

[Translation]

Ref. No. Sor Kor 146/2548

March 1, 2005

Subject Invitation for the General Meeting of Shareholders for the year 2005  
To Shareholders of Kiatnakin Finance Public Company Limited  
Enclosure 1. Copy of the Minutes of the General Meeting of Shareholders No. 1/2547  
2. Annual Report  
3. Copy of audited Balance Sheet and Income Statement as of December 31, 2004  
4. Directors' Biography (Attachment 1)  
5. Proxy Forms

The Board of Directors of Kiatnakin Finance Public Company Limited has resolved to call for the General Meeting of Shareholders for the year 2005 on Thursday 7 April, 2005 at 10.00 hours at Grand Ballroom, Grand Hyatt Erawan Hotel, Bangkok to consider the following agenda:

- Agenda 1** **To certify the Minutes of the General Meeting of Shareholders No. 1/2547**  
The Board's opinion: Certify the minute.
- Agenda 2** **To acknowledge and certify the Company's performance during the accounting year of 2004.**  
The Board's opinion: Acknowledge and certify the report on Company's performance for the accounting year of 2004.
- Agenda 3** **To approve the liquidation of Rattanatun Finance Public Company Limited.**  
The Board's opinion: Approve the liquidation of Rattanatun Finance Public Company Limited since it is part of the action required in transforming the company to a commercial bank as approved by the Ministry of Finance and will not have any effect on the company operations since it does not have any business activity.
- Agenda 4** **To acknowledge the Interim Dividend payment during the year of 2004.**  
The Board's opinion: Acknowledge the Interim Dividend payment during the year of 2004 according to the Board's meeting No. 7/2547 on Friday, August 6, 2004. The dividend was paid from the Company's performance during January 1, 2004 to June 30, 2004 to shareholders whose name listed on the common share register on the closing date of Friday, August 20, 2004 at 12.00 hours at Baht 1.00 per share.
- Agenda 5** **To acknowledge the change of the Board of Directors during the year of 2004.**  
The Board's opinion: Acknowledge the change of the Board of Directors during the year of 2004 in order to limit the number of executive directors in the Board not to exceed one third of its members to comply with the Bank of Thailand's criteria in transforming the company into a Commercial Bank. The following four directors have submitted the resignation to the Board.
1. Mr. Vichien Jearkjirm
  2. Mr. Chet Pattrakornkul
  3. Ms. Thitinan Wattanavekin
  4. Mr. Sarawut Charuchinda

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

1. Ms. Navaporn Reuangsakul
2. Mr. Suraphol Kulsiri
3. Mr. Manop Pongsatat

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

The Board's opinion: Approve the audited Balance Sheet and Income Statement as of December 31, 2004.

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

The Board's opinion: To pay dividend, derived from the Company's performance during 1 July 2004 to 31 December 2004, Baht 1.25 per share. Payment will be made to shareholders whose name are listed on the common share register on the closing date of March 17, 2005 at 12.00 hours. The dividend will be paid within April 29, 2005. The amount of legal reserved is Baht 110,424,498.53. The rest of the income will be transferred to capital fund.

**Agenda 8 To consider and approve the appointment of Directors to replace those who retired by rotation and also to approve the Directors' remuneration.**

The Board's opinion: To reappoint Mr. Tawatchai Sudtikitpisan, Mr. Suraphol Kulsiri and Mr. Somboon Chaidejsuriya who retired by rotation. The annual directors' remuneration for the year 2005 was proposed not to exceed Baht 10,000,000 per annum.

**Agenda 9 To consider and appoint the auditors and approve the auditors' fees.**

The Board's opinion: To appoint Mr. Suchart Luengsuraswat, Certified Public Accountant (Thailand) No. 2807, Mrs. Unakorn Phruithithada, Certified Public Accountant (Thailand) No. 3257 and Mrs. Anothai Leekitwattana, Certified Public Accountant (Thailand) No. 3442 of PricewaterhouseCoopers ABAS Limited as the Company's auditors, according to the proposal of the audit committee. Any one of the three is authorized to conduct the audit and express an opinion on the audited financial statements of the Company. In the absence of the above-named auditors, PricewaterhouseCoopers ABAS Limited is authorized to identify another Certified Public Accountant acting for PricewaterhouseCoopers ABAS Limited to carry out the work. The auditor fees for the year 2005 will be Baht 1,383,940 and to be proposed to the Shareholders Meeting for approval. In addition, an auditing fee of consolidated financial statements and reviewing fees of the consolidated interim and cash flow statements for the amount of Baht 1,537,000 shall be proposed to the Shareholders Meeting for acknowledgement.

**Agenda 10 To consider and acknowledge the remuneration and benefits of the Directors and Executive Officers.**

The Board's opinion: Acknowledge the report of remuneration and benefits of the Directors and Executive Officers.

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

The Board's opinion: Acknowledge the report of audit committee.

**Agenda 12 Other issues (if any)**

The Company will close the shares registration book to determine the right to attend the General Meeting of Shareholders for the year 2005 which is scheduled on Thursday 17 March 2005 from 12.00 hours until the meeting is adjourned.

It is important to point out that the Company Warrant 2, 3 and 4 holder who exercises his right on March 30, 2005 will not have the right to receive the dividend and attend the meeting.

All Shareholders are hereby invited to attend the Meeting at the date, time, and place as mentioned above. Any shareholder who wishes to appoint another person to attend and vote at the meeting on his/her behalf, please complete and sign only one type of the enclosed proxy form(s) and affix the Baht 30 (Baht thirty) duty stamp and submit to the Company prior to the Meeting.

Yours sincerely,

(Signed) Pravit Varutbangkul  
(Mr. Pravit Varutbangkul)  
Director

Office of the Directors  
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