market Intermediaries (CGI 15/2016) Thai Institute of Directors Association (IOD) - Directors Accreditation Program (DAP 82/2010) Thai Institute of Directors Association (IOD)	
Date of appointment as director	September 12, 2012	
Years as director	4 years and 7 months	
KKP shareholding (As of December 31, 2016)	550,000 shares equaling to 0.065% of the total shares with voting rights (KKP sharedholding includes shares of spouse and minor children.)	
Positions held in other listed companies	None	
Positions held in non-listed companies	<u>4 entities</u> 2016 - present Chief Executive Officer Phatra Capital Public Company Limited 2010 - present Director* Phatra Capital Public Company Limited 2016 - present Chief Executive Officer Phatra Securities Public Company Limited 2010 - present Director* Phatra Securities Public Company Limited 2015 - present Chairman of the Board of Directors* Phatra Asset Management Company Limited 2012 - present Director* Phatra Asset Management Company Limited 2009 - present Director* RPIC Pte. Ltd.	
Positions held in a competing business/ related business that may cause conflict of interest	None	

<b>Working experiences</b>	2015 - Jul 2016	Chairman of the Board of Directors	KKTRADE Securities Company Limited
	2012 - 2015	Director	KKTRADE Securities Company Limited
	2011- 2013	Independent Director and	Sriracha Construction Public Company
		Member of the Audit Committee	Limited
	2010 - 2012	Chief Executive Officer	Phatra Capital Public Company Limited
	2009 - 2012	Chief Executive Officer	Phatra Securities Public Company Limited
	2007 - 2009	Managing Director (Head of Investment Banking Department)	Phatra Securities Public Company Limited
<b>Attendance at 2016 meetings</b>	Board of Directors' meetings		13 out of 13
	Executive Committee's meetings		14 out of 14
	Risk Management Committee's meetings		14 out of 14
	2016 Annual General Meeting of Shareholders		1 out of 1
<b>Director nomination criteria</b>	The Board of Directors has considered the Nomination and Remuneration Committee's recommendation and agreed that Mr.Aphinant Klewpatinond is a qualified director in accordance with related laws and has been granted approval from the regulator.		

\* Authorized Director

Name and profile of the person the Bank proposes to shareholders to elect as the Bank's director

Name-surname	Prof.Dr.Ananya Khanthavit	
Type of director proposed for election	Non-executive Director	
Present position	Advisor on Risk Management	
Age	54 years	
Nationality	Thai	
Education	<ul style="list-style-type: none"> <li>- Ph.D., International Business and Finance New York University, U.S.A</li> <li>- M.Phil. (Alpha, Gamma, Sigma), International Business and Finance New York University, U.S.A</li> <li>- M.Sc. (Honors), Transportation Management State University of New York Maritime College, U.S.A.</li> <li>- Bachelor of Accounting Thammasat University</li> </ul>	
Director training programs	<ul style="list-style-type: none"> <li>- Advanced Audit Committee Program (Class 19/2015)</li> <li>Thai Institute of Directors Association (IOD)</li> <li>- Director Certification Program (DCP 2008) Thai Institute of Directors Association (IOD)</li> </ul>	
KKP shareholding (As of December 31, 2016)	None	
Positions held in other listed companies	None	

Positions held in non-listed companies	<p><b><u>8 entities</u></b></p> <table border="0"> <tr> <td>2016 – present</td><td>Member of the Sub-committee on the Monitoring of Co-operatives' Financial Problems</td><td>Office of the National and Anti-corruption Commission</td></tr> <tr> <td>2015 – present</td><td>Member of the Thailand Quality Award Committee</td><td>Thailand Productivity Institute</td></tr> <tr> <td>2014 – present</td><td>Director</td><td>Thailand Tobacco Monopoly, Ministry of Finance</td></tr> <tr> <td>2014 – present</td><td>Director</td><td>Government Pharmaceutical Organization</td></tr> <tr> <td>2012 – present</td><td>Member of the Policy and Public Management Committee</td><td>Ministry of Finance</td></tr> <tr> <td>2012 – present</td><td>Member of the Performance Assessment Committee for State Enterprises</td><td>Ministry of Finance</td></tr> <tr> <td>2008 – present</td><td>Member of the Risk Management Sub-committee</td><td>Stock Exchange of Thailand</td></tr> <tr> <td>2005 – present</td><td>Professor of Banking and Finance (Level 11, Highest Class)</td><td>Thammasat University</td></tr> <tr> <td>1999 – present</td><td>Academic Advisor</td><td>Thai Bond Market Association</td></tr> </table>	2016 – present	Member of the Sub-committee on the Monitoring of Co-operatives' Financial Problems	Office of the National and Anti-corruption Commission	2015 – present	Member of the Thailand Quality Award Committee	Thailand Productivity Institute	2014 – present	Director	Thailand Tobacco Monopoly, Ministry of Finance	2014 – present	Director	Government Pharmaceutical Organization	2012 – present	Member of the Policy and Public Management Committee	Ministry of Finance	2012 – present	Member of the Performance Assessment Committee for State Enterprises	Ministry of Finance	2008 – present	Member of the Risk Management Sub-committee	Stock Exchange of Thailand	2005 – present	Professor of Banking and Finance (Level 11, Highest Class)	Thammasat University	1999 – present	Academic Advisor	Thai Bond Market Association
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2014 – present	Director	Government Pharmaceutical Organization																										
2012 – present	Member of the Policy and Public Management Committee	Ministry of Finance																										
2012 – present	Member of the Performance Assessment Committee for State Enterprises	Ministry of Finance																										
2008 – present	Member of the Risk Management Sub-committee	Stock Exchange of Thailand																										
2005 – present	Professor of Banking and Finance (Level 11, Highest Class)	Thammasat University																										
1999 – present	Academic Advisor	Thai Bond Market Association																										
Positions held in a competing business/ related business that may cause conflict of interest	None																											
Work experiences	<table border="0"> <tr> <td>2010 - 2012</td> <td>Director</td> <td>Phatra Capital Public Company Limited</td> </tr> <tr> <td>2008 - 2012</td> <td>Director</td> <td>Phatra Securities Public Company Limited</td> </tr> <tr> <td>2008 - 2012</td> <td>Advisor</td> <td>Phatra Securities Public Company Limited</td> </tr> <tr> <td>2007 - 2008</td> <td>Director</td> <td>Thailand Post Company Limited</td> </tr> <tr> <td>2004 - 2008</td> <td>Director</td> <td>Thailand Future Exchange Public Company Limited</td> </tr> <tr> <td>1993 - 2008</td> <td>Advisor</td> <td>KGI Securities (Thailand) Public Company Limited</td> </tr> <tr> <td>2004 - 2007</td> <td>Advisor</td> <td>Department of Insurance, Ministry of Commerce</td> </tr> <tr> <td>2003 - 2007</td> <td>Advisor</td> <td>Office of the Agricultural Futures Trading Commission</td> </tr> </table>	2010 - 2012	Director	Phatra Capital Public Company Limited	2008 - 2012	Director	Phatra Securities Public Company Limited	2008 - 2012	Advisor	Phatra Securities Public Company Limited	2007 - 2008	Director	Thailand Post Company Limited	2004 - 2008	Director	Thailand Future Exchange Public Company Limited	1993 - 2008	Advisor	KGI Securities (Thailand) Public Company Limited	2004 - 2007	Advisor	Department of Insurance, Ministry of Commerce	2003 - 2007	Advisor	Office of the Agricultural Futures Trading Commission			
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2004 - 2007	Advisor	Department of Insurance, Ministry of Commerce																										
2003 - 2007	Advisor	Office of the Agricultural Futures Trading Commission																										

	2002 - 2007	Director and Advisor	Thailand Securities Institute, Stock Exchange of Thailand
	1994 - 2007	Advisor	Stock Exchange of Thailand
	2004 - 2006	Advisor (Financial Institution Policy Group)	Bank of Thailand
	2003 - 2006	Member of the Review Committee on Corporate Mergers and Acquisition	Securities and Exchange Commission
	2003 - 2005	Advisor	Agricultural Futures Exchange of Thailand
	1998 - 2005	Advisor	Thailand Securities Depository Company Limited
<b>Director nomination criteria</b>	The Board of Directors has considered the Nomination and Remuneration Committee's recommendation and agreed that Prof. Dr. Anya Khanthavit is a qualified director in accordance with related laws and has been granted approval from the regulator.		

### The 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 Stock Exchange of Thailand ("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.

For consideration on Agenda No 5 : To consider and approve the directors' remuneration

Reference is made to the resolution of the 2016 Annual General Meeting of Shareholders dated on April 25, 2016 approving the remuneration for directors, who are not employees of the Bank or companies in the Group, for the year 2016 in the total of not exceeding Baht 25 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 advisors to the sub- committees, which will be paid to the Chairman of the Board of Directors and Chairman of the Executive Committee. For directors' bonus for the performance in the year 2016, the Board of Directors will propose to the 2017 Annual General Meeting of Shareholders for consideration and approval so it is in accordance with the actual performance of the Board of Directors and operating result of the Bank.

In actual fact, the Bank has paid the directors' remuneration (excluding directors' bonus) for the performance in the year 2016 in the total of Baht 21,431,301.37, which is not exceeding Baht 25 million as approved by the 2016 Annual General Meeting of Shareholders.

Regarding the directors' bonus for the performance in the year 2016, the Board of Directors at a meeting no.2/2560 dated on February 23, 2017 has considered and is of the opinion that the shareholders' meeting should approve the directors' bonus 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 and the Group achieve a sustainable business operation. Thus, the Board of Directors' meeting has resolved to propose to the 2017 Annual General Meeting of Shareholders, which will be held on April 24, 2017, to approve the bonus for the performance in the year 2016 for eleven directors, who are not employees of the Bank or companies in the Group, as follows:

1.	Mr.Supol	Wattanavekin	Chairman/ Non-executive Director	Baht	3,000,000
2.	Mrs.Dayana	Bunnag	Independent Director	Baht	1,500,000
3.	Assoc.Prof.Manop Bongsadadt		Independent Director	Baht	1,500,000
4.	Mr.Chet	Pattrakornkul	Independent Director	Baht	1,500,000
5.	Mr.Pongtep	Polanun	Independent Director	Baht	1,500,000
6.	Mr.Veravat	Chutichetpong	Independent Director	Baht	131,510 <sup>1</sup>
7.	Mr.Tarnin	Chirasoonton	Non-executive Director	Baht	1,500,000
8.	Mr.Suraphol	Kulsiri	Non-executive Director	Baht	1,500,000

9.	Mr.Suvit	Mapaisansin	Non-executive Director	Baht	1,500,000
10.	Mr.Banyong	Pongpanich	Executive Director <sup>2</sup>	Baht	3,000,000
11.	Ms.Thitinan	Wattanavekin	Executive Director <sup>2</sup>	Baht	1,500,000

**Remark** <sup>1)</sup> The bonus amount proposed for Mr.Veravat Chutichetpong is calculated on his term in office as he has been appointed as the Bank's director effective from November 30, 2016.

<sup>2</sup> Mr.Banyong Pongpanich and Ms.Thitinan Wattanavekin are members of the Executive Committee but they are not employees of the Bank or companies in the Group.

The total bonus paid to directors, who are not employees of the Bank or companies in the Group, amounted to Baht 18,131,510.

Table shows comparison on directors' bonus.

2015	2016 (Proposed)
The directors' bonus for the performance in the year 2015 in the total of Baht 9,690,410 was 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 2016 in the total of Baht 18,131,510 is proposed to be paid to the Chairman of the Board of Directors and Chairman of the Executive Committee of Baht 3,000,000 each and nine directors, who are not employees of the Bank or companies in the Group, of Baht 1,500,000 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 2017 in the total of not exceeding Baht 30 million (excluding the directors' bonus). Such remuneration includes monthly remuneration, attendance fees for sub-committees' meetings of the Bank and companies in the Group as assigned by the Board of Directors, 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 three other 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 for the years 2015 – 2017.

Components of Remuneration	2017 (Proposed)		2016		2015	
	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	-	45,000	-	30,000
- Member	-	30,000	-	30,000	-	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	-	300,000	-	-	-
4) Bonus for directors	The Board of Directors will propose the directors' bonus for the year 2017 to the 2018 Annual General Meeting of Shareholders for consideration and approval.		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.	

The proposed rates of monthly remuneration and attendance fees for directors for the year 2017 are equal to those of the year 2016. Nevertheless, the proposed remuneration amount for directors, who are not employees of the Bank or companies in the Group, for the year 2017 in the total of not exceeding Baht 30 million (excluding directors' bonus) is higher than the previous year of not exceeding Baht 25 million in total since the number of directors, who are not employees of the Bank or companies in the Group, increases, and the number of meetings will also increase in accordance with the expansion of scope and volume of the Group's businesses.

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 of the Board of Directors has a significant role in supporting the performance of the Board of Directors for the utmost benefit of the Bank and shareholders. Also, the bonus amount proposed for the Chairman of the Executive Committee, which is equal to that of the Chairman of the Board of Directors, is appropriate as the Chairman of the Executive Committee has an importance role in defining the Bank's and the Group's overall direction and strategic goal and supervising and supporting management to successfully operate business as planned.

For directors' bonus for the performance in the year 2017, the Board of Directors will propose to the 2018 Annual General Meeting of Shareholders for consideration and approval so it is in accordance with the actual performance of the Board of Directors and operating result of the Bank.

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 on Agenda No 6 : To consider and appoint auditors and fix their remuneration for the year 2017

Pursuant to the Public Limited Companies Act and the Bank's Articles of Association Articles 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. 2/2560 dated on February 23, 2017 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 2017. The proposed auditors are namely:

<u>Name</u>	<u>Certified Public Accountant</u>	<u>No. of Years Auditing</u>
	<u>Registration Number</u>	<u>for the Bank</u>
Mrs.Unakorn Phruithithada	3257	2
Ms.Sakuna Yamsakul	4906	-
Mr.Boonlert Kamolchanokkul	5339	-
Ms.Sinsiri Thangsombat	7352	-

The main reasons are because of their independence and state of readiness on taking up the role as the Bank's and subsidiaries' external auditors. 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 four 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 2017 at Baht 7,771,000. Details are as follows:

(Unit: Baht)

Audit Fee	2017	2016	Changes as Compared to 2016
- Audit fees for the Bank	7,121,000	5,820,000	1,301,000
- Electronic banking business audit	650,000	450,000	200,000
Total	7,771,000	6,270,000	1,501,000

The Board of Directors has considered and opined that the proposed audit fee for the year 2017, amounting to Baht 7,771,000, which increases by Baht 1,501,000 or 23.9% from the previous year audit fee paid to PwC, is appropriate and consistent with the increase in the Bank's businesses and number of transactions.

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

(Unit: Baht)

Fees for Subsidiaries	2017	2016	Changes as Compared to 2016
1. Phatra Asset Management Company Limited	514,500	490,000	24,500
2. Phatra Capital Public Company Limited	603,500	270,000	333,500
3. Phatra Securities Public Company Limited	2,599,250	1,570,000	1,029,250
4. Asia Recovery Fund 1	144,200	140,000	4,200
5. Asia Recovery Fund 2	247,200	240,000	7,200
6. Asia Recovery Fund 3	247,200	240,000	7,200
7. Thai Restructuring Fund	298,700	290,000	8,700
8. Bangkok Capital Fund	556,200	540,000	16,200
9. Gamma Capital Fund	453,200	440,000	13,200
10. CMIC Development Company Limited	588,000	560,000	28,000
11. Phatra Asset Management (Cayman) Limited*	160,000	-	N/A
12. Phatra Equity Market Neutral Asia Pacific Fund*	1,019,800	-	N/A
<b>Total</b>	<b>7,431,750</b>	<b>4,780,000</b>	<b>2,651,750</b>

\* As of March 15, 2017, the company has not yet started its operation.

In addition to audit fee, last year, the Bank and its subsidiaries paid non-audit fee for other services to PwC totaling Baht 1.20 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	<p>Institution : New York University, U.S.A.</p> <p>Degree and major : High Vocational Certificate (CPA Module)</p> <p>Institution : New York University, U.S.A.</p> <p>Degree and major : Master of Business Administration, Majoring in Computer Application and Information Systems (Distinction)</p> <p>Institution : Thammasat University</p> <p>Degree and major: Master of Accounting (First Rank)</p> <p>Institution : Thammasat University</p> <p>Degree and major : Bachelor of Accounting (First Class Honors)</p>	
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	<p>Institution : Thammasat University</p> <p>Degree and major : Bachelor of Accounting (Second Class Honors)</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 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>	

Auditor's Profile (4)

Name-surname	Ms.Sinsiri Thangsombat		
Business status	Assurance Partner		
Education	Institution :	Thammasat University	
	Degree and major :	Master of Business Administration	
	Institution :	Thammasat University	
	Degree and major :	Bachelor of Accounting (First Class Honors) English Program	
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 17 years of experience working in financial services and industrial practices, specializing in treasury and derivative products</li> <li>- Extensive experience in providing audit and business advisory services to a wide range of local and multinational clients</li> <li>- Provided technical advice on accounting issues within the context of Thai and International financial reporting standards (IFRS 9, IAS 32, and IFRS 7), 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> <li>- Member 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 and capital markets environment</li> </ul>		

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

Name-surname	Mrs.Dayana Bunnag	
Present position	Independent Director Chairwoman of the Audit Committee	
Age	65 years	
Nationality	Thai	
Education	<ul style="list-style-type: none"> <li>- Master of Business Administration University of Texas, Austin, U.S.A.</li> <li>- Bachelor of Economics (2<sup>nd</sup> Class Honors) Chulalongkorn University</li> </ul>	
Director training programs	<ul style="list-style-type: none"> <li>- Advance Audit Committee Program (AACP 24/2016) Thai Institute of Directors Association (IOD)</li> <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	2 years	
KKP shareholding (As of December 31, 2016)	None	
Positions held in other listed companies	None	
Positions held in non-listed companies	<u>6 entities</u> Feb 2016 - present      Director of the Pension Integration Committee      Ministry of Finance 2015 – present      Sub-committee of the Investment Committee      National Savings Fund 2014 – present      Chairwoman of the Audit Committee      Ocean Life Insurance Public Company Limited 2012 – present      Director      Ocean Life Insurance Public Company Limited	

<b>Positions held in non-listed companies (Continued)</b>	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	Burunburi Security Guard Company Limited
<b>Positions held in a competing business/ related business that may cause conflict of interest</b>	None		
<b>Working experiences</b>	2015 – Mar 2016	Director and Member of the Audit Committee	Metropolitan Electricity Authority
	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
	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
	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

Working experiences (Continued)	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 Institute of Directors Association (IOD)
	1992 – 2006	Managing Director	Kasikorn Asset Management Company Limited
	1977 – 1992	Deputy Managing Director	Phatra Thanakit Finance and Securities Company Limited
Conflict of interest in this Meeting	Agenda No. 5 : To consider and approve the directors' remuneration		
Attendance at 2016 meetings	Board of Directors' meetings		12 out of 13
	Audit Committee's meetings		10 out of 10
	2016 Annual General Meeting of Shareholders		1 out of 1

Nature of Relationships	
KKP shares held:	
- Number of shares (Share)	None
- % of total shares with voting rights	None
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

## Profile of independent directors proposed by the Bank to act as proxies for shareholders (2)

Name-surname	Mr.Chet Pattrakornkul	
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	
Director training programs	- Forum for director: Corporate Governance Code (2016) Thai Institute of Directors Association (IOD) - 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) - Monitoring the System of Internal Control and Risk Management (MIR 5/2009) Thai Institute of Directors Association (IOD)	

Director training programs  (Continued)	<ul style="list-style-type: none"> <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>												
Date of appointment as director	April 7, 2005												
Years as director	12 years												
KKP shareholding  (As of December 31, 2016)	75,000 shares equaling to 0.009% of the total shares with voting rights  (KKP shareholding includes share numbers of spouse and minor children.)												
Positions held in other listed companies	None												
Positions held in non-listed companies	<p><u>1 entity</u></p> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%;">2005- present</td> <td style="width: 33%;">Advisor</td> <td style="width: 33%;">Thai Hire-Purchase Association</td> </tr> </table>	2005- present	Advisor	Thai Hire-Purchase Association									
2005- present	Advisor	Thai Hire-Purchase Association											
Positions held in a competing business/ related business that may cause conflict of interest	None												
Working experiences	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 25%;">2005 - 2006</td> <td style="width: 25%;">Director</td> <td style="width: 50%;">Kiatnakin Bank Public Company Limited</td> </tr> <tr> <td>2003 - 2004</td> <td>Director</td> <td>Thai Hire-Purchase Association</td> </tr> <tr> <td>2000 - 2002</td> <td>Director</td> <td>Thai Hire-Purchase Association</td> </tr> <tr> <td>Apr -Oct 2005</td> <td>Director</td> <td>Kiatnakin Finance Public Company Limited</td> </tr> </table>	2005 - 2006	Director	Kiatnakin Bank Public Company Limited	2003 - 2004	Director	Thai Hire-Purchase Association	2000 - 2002	Director	Thai Hire-Purchase Association	Apr -Oct 2005	Director	Kiatnakin Finance Public Company Limited
2005 - 2006	Director	Kiatnakin Bank Public Company Limited											
2003 - 2004	Director	Thai Hire-Purchase Association											
2000 - 2002	Director	Thai Hire-Purchase Association											
Apr -Oct 2005	Director	Kiatnakin Finance Public Company Limited											

Working experiences (Continued)	2004 - 2005	Head of Consumer Lending	Kiatnakin Finance Public Company Limited
	2002 - 2004	Managing Director, Consumer Lending	Kiatnakin Finance Public Company Limited
	2001 - 2004	Director	Kiatnakin Finance Public Company Limited
	2000 - 2002	Assistant Managing Director	Kiatnakin Finance Public Company Limited
	2000	Managing Director	Rattanatun Finance Public Company Limited
	1998 - 1999	Assistant Managing Director, Consumer Lending	Kiatnakin Finance and Securities Company Limited
	1998	Director, Assets Realization Division	Financial Sector Restructuring Authority
	1992 - 1997	Assistant Managing Director	Thana One Finance & Securities Company Limited
	1989 – 1991	Vice President of Operation	Finance One Company Limited
	1970 - 1988	Manager, Retail Banking	Chase Manhattan Bank
Conflict of interest in this Meeting	Agenda No. 5 : To consider and approve the directors' remuneration		
Attendance at 2016 meetings	Board of Directors' meetings	13 out of 13	
	Audit Committee's meetings	10 out of 10	
	Nomination and Remuneration Committee's meetings	6 out of 6	
	Compliance and Governance Committee's meetings	6 out of 6	
	2016 Annual General Meeting of Shareholders	1 out of 1	

Nature of Relationships		
KKP shares held:		
- Number of shares (Share)		75,000
- % of total shares with voting rights		0.009
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

## 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 2017 Annual General Meeting of Shareholders, shareholders can register from 08.00 hrs. onwards on April 24, 2017 at the Grand Ballroom, Grand Hyatt Erawan Bangkok Hotel, no. 494 Rajdamri Road, Phatumwan District, Bangkok 10330 (as map shown in the attachment 10).
- 1.2 Shareholders or proxies (if any) have to sign their names when registering and when voting, using the Bank's registration and voting forms.
- 1.3 The Bank uses the barcode system for registration. Please bring with you the documents, which have been bar-coded and delivered to you along with the notice of this meeting.

### 2. Appointment of proxy

If a shareholder is unable to attend the shareholders' meeting in person, he/ she can appoint a proxy to attend and vote in his/her place. For granting proxy, the Bank has sent to shareholders the proxy form B (attachment 11), which is the format specified by the Registrar of Public Companies. This form is detailed and clear, and enables the shareholder to appoint another person or one of the Bank's directors (proposed by the Bank), to act as proxy, to attend the shareholders' meeting, and to vote on the shareholder's behalf. Profiles of independent directors proposed by the Bank to serve as proxies for shareholders are shown in the attachment 6.

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

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

- (1) The shareholder (proxy grantor) shall appoint only one proxy holder to attend and vote at the meeting. He/ she may not split shares and appoint more than one proxy holder in order to split votes.
- (2) The shareholder (proxy grantor) fills in the details clearly and completely as required in the attached proxy form, and signs it. The proxy holder also signs his/ her name in the signature space for proxy.

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

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

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

- Mrs.Dayana Bunnag	Independent Director and Chairwoman of the Audit Committee	Age 65 years
Residing at:	No. 8/34, Soi Vibhavadi 17, Vibhavadi Rangsit Road, Chatuchak Sub-district, Chatuchak District, Bangkok 10900	
- Mr.Chet Pattrakornkul	Independent Director, Chairman of the Compliance and Governance Committee, Member of the Audit Committee and Member of the Nomination and Remuneration Committee	Age 68 years
Residing at:	No. 21, Soi Sathityuthakarn 1, Tiwanon 48 Road, Thasai Sub-district, Muang District, Nonthaburi 11000	

- (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.

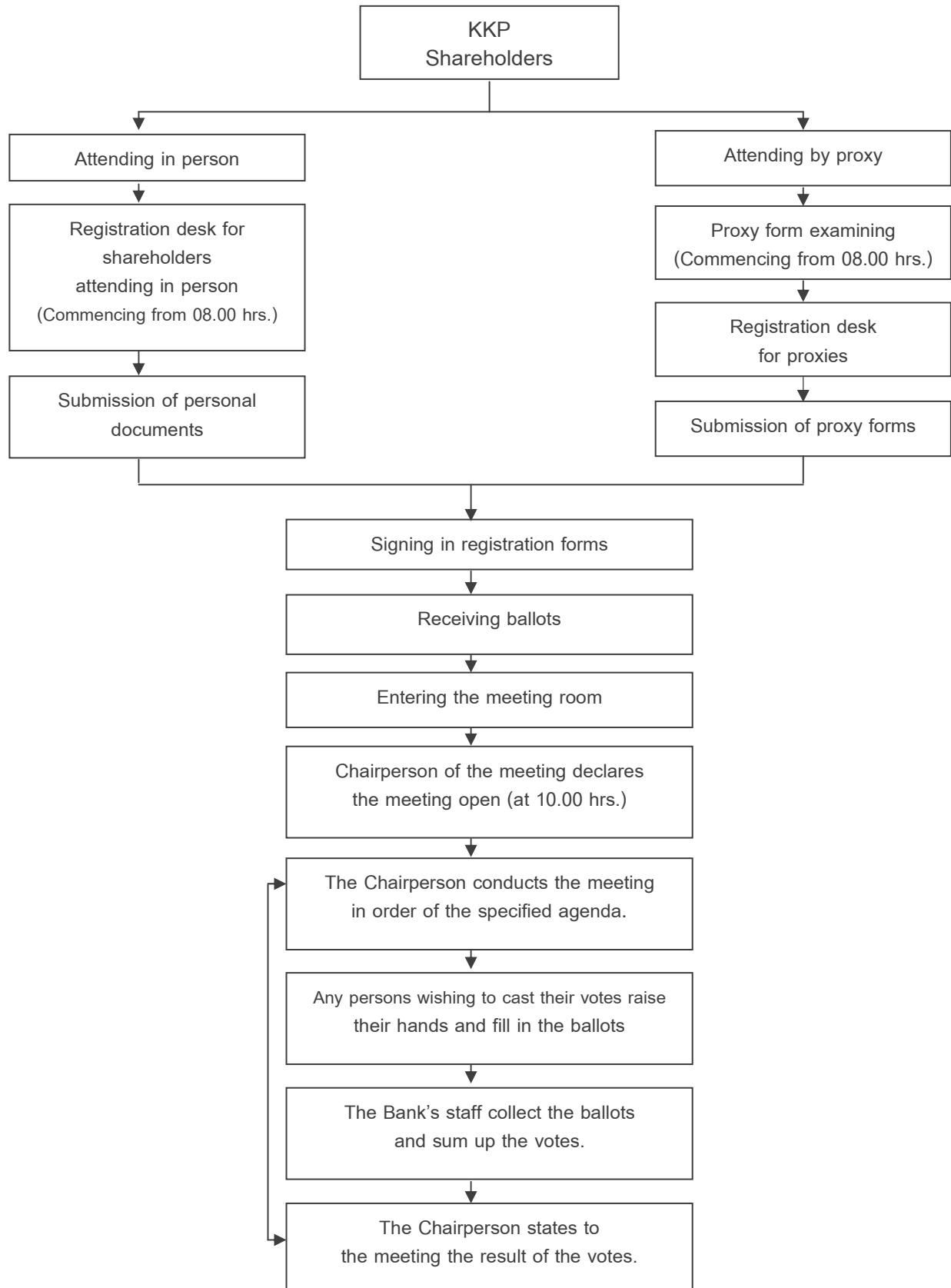
#### 4. Voting and informing of voting results

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  
Kiatnakin Bank Public Company Limited**

Monday, April 24, 2017



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.

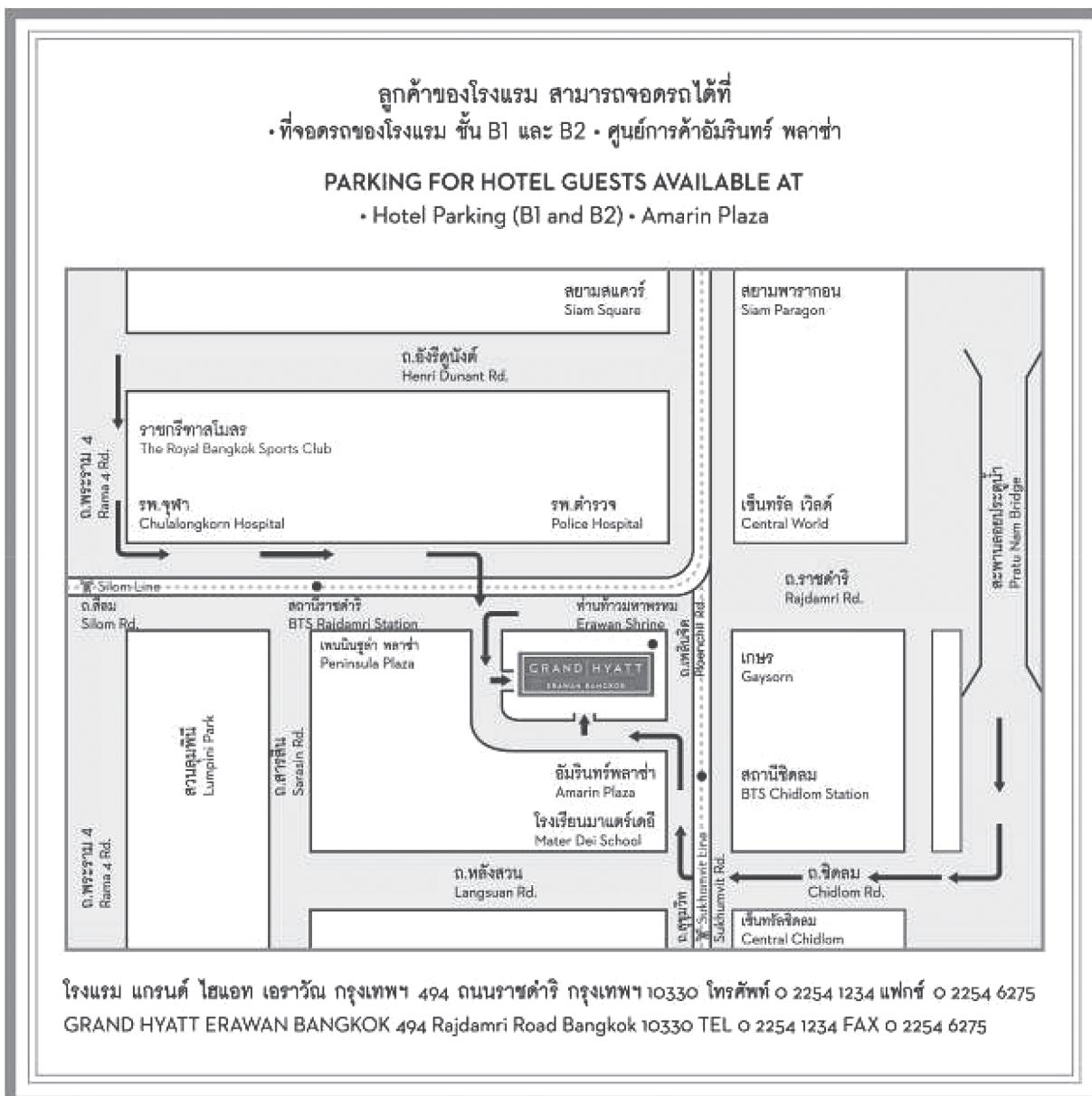
**Article 47** The Company must allocate, as the reserve, not less than five percent of the annual net profit less by the accumulated loss (if any) until the reserve is not less than ten percent of the registered capital.

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.

### 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



เคล็ด(ไม่)ลับ

# เตรียมตัวเข้าประชุมผู้ก่อหุ้น

## ก่อนการประชุมผู้ก่อหุ้น

- ศึกษาวาระการประชุม และเตรียมประเด็นซักถาม เป็นประโยชน์ต่อการพัฒนาบริษัท



- เตรียมเอกสารเพื่อแสดงตน และศึกษาสืบงานสถาบันที่วันเวลาที่ประชุม



- เสนอวาระ: รายชื่อกรรมการ หรือส่วนราชการล่วงหน้าตามขั้นตอนของบริษัท



- หากเข้าประชุมไม่ได้ ควรมอบอันจากให้บุคคลอื่นหรือกรรมการอธิบดี ควรส่งเอกสารก่อนวันประชุม พร้อมติดอากรและบัญชี

## วันประชุมผู้ก่อหุ้น

- ไม่เรียกร้องรับของชำร่วย เพราะเป็นต้นทุนของบริษัท และเพื่อสร้างความเท่าเทียมกับ ของผู้ก่อหุ้น



- การคำนวณตามวาระการประชุม และเปิดโอกาสให้ผู้อื่นได้ถามด้วย
- ใช้ถ้อยคำสุภาพ
- มีส่วนร่วม ปักป้องสิทธิของตน เพื่อให้การประชุมเป็นไปอย่าง เรียบร้อย ประยุติเวลา



- ศึกษาการลงมติ ในแต่ละวาระให้เข้าใจ



- ลงคะแนนเสียงตามที่เห็นสมควรอย่างเป็นอิสระ



## หลังการประชุมผู้ก่อหุ้น

- ติดตามการแจ้งมติผ่านทวิตเตอร์ ภายในวันถัดไปว่าถูกต้องตามที่ประชุม ([www.set.or.th](http://www.set.or.th), SETApplication, [www.settrade.com](http://www.settrade.com))



- ติดตามรายงานการประชุมผ่าน website ของบริษัท ว่าบันทึกไว้สอดคล้องกับ การประชุม

- ติดตามว่าบริษัทได้ดำเนินการ ตามมติที่ประชุมผู้ก่อหุ้นหรือไม่



