

**[Translation]**

**Notice of  
2009 Annual General Meeting  
of Shareholders  
Tuesday, 21 April 2009**

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Sor Gor 43/2552

19 March 2009

Subject: Invitation to attend the Annual General Meeting of Shareholders for 2009

To: Shareholders of Kiatnakin Bank Public Company Limited

- Attachments:
1. Copy of minutes of the Annual General Meeting of Shareholders for 2008
  2. The Bank's annual report for the year 2008
  3. Names list and profile of directors to be elected as directors to replace those retiring by rotation
  4. The Bank's definition of independent director
  5. Responsibilities and functions of Bank committees
  6. Names list of auditors, audit fees and list of the Bank's subsidiary companies retaining the same auditor
  7. Profile of directors proposed by the Bank to act as proxies for shareholders
  8. Guidelines for registration, appointment of proxy, and documents or evidence required to attend and vote in the Shareholders' Meeting
  9. Steps to be followed in attending the Annual General Meeting of Shareholders
  10. The Bank's Articles of Association specifically related to the Shareholders' Meeting
  11. Map of the meeting venue
  12. Proxy form B

In accordance with the resolution of the Board of Directors of Kiatnakin Bank Public Company Limited, the Annual General Meeting of Shareholders for 2009 will be held on Tuesday, 21 April 2009 at 10.00 hours (10 a.m.) at the Grand Ballroom, Grand Hyatt Erawan Bangkok Hotel, 494 Rajdamri Road, Bangkok 10330. The following agenda items will be considered:

**Agenda No.1**                      **To consider and approve minutes of the Annual General Shareholders Meeting for 2008**

**Purpose and Reason:** The Bank held the 2008 General Shareholders Meeting on 18 April 2008, and has sent the minutes of such meeting to the Securities Exchange Commission of Thailand and Ministry of Commerce within the time period specified by law, including having uploaded it on the Bank's website. The minutes are also contained in Attachment 1.

**Opinion of the Board:** The 2009 Annual General Meeting of Shareholders should approve the minutes of the 2008 Annual General Shareholders Meeting held on 18 April 2008.

**Agenda No.2:**                      **To acknowledge the Bank's activities during 2008**

**Purpose and Reason:** The Bank's operating results for the year 2008 are recorded in the Bank's 2008 annual report, sent with the invitation letter to attend the 2009 Annual General Meeting of Shareholders, and can also be seen in Attachment 2.

**Opinion of the Board:** The Bank's operating results for 2008 should be submitted to the Annual General Meeting of Shareholders for acknowledgement.

**Agenda No.3**                    **To consider and approve the financial statements for the year ended 31 December 2008**

**Purpose and Reason:** The financial statements for the year ended 31 December 2008, as shown in the annual report, has been audited by the certified public accountant. It was sent to shareholders with the invitation letter to attend this Meeting, and can be seen in Attachment 2.

**Opinion of the Board:** It is proposed that the Annual General Meeting of Shareholders approve the financial statements for the year ended 31 December 2008, which has been audited by the certified public accountant.

**Agenda No.4**                    **To consider and approve the allocation of 2008 operating profits and payment of dividend**

**Purpose and Reason:** The Bank's net profit from consolidated financial statements for 2008 was 1,866,992,975 Baht, without any accumulated losses. Thus, the Bank is in a position to pay dividend to shareholders, in accordance with Article 115 of the Public Limited Companies Act of B.E.2535 (1992) and Article 45 of the Bank's Articles of Association, which states that the Board of Directors has the authority to pay an interim dividend to shareholders if Bank profits are seen by the Board as sufficient to do so. In addition, the Articles of Association states that once such dividend has been paid out, it is to be reported to shareholders at the next meeting. Also, according to Article 116 of the Public Limited Companies Act of B.E. 2535 (1992), the Bank must allocate a portion of the annual net profit as legal reserves to the amount not less than 5 per cent of annual net profit, less total accumulated losses (if any), until the amount of capital reserves is not less than 10 per cent of registered capital.

Please note that the Bank's dividend policy is to pay out at the rate of not more than 60 % of annual net profit recorded in the Bank's consolidated financial statements.

For the operating results of 2008, the Bank attained a net profit from the consolidated account to the amount of 1,866,992,975 Baht. Thus, the Board has decided to pay dividend to shareholders at the rate of 1.75 Baht per share. Total amount to pay being 915,418,547 Baht, representing 49.03 % of net profit for the year 2008 recorded in the Bank's consolidated financial statements, being in line with the Bank's dividend payment policy. Since the Board has paid out an interim dividend for 1 January – 30 June 2008 operating results at the rate of 1.00 Baht per share on 22 August 2008, therefore, dividend remaining to be paid for the 1 July – 31 December 2008 operating results will be 0.75 Baht per share.

A comparison between the dividend payout for 2008 and 2007 is shown below:

<b><u>Details on dividend payment</u></b>	<b>2008</b>	<b>2007 (revised)</b>
1. Net profit (Baht)	1,866,992,975	2,111,039,536
2. No. of shares (shares)		
2.1 no. of shares entitled to interim dividend	523,054,712	517,777,883
2.2 no. of shares entitled to annual dividend*	523,151,780	521,763,069
3. Total dividend paid per share (Baht : share)	1.75	2.30
3.1 interim dividend (Baht.: share)	1.00	1.00
3.2 annual dividend (Baht : share)	0.75	1.30
4. Total dividend paid (Baht)	915,418,547	1,196,069,873
5. Dividend payout ratio	49.03	56.66

\* The numbers of shares as of 27 March 2009 might be changed when there is exercising the right of warrants series 3 and 4 in March 2009.

**Opinion of the Board:** The Annual General Meeting of Shareholders should approve dividend payment for 2008 operating results at the rate of 1.75 Baht per share. Since an interim dividend of 1.00 Baht per share was paid out on 22 August 2008, the amount of 0.75 Baht remains to be paid. The Bank has set the record date on 29 April 2009 to determine the shareholders entitled to receive dividend, and the share registration book closing date and suspending shares transfer on 30 April 2009 to compile the shareholders list pursuant to section 225 of the Securities and Exchange Act. The dividend will be paid out by 15 May 2009. Allocation of funds for legal reserve will also be made at the amount of 7,385,541 Baht. The remaining profit will be transferred to the unappropriated reserve, retained earnings and accounted for the Bank's capital fund.

**Agenda No.5**                      **To consider and elect directors in place of directors retired by rotation**

**Purpose and Reason:** Article 18 of the Bank's Articles of Association specifies that one-third of directors are to be retired at the Annual General Shareholders Meeting. For this year, the directors to be retired by rotation are:

- |   |   |
|---|---|
| 1) Mr. Pichai Dachanapirom              | Independent Director and Chairman of the Audit Committee  |
| 2) Associate Professor Manop Bongsadadt | Independent Director, member of the Audit Committee and Chairman of the Nomination and Remuneration Committee |
| 3) Mr. Tarnin Chirasootorn              | Director  |

The Bank has posted on its website an invitation to shareholders to propose names of qualified persons to be elected as directors and for suggestion of topics to be included in the Annual General Shareholders Meeting agenda. It has not received any response.

The Nomination and Remuneration Committee, without participation of committee members with related interests, has considered the qualifications, experience and capabilities of the above-mentioned three directors, is of the opinion that they are fully qualified and are valuable assets of the Bank, having the expertise in their fields and strongly qualified in related businesses that are essential to the successful operation of the Bank. In addition, they do not have any attributes prohibited by relevant banking laws. So it proposes to the Board of Directors to advise the Shareholders' Meeting to elect the three directors for another term of office. (Profile of the directors and the Bank's definition of independent director can be seen in attachments 3 and 4 respectively)

**Opinion of the Board:** The Board, which in its deliberation did not include directors having related interests, agreed with the Nomination and Remuneration Committee and recommends to the General Meeting of Shareholders that the above-mentioned directors retired by rotation i.e. Mr. Pichai Dachanapirom, Associate Professor Manop Bongsadadt and Mr. Tarnin Chirasootorn be re-elected to the Board for another term.

**Agenda No.6**                      **To consider remuneration for the Directors for 2009**

**Purpose and Reason:** The remuneration of directors should be commensurate with their tasks and responsibilities and should be reviewed every year. For 2009, the Nomination and Remuneration Committee has carefully considered the remuneration for directors and members of committees, which consist of monthly payments, meeting honorariums and directors' bonuses. It

has compared the rates with that paid by commercial banks of the similar size and business tendencies, and deemed it appropriate that the current remuneration rate stays the same as of 2008. It is to be noted that the total amount to be paid in bonuses and other remuneration to all directors shall **not exceed 8 million Baht which was 2 million Baht decreased from 2008.**

Table comparing remuneration to directors in 2009 and 2008

Type of remuneration	2009 (proposed year)	2008
1. Monthly remuneration - Chairperson of the Board - Director	60,000 Baht per month 30,000 Baht per person per month	60,000 Baht per month 30,000 Baht per person per month
2. Remuneration for members of other committees is a fixed fee paid per meeting attended (other committees means the Audit Committee and the Nomination and Remuneration Committee)		
Meeting honorariums - Chairperson - Committee member	25,000 Baht per meeting 15,000 Baht per person per meeting	25,000 Baht per meeting 15,000 Baht per person per meeting
3. Bonus for directors	Total amount to be paid in bonuses and other remunerations to all directors shall not exceed <b>8</b> million Baht. The Board of Directors is authorized to determine the amount to be paid to each director	Total amount to be paid in bonuses and other remunerations to all directors shall not exceed <b>10</b> million Baht. The Board of Directors is authorized to determine the amount to be paid to each director
<b>Total remuneration proposed to Shareholders for approval</b>	<b>8 million Baht</b>	<b>10 million Baht</b>

\* (Responsibilities and functions of committees can be seen in Attachment 5)

**Opinion of the Board:** The Board of Directors, after having considered the matter, agreed with the Nomination and Remuneration Committee's recommendation, and propose the Shareholders' meeting to approve the remuneration for Bank Directors for 2009. Details are as follows:

1. Monthly remuneration for directors:
  - Chairperson of the Board      60,000 Baht per month
  - Directors                              30,000 Baht per month per director
2. Remuneration for other committee members: (namely, the Audit Committee and the Nomination and Remuneration Committee) paid per meeting, for each attendance.
  - Chairperson                              25,000 Baht per meeting
  - Committee members                      15,000 Baht per person per meeting
3. Bonus for directors:                      Total amount to be paid in bonuses and other remunerations to all directors shall not exceed 8 million Baht. The Board of Directors is authorized to determine the amount to be paid to each director.

**Agenda No.7                      To consider and appoint auditors and their fees**

**Purpose and Reason:** Pursuant to the Public Limited Companies Act of B.E. 2535 (1992) and Article 36 of the Bank's Articles of Association which state that the Annual General Meeting of Shareholders shall appoint and fix auditor's fee every year, the Audit Committee has considered the appointment of 3 auditors, and the fixing of audit fee for the year 2009, and proposed to the Board of Directors to appoint Mr. Suphamit Techamontrikul, Certified

Public Accountant Registration no. 3356 or Mr. Niti Jungnitnirundr, Certified Public Accountant Registration no. 3809 or Mr. Permsak Wongpatcharapakorn, Certified Public Accountant Registration no. 3427 of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to be the Bank's auditor; subject to the approval of the Bank of Thailand. The audit fee for the accounting year 2009 is set at 3,540,000 Baht. In addition, the Audit Committee suggests submitting to the Shareholders' Meeting for acknowledgement that service fees connected with the Bank's subsidiaries, namely, fees for review of the consolidated financial statements, consolidated cash flow statement, and for tax filing verification expense, is 720,000 Baht. (Details are in Attachment 6)

**Opinion of the Board:** It is proposed that the Annual General Meeting of Shareholders appoint Mr. Suphamit Techamontrikul, Certified Public Accountant no. 3356 or Mr. Niti Jungnitnirundr, Certified Public Accountant no. 3809 or Mr. Permsak Wongpatcharapakorn, Certified Public Accountant no. 3427 of Deloitte Touche Tohmatsu Jaiyos Audit Co. Ltd. to be the Bank's auditor and approve the audit fee for the year 2009 at Baht 3,540,000 as proposed by the Audit Committee. The Meeting is also asked to acknowledge the fees connected with the Bank's subsidiaries, namely, fees for review of the consolidated financial statements, consolidated cash flow statement, and for tax filing verification expense, at Baht 720,000.

**Agenda No.8**                      **To consider and approve the issuing and selling of additional types of debentures, namely secured or subordinated debentures**

**Purpose and Reason:** The resolutions of the Annual Shareholders' Meeting for 2008 held on 18 April 2008, approved the Bank to issue and sell unsecured or unsubordinated debentures, short-term debentures, or short-term working capital debentures of all types. These debentures could be in all forms, project or non-project based, depending on market conditions and specific needs of the Bank at the time of the offering. The outstanding value, at any time, was set to not exceed Baht 30,000,000,000 (Thirty billion Baht) with a term not exceeding 10 years.

In 2008, the Bank sold 10,486 million Baht worth of unsecured or unsubordinated, of which 4,870 million Baht was long-term debentures and 5,616 million Baht was short-term debentures. The amount replaced the 14,596 million Baht worth of debentures that was due and redeemed during 2008. As at the end of 2008, the Bank has an outstanding debenture amount of 9,390 million Baht.

At present, debenture is becoming a widely popular choice among investors seeking higher returns than the current bank deposit rates and can accept higher risk. With the rapidly declining and fluctuating interest rates, debentures offer an opportunity for the Bank to quickly mobilize funds. Currently, many commercial banks issued subordinated debentures to fortify their capital base, maintain deposits of interested customers, and effectively manage the bank's capital during the volatile interest rates situation.

Thus, in order to increase liquidity for the Bank in issuing debentures in a timely manner during the time of rapid interest rate fluctuating, to maintain deposits of interested customers, and to effectively manage the Bank's capital, the Board of Directors are in agreement to propose the issuing and selling of additional types of debentures, namely secured or subordinated debentures, at the Annual Shareholders' Meeting for approval. As per the resolution from the Annual Shareholders' Meeting for 2008 held on 18 April 2008, the debenture outstanding amount at any time is not to exceed Baht 30,000,000,000 (Thirty billion Baht) or equivalent in other currencies. The Bank may issue and sell the debentures at the same time or at different times.

**The details of the debentures are as follows:**

<b>Type:</b>	Unsecured or secured or subordinated, unsubordinated debentures, short-term debentures or short-term working capital debentures. Could also be in all forms, project or non-project based, depending on market conditions and specific needs of the Bank at the time of the offering.
<b>Debenture-holder Representative:</b>	The Bank shall appoint a debenture-holder representative for each debenture type as required by the Securities and Exchange Commission or other pertinent laws, notices and regulations.
<b>Total value of the debentures:</b>	Outstanding, at any time, not exceeding 30,000,000,000 Baht (Thirty billion Baht) or equivalent in other currencies.
<b>Term:</b>	Not exceeding 10 years.
<b>Sales offering:</b>	(1) Public offering for domestic and/or foreign investors and/or (2) Private placement to specific investors and/or institutional investors or domestic and/or foreign investors. The Sales offer is to be done in compliance with Notice of the Securities and Exchange Commission and/or Notice of the Office of Securities and Exchange Commission and/or other notices in effect at the time of the offering, as the case may be.
<b>Redemption prior to due date:</b>	<p>Holders of debentures may or may not have the right to ask for redemption of the debentures prior to due date, and the Bank may or may not have the right to redeem the debentures prior to due date, depending on terms and conditions of each issue of the debentures.</p> <p>The Board of Directors is authorized to specify conditions in the issuance and/or delegate to the Executive Board the sales offering of each issue of debentures, for example: type, amount of debenture to be issued each time, term, method of allocation, method of sales offering, denomination value, offering price per unit and interest rate. The above entities are also authorized to delegate to other person or persons to negotiate, sign contracts and related documents, and take actions necessary and appropriate to the debenture issuance and sales offering. The result of the issuance shall be reported to the Board of Directors or the Executive Board.</p>

**Opinion of the Board:** The General Shareholders' Meeting should approve amending the resolution of the 2008 Annual General Meeting of Shareholders held on 18 April 2008 regarding the issuance and sales of debentures of the Bank by adding the types of debentures to include secured or subordinated debentures issued and offered to general public and/or private placement, with the total outstanding issue size remain unchanged, not exceeding 30,000,000,000 Baht (Thirty billion Baht) or equivalent value in other currencies. The debentures issuance and offering can be all at one time or in series.

**Agenda No. 9                      Other issues (if any)**

The Bank has set the record date on 26 March 2009 to determine the shareholders who have the right to attend the Annual General Meeting of shareholders, and the share registration book closing date and suspending shares transfer on 27 March 2009 to compile the shareholders list pursuant to section 225 of the Securities and Exchange Act.

Shareholders are invited to attend the 2009 Annual General Meeting on the time, date, and place indicated above. For shareholders who wish to appoint a proxy or a Bank director (names of such directors as specified in the guidelines for proxy appointment) to attend the meeting and vote in their place, please fill in the proxy form attached herewith (attachment 12) and hand it to the Bank staff before the meeting starts.

Those shareholders who would like to appoint a general proxy can use proxy form A, 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 be downloaded from the Bank's website (<http://www.kiatnakin.co.th>) and can see the letter of invitation to attend this Shareholders' Meeting and supporting documents in the Bank's website from 20 March 2009 onwards. For any questions on the meeting agenda, you can send your questions in advance to the Bank via the following e-mail address : [investor\\_relation@kiatnakin.co.th](mailto:investor_relation@kiatnakin.co.th), or by fax to 0-2256-9669 or by post to the Bank's address.

Yours faithfully,

*Tawatchai Sudtikitpisan*  
(Mr. Tawatchai Sudtikitpisan)  
President

Office of the Directors  
Telephone 0-2680-3159-3161  
Facsimile 0-2256-9669

**[Translation]****Minutes of the 2008 Annual General Shareholders' Meeting of  
Kiatnakin Bank Public Company Limited**

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The Meeting was held on Friday, 18 April 2008 at 10.00 hours at the Grand Ballroom, Grand Hyatt Erawan Bangkok Hotel, 494 Rajdamri Road, Pathumwan District, Bangkok 10330. Registered capital of the Bank as specified is 7,154,600,300 Baht or 715,460,030 ordinary shares, with a par value of 10 Baht per share. The Bank has a paid-up capital of 5,217,829,690 Baht, equivalent to 521,782,969 ordinary shares.

**Names of Bank Directors present at the Meeting**

1. Ms. Nawaaporn	Ryangskul	Independent Director and Chairperson of the Board of Directors
2. Mr. Pichai	Dachanapirom	Independent Director and Chairman of the Audit Committee
3. Assoc. Prof. Manop	Bongsadadt	Independent Director, Member of Audit Committee and Chairman of the Nomination and Remuneration Committee
4. Mr. Chet	Pattrakornkul	Independent Director, Member of the Audit Committee and Member of the Nomination and Remuneration Committee
5. Mr. Tarnin	Chirasoonthorn	Independent Director
6. Mr. Pravitt	Varutbangkul	Director
7. Mr. Suraphol	Kulsiri	Director and Member of the Nomination and Remuneration Committee
8. Mr. Pracha	Chumnarnkitkosol	Director
9. Mr. Supol	Wattanavekin	Director, Chairman of the Executive Board and Chairman of the Risk Management Committee
10. Mr. Tawatchai	Suttikitpisan	President

**Names of members of the Bank's Executive Board and senior executives in attendance**

1. Mr. Chavalit	Chindavanig	Head of Finance and Budgeting
2. Ms. Thitinan	Wattanavekin	Head of Deposit and Marketing
3. Mr. Sarawut	Charuchinda	Head of Debt Restructuring
4. Mr. Patom	Amorndechawat	Head of Operations
5. Mrs. Sineenath	Tejagupta	Senior Executive Vice President - Office of the Directors and Secretary to the Board of Directors
6. Mr. Somkiat	Pongjunyakul	Executive Vice President, Information Technology
7. Ms. Nujaree	Sithasrivong	Executive Vice President, Human Resource Management
8. Mr. Kriengsak	Sukhanaphorn	Senior Vice President, Internal Audit Office
9. Mrs. Suree	Harnpinijak	Senior Vice President, Accounting Department

**Name of Auditor from PricewaterhouseCoopers ABAS Ltd. in attendance**

1. Ms. Unakorn Pruthithada	Certified Public Accountant Registration No. 3257
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**Name of Legal Counselor from Amarin Law Office Co., Ltd. in attendance**

1. Mr. Yodying Dejpuvadol
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### **The Meeting commenced at 10.10 hours**

Ms. Nawaaporn Ryangskul, Chairperson of the Board of Directors, acted as Chairperson of the Meeting. She welcomed shareholders and introduced the Bank's Board of Directors, the Executive Board, senior executives, and counselor from Amarin Law Office. She informed that in attendance were 220 shareholders and by proxies, the equivalent of 258,307,584 shares, representing 49.50 % of the total paid-up capital. This constituted a quorum, as specified in the Bank's Articles of Association.

The Chairperson then opened the 2008 General Shareholders' Meeting and explained the procedures for voting in each agenda item and for the counting of votes, as follows:

- Shareholders have the right to vote according to the number of shares they own, one share is entitled to one vote. In the case where a shareholder has a connected interest in any item, that shareholder cannot vote on that item, except when voting to elect directors.
- Any resolution arising from the Shareholders' Meeting must be approved by the majority of shareholders present and eligible to votes, except the law deems otherwise.
- The counting of votes in the Shareholders' Meeting when voting on a resolution follows the rules explained below:

In the case of shareholders attending the meeting in person :

The Chairperson will ask for and count the votes only of those who disapprove or abstain on the resolution. So, for any agenda item, if shareholders do not want to approve or want to abstain, they should write their preferences down on the voting card and then raise their hands so the staff can collect their written votes for subsequent counting. The disapproved and abstained votes are then subtracted from the total number of shares present at the Meeting. It is deemed that the resulting number represents the number of votes in favour of the resolution.

In the case where shareholders assign proxies to attend the Meeting :

If the shareholder had voted on a proposed resolution in advance in the form provided by the Bank, the Bank will record that vote – agree, disapprove, abstain – in the computer to be counted in the final tally. But if the shareholder (granter of the proxy) did not state his/her preference on the form or states it unclearly, the proxy can vote for the shareholder and follow the procedure as mentioned in the above paragraph. The Bank staff will then collect the voting card from the proxy as if collecting from the shareholder.

- The above-mentioned procedures shall be used for every agenda item, except for agenda no. 5 on electing directors to be retired by rotation. In order for such election process to follow good practices as contained in the Securities and Exchange Commission project on quality shareholders' meetings, which aims to promote transparency and verifiability in the counting of votes, the procedure for agenda no. 5 is that all shareholders attending the Meeting irrespective of whether they approve, disapprove, abstain, to record their preferences on the voting cards. The Bank staff will then collect voting cards from every shareholder for counting.
- In addition, for the Meeting to be conducted with transparency and in accordance with the Securities and Exchange Commission's code on good practices, the Bank this year has assigned Amarin Law Office Co., Ltd. to oversee the proceedings to ensure that it is conducted with transparency and in accordance with the regulations of the Bank. Also, the Chairperson has invited 2 shareholders to sit with the Bank staff assigned to vote counting as witnesses.

The Chairperson informed the Meeting that the Bank had on its website, invited shareholders to propose the names of persons whom they saw as having appropriate qualifications to be selected as directors, and to propose agenda topics for consideration in this Meeting. Neither had been submitted.

The Chairperson then proposed the Meeting to consider the agenda items as stated in the Letter of Invitation to attend the Annual General Shareholders Meeting for 2008, as follows:

**Agenda No. 1**      **To consider and approve the minutes of the Annual General Shareholders Meeting for 2007**

The Chairperson asked the Meeting to consider and approve the minutes of the Annual General Shareholders Meeting for 2007, which was held on 19 April 2007. The Bank had already sent the minutes to the Securities Exchange of Thailand and the Ministry of Commerce within the time frame required by law. The Bank had also posted the minutes on its website and a copy was sent to shareholders earlier with the Letter of Invitation to attend this meeting.

The Chairperson asked if any shareholder would like to modify, correct, or express an opinion about the minutes. There were none so the Chairperson asked for a vote to approve the minutes. She then announced the voting results as follows:

- Approved            295,460,528 votes or 100 % of shareholders attending the Meeting and voting.
- Disapproved            500 votes or 0.00 % of shareholders attending the Meeting and voting.
- Abstained            1,000 votes or 0.00 % of shareholders attending the Meeting and voting.

**Resolution of the Meeting:**            Shareholders who attended the Meeting and with the right to vote, resolved by majority vote to approve the minutes of the General Shareholders Meeting for 2007, held on 19 April 2007.

**Agenda No. 2**      **To acknowledge the Bank's activities during 2007**

The Chairperson asked the Meeting to acknowledge the Bank's activities as detailed in the Annual Report for 2007, which had been sent to shareholders along with the Letter of Invitation. She then asked Mr. Tawatchai Sudtikitpisan, the Bank's President, to report on activities in 2007 for shareholders' acknowledgement.

The President reported past year's key changes as follows:

As of 18 April 2008, the Bank had a total of 28 branches, an increase from 2007 when there were 19. The Bank estimated that in 2008, nine more branches will be opened. The Bank has one subsidiary i.e. Kiatnakin Securities Co., Ltd. which has a total of 13 branches.

**Summary of financial status in 2006 compared with 2007**

- Assets increased from 76,763 million Baht to 88,839 million Baht
- Total loans increased from 51,858 million Baht to 65,700 million Baht
- Total liabilities increased from 59,259 million Baht to 70,231 million Baht
- Deposits decreased slightly from 44,560 million Baht to 44,420 million Baht because the Bank had been mobilizing more funds by issuing commercial notes, in order to test the Bank's credit standing in the market in advance of the new deposit insurance scheme. These notes are not protected by the Financial Institutions Development Fund, but it was found that market reception had been very good.
- Shareholders' equity increased from 17,504 million Baht to 18,608 million Baht

- Interest income and dividends net of NPL decreased slightly from 3,497 million Baht to 3,443 million Baht
- Non-interest income increased from 1,121 million Baht to 1,811 million Baht
- Non-interest expenses increased from 2,296 million Baht to 2,653 million Baht
- Profit before income tax increased from 2,322 million Baht to 2,601 million Baht
- Income tax increased from 285 million Baht to 445 million Baht
- Net profit increased from 2,034 million Baht to 2,154 million Baht

### **Financial Ratios in 2006 compared with 2007**

- Return on equity decreased slightly from 12.09 % to 11.96 %
- Return on assets decreased slightly from 2.81 % to 2.60 %
- Net profit per share increased from 3.98 Baht to 4.15 Baht
- Book value per share increased from 33.93 Baht to 35.59 Baht
- Ratio of Capital Fund Tier 1 and Tier 2 to Risk Assets decreased from 22.17 % to 16.39 %, due to the Bank having changed its accounting policy on the recording of investments in subsidiaries in the company financial statements of the Bank, from equity method to cost method
- Dividend per share increased from 2.20 Baht to 2.30 Baht

### **Structure of assets**

The Bank had funds for hire purchase loans at 47 % of total assets, an increase from 18% recorded in 2006. In 2007, loans outstanding expanded 26 % due to the Bank's success in expanding its hire purchase business by 42.4%. As to investment management of financial claims, there was much progress with the value being 6.9 billion Baht, a decrease from 9.0 billion Baht recorded in 2006. Loans for hire purchase outstanding amount was 42.2 million Baht (or 172,590 accounts), with the proportion being: used car loans 47% and new car loans 53%. Such loans were distributed at 20 % in Bangkok and 80% upcountry. Composition of the loans was 39% for passenger cars and 57% for pick-ups, the remaining being for other types of vehicles such as trucks. On loans for residential projects, at year-end 2007, its value stood at 15.2 billion Baht, no change from 2006. Most of such projects, or 67%, were concentrated in Bangkok and environs, while the rest distributed among large provinces. Most of the Bank's residential project loans during 2007 were in single-houses and townhouses, comprising 98 % of the loans. Business loans at year-end 2007 was 7.7 billion Baht, an increase from 6.3 billion Baht recorded in 2006. This was due to the increases in SME loans and personal loans. The Bank's net interest margin was 4.1 %, a decrease from 5.7% recorded in 2006. Net profit was 2,154 million Baht, an increase from 2,034 million Baht recorded in 2006 due to an increase in the Bank's non-interest income.

### **Changes in accounting policy**

The Bank changed its accounting policy in order to comply with the Professional Accountants Council Notice no. 26/2549 dated 11 October 2006 and no. 32/2549 dated 3 November 2006 that modified Accounting Standard no. 44 on Consolidated Financial Statements and Accounting Procedures for Subsidiary Companies. Implementation was to be for the accounting period from 1 January 2007 onwards. Details of the changes were as follows:

1. The Bank changed its accounting method for investment in subsidiaries from profit and loss method to cost method, effective from 1 January 2007.
2. The change will affect only those items in the company financial statements of the Bank, and will have no effect on preparation of the consolidated statements.

3. The Bank used the method of retroactive changes in financial statements, which affected only the Bank's balance sheets at 31 December 2006 and the Bank's statements of income for the year ending 31 December 2006. The effect was as follows:

1. Balance Sheet as at 31 December 2006	
- investment in subsidiaries decreased by	3,913.60 million Baht
- retained earnings at the end of the accounting period decreased by	3,913.60 million Baht
2. Statements of income for year ended 31 December 2006	
- net income – profit from investment in subsidiaries declined by	1,025.31 million Baht
- basic earnings per share decreased by	2.03 Baht per share
- diluted earnings per share decreased by	1.85 Baht per share

### **Report on supervisory activities of the Audit Committee**

Mr. Pichai Dachanapirom, Independent Director and Chairman of the Audit Committee reported on the supervisory activities of the Audit Committee, details available on page 8 of the Annual Report.

The Audit Committee was appointed by a resolution of the Bank's Board of Directors Meeting no. 3/2550 held on 26 April 2007, consisting of:

1. Mr. Pichai Dachanapirom	Chairman
2. Assoc. Prof. Manop Bongsadadt	Member
3. Mr. Chet Pattrakornkul	Member
4. Mr. Kriengsak Sukhanaphorn	Secretary

The Audit Committee's work is guided by an Audit Committee Charter. Its functions are to: report to the Board of Directors on the process of preparing financial reports that are correct, accurate, and can be read with confidence; determine the fees for the annual accounting audit and propose names of auditors to the Annual General Meeting of Shareholders for approval; supervise operations such that they are in accord with relevant rules and laws; co-ordinate with the Risk Committee, so that its work would be in accordance with the Bank's risk management framework; ensure that conflict of interests will not occur; supervise and give opinions on the Bank's internal auditing, and this includes approval of the Bank's annual internal auditing work plan.

During 2007, the Committee met 7 times. In addition to performing functions stated above, the Committee placed importance on the review of loans, particularly hire purchase loans of which there was considerable expansion, and subsequent opening of new branches to facilitate it. The Committee also improved the system of work to meet the needs of business expansion in a timely manner. It also monitored risk management activities so that it would be in line with Bank policy. In addition, it kept a close watch on deposit transactions, especially cash deposits, so people concerned would be confident that cash management and handling strictly follow the rules and regulations laid down.

The Committee met with the Bank's auditors 4 times and met once with the Bank of Thailand's audit team, in order to listen to results of audits, opinions, and suggestions from both external parties. This is to feedback to Bank executives so they can improve and change guidelines and practices of the internal auditors as necessary. One aim of the meetings was to guide internal

auditors so that they work in common direction, and to underline good governance in supervisory areas.

As for internal auditing done under the supervision of the Audit Committee, reviews were done on various departments: to make sure that these operated with internal controls in place and followed the rules, regulations, and directives. Reviews were also made on financial reports. Measures were taken towards all stakeholders, with equal consideration on the rights of shareholders. Information was handled in a transparent manner, and Committee reports were submitted to the Bank's Board of Directors on a quarterly basis. In general, the Audit Committee is the central body for receiving complaints, which are then used to improve services and operations so they would be more efficient and lead to the satisfaction of clients.

The Audit Committee was of the opinion that in 2007, preparation process of the budget and information handling had appropriate and sufficient control procedures. The Bank's financial statements were prepared in accordance with generally accepted and reliable principles. The operations of the Bank were done in an appropriate way.

The Chairperson asked the Meeting for any questions or opinions.

A shareholder asked what types of loans were contracted out in the SME sector. Looking at data on the interest margin in terms of graphs, it appears the Bank's interest cost was high which would have led to lower profits. But the Bank had been operating with efficiency, so the overall returns remained unchanged. Was this the case?

The President explained that even though net margin fell to 4.1%, two factors were responsible for the Bank's profit not falling too much. 1) The Bank's loans did grow in quantity terms, so if multiply that with the net margin which had not declined a lot, the result was profits did not fall significantly. 2) Other types of income existed, which were not reflected in the interest margin, such as income from foreclosed assets, brokerage income from the securities subsidiary, income from insurance sales when making hire purchase loans. As for SME loans made, this could be divided into 2 parts:

- 1) Loans to hire purchase customers, mainly upcountry business people, buying pick-up vans for their own business rather than for personal use.
- 2) SME loans were around 3.4 million Baht, and comprised of 4 types:
  1. Floor plan loans, which were given out to entrepreneurs running second-hand car tents, who needed working capital to buy cars to resell. This kind of loan will help the hire purchase business of the Bank.
  2. Loans for apartment projects.
  3. Loans for logistics business, which were loans mainly for the purchase of 10 wheel trucks and trailers used to transport cement, oil, and other products.
  4. Loans for printing and packaging business.

All these loans mentioned above are different from SME loans of other financial institutions in that, the Bank concentrates on a selected group of business types, in accordance with its vision. That is, it would focus on areas of business which it has expertise in and which it can control risks.

A shareholder asked that after looking at page 5 of the Annual Report on summary of financial data, please explain why income from consolidated financial statements was less than the company

statements. Which subsidiaries, names of which were stated on pp.10-11 of the Annual Report, did the income disappear from? And what are the measures to solve this problem?

The President asked Mr. Chavalit Chindavanig, Head of Finance and Budgeting to explain. He said that the difference in income figures shown in the consolidated and company statements were dividends. In the company statements, dividend income from subsidiaries and from the mutual funds (which are deemed as subsidiaries) were recorded, resulting in company statements showing a higher income than that shown in the consolidated statements.

The shareholder asked what was the connection between the subsidiaries' operations and the decrease in income figures in the consolidated statements?

The Head of Finance and Budgeting, explained that last year there was a change—as the President reported earlier—in the accounting method of recording of investment in subsidiaries in the company accounts. Thus, profit from subsidiaries was not anymore recorded as income or profit in the company statements. Rather, it would be recorded as income from dividends. As can be seen on page 73 under the heading interest and dividends, (the latter which derives from investment in securities), that the company statements for 2007 showed 2,174 million Baht, while in the consolidated statements it was recorded at 253 million Baht. The big difference of over 1,000 million Baht comprised of dividends the subsidiaries paid back to the Bank. That is, in the preparation of the consolidated statements, account was taken of transfers between companies within the Bank group, which the Bank holding almost 100% of their shares.

No other shareholder asked questions or expressed opinions.

The Chairperson of the Meeting asked for acknowledgement of the report on the Bank's activities for 2007.

**Resolution of the Meeting:** It acknowledged the report on the Bank's activities for 2007 as proposed.

**Agenda No. 3 To consider and approve the financial statements for the year ended 31 December 2008**

The Chairperson proposed that the Meeting consider and approve the Financial Statements for the year ended 31 December 2007, which was audited by the certified public accountant, as detailed in the 2007 Annual Report sent earlier to shareholders along with the invitation to this meeting. She asked Mr. Tawatchai Sudtikitpisan, Bank President to explain in detail.

The President summarized the financial statements for the year ended 31 December 2007, which comprised company and consolidated Bank statements as detailed in the 2007 Annual Report. He also reported that the Bank's certified auditor from PricewaterhouseCoopers ABAS Ltd. was of the opinion that the statements were correct and done in accordance with generally accepted accounting principles. Moreover, such opinion was an unqualified one.

A shareholder asked about the statements of income on page 73, line 4 which showed dividends for 2007 increasing from 149 million Baht to over 2,000 million Baht, whether this was due to the changeover to a new accounting system, and whether this amount of dividend will be this large in the future?

Mr. Supol Wattanavekin, Chairman of the Executive Board explained that, the accounting method was changed in 2007. Profits of subsidiaries, if dividends arising from it were not paid back to the Bank, would not be counted as capital fund of the subsidiaries. So the subsidiaries paid more than 1,000 million Baht worth of dividends to the Bank. The result was higher income recorded in the company financial statements of the Bank, this being an internal transfer payment item in accounting terms. As to whether in the future such an item will occur, the answer is yes. But the amount involved might not be as large, because last year was a year of transferring profit accumulated by subsidiaries over many years and dividends had not been paid to Bank. But in the future, whenever a subsidiary makes a profit and does not use it, the Bank will instruct the subsidiary (or the mutual fund which the Bank holds shares in) to pay dividends back to the Bank. So this type of accounting item will occur every year, the actual amount depending on the profit of the subsidiaries.

A shareholder asked if the capital fund to risk assets ratio fell from 22% in 2006 to 16% in 2007 had any effect on the statements of income.

The Chairman of the Executive Board answered no, explaining that the amount of capital fund is determined by law, that is, commercial banks must maintain a capital to risk assets ratio of at least 8.5%. Currently, profit of the Bank's subsidiaries could not be paid as dividends back to the Bank because it had to use some of the money. So the profit remained accumulated and had not yet been transferred. It thus was not counted as capital fund of the Bank. Still, there is no effect on real profit and loss because accumulated profits in subsidiaries (this includes mutual funds which the Bank holds shares in) remain as income and will eventually revert to be the Bank's profit in the form of dividends in the future.

A shareholder asked on what page of the statements of income can one find data on the capital fund to risk assets ratio?

The Head of Finance and Budgeting answered that the information is contained in note 21 on page 124 of the 2007 Annual Report. The difference between 2006 and 2007 was the amount of capital fund that decreased proportionately, due to the change in accounting method from equity method to cost method. The capital fund according to the Bank of Thailand's definition can be seen under the item shareholders' equity in the company financial statements.

A shareholder asked if the net profit for 2007 received was equal to what was estimated?

The President answered that the Bank normally prepares estimates twice yearly, at the beginning and at mid-year, in order to adjust the estimates to be in accord with reality. In the past year what happened was interest costs had increased and competition had been fierce in the hire purchase business, more than what the Bank had estimated. Thus, Bank net profit was lower than estimated but not that much because of mid-year adjustment made in the estimates.

A shareholder asked why non-interest income increased in 2007 and what would be the trend for next year?

The Head of Finance and Budgeting said non-interest income in 2007 increased in two major areas. One was profit from sale of non-performing assets that in 2007 was 482 million Baht compared to 45.7 million Baht received in 2006. This was a major profit item. Another was profit from disposal of investments, which was 348 million Baht compared to 107 million Baht made in 2006.

A shareholder asked: on page 22 of the Annual Report it was stated preparations had been made for Basel II that means a required capital base of 19.36%. Is this figure different from the Bank's capital to risk assets ratio and how much in monetary terms is 19.36% ?

Mr. Pracha Chumnarnkitkosol, Director and Head of Risk Management explained that presently, the ratio of capital fund, calculated by using the Bank of Thailand's method, is 21%. But for the future, the Bank is prepared to use the new method as specified by Basel II. The Bank makes preparations and redoes calculations on the capital base continuously. If one calculates by using Basel II as a standard, one would get 19.36%, a slight decrease, but nevertheless high. In sum, the figures discussed here are derived from different methods of calculation.

The Chairperson asked whether there were any more questions or comments.

No shareholder asked further questions or made any comments.

The Chairperson asked the Meeting to consider and vote on the item.

The Chairperson then announced the voting results as follows:

- Approved 295,833,418 votes or 100 % of shareholders eligible to vote and attending the Meeting.
- Disapproved 500 votes or 0.00 % of shareholders eligible to vote and attending the Meeting.
- Abstained 1,000 votes or 0.00 % of shareholders eligible to vote and attending the Meeting.

**Resolution of the Meeting:** A majority vote by shareholders eligible to vote and attending the Meeting approved the Financial Statements for the year ended 31 December 2007.

**Agenda No.4 To consider and approve the allocation of 2007 operating profits and payment of dividend**

The Chairperson proposed that the Meeting consider and approve the allocation of profit from business operations in 2007 and payment of dividend. She informed the Meeting that the Bank made a net profit as can be seen in the consolidated financial statements for 2007 amounting to 2,154,121,706.63 Baht. Also, the Bank did not have any accumulated losses. Thus, the Bank can consider paying dividends to shareholders according to Article 115 of the Public Limited Companies Act B.E. 2535 (1992) and Article 45 of the Bank's Articles of Association which states that the Board of Directors may pay an interim dividend to shareholders from time to time. Once the Board had paid such a dividend, it was to inform shareholders in the next general meeting of shareholders. In addition, Article 116 of the Public Limited Companies Act stated the Bank must apportion part of its net annual profit as capital reserves to the amount not less than 5% of the net annual profit after deduction of accumulated losses (if any). This was to be done until the capital reserve reached 10% of its registered capital.

In addition, the Bank has a policy to pay dividends as shown in the consolidated financial statements at the rate no more that 60% of the annual net profit.

The Board of Directors thus felt it appropriate to ask the Shareholders' Meeting to approve the payment of the 2007 annual dividend at the rate of 2.30 Baht per share. It had already paid an interim dividend of 1.00 Baht per share on 7 September 2007, and thus 1.30 Baht remained to be paid to shareholders whose names appear in the share registry at 12.00 midday on 28 March 2008. The dividend was scheduled to be paid out on 2 May 2008. Also, the Bank would not be requesting a part of the profit to add to capital reserves at this time because it had already made the necessary allocations from profit to reach the legal capital reserve requirement of 10% of registered capital.

The Chairperson asked if there were any questions or comments.

A shareholder noted that he held shares in 2 commercial banks at present and felt that Kiatnakin Bank impressed him, a small shareholder, greatly by paying a generous dividend of 2.30 Baht from a market share price of 30 Baht, which was a very high rate of return. It showed that Kiatnakin Bank treated shareholders morally and justly. He would like to complement the Board and its Chairperson as well as all staff of the Bank. What Kiatnakin Bank had done will be enshrined in its history and the Bank will be remembered that although it is not a large bank it nevertheless treats shareholders and investors with justice and empathy.

The Chairperson thanked the shareholders and said the Bank management is committed to continue to improve the business.

No shareholder asked further questions or made any comments.

The Chairperson asked the Meeting to consider and vote on the item.

The Chairperson then announced the voting results as follows:

- Approved 295,835,418 votes or 100 % of shareholders eligible to vote and attending the Meeting.
- Disapproved 500 votes or 0.00 % of shareholders eligible to vote and attending the Meeting.
- Abstained 1,000 votes or 0.00 % of shareholders eligible to vote and attending the Meeting.

**Resolution of the Meeting:** The Meeting, by a majority vote of those shareholders present and having the right to vote, approved the payment of the 2007 annual dividend at the rate of 2.30 Baht per share. An interim dividend had been paid on 7 September 2007 at the rate of 1 Baht per share for operating results of 1 January to 30 June 2007. So the remaining dividend payment was for operating results over the period 1 July-31 December 2007 at the rate of 1.30 Baht per share, to be paid to shareholders whose names appear in the shareholders' registry on 28 March 2008 at 12.00 (midday). The dividend was scheduled to be paid out on 2 May 2008. It was noted that the Bank would not be requesting a part of the profit to add to the capital reserves at this time because it had already made the necessary profit allocations to reach the legal capital reserve requirement of 10% of registered capital.

**Agenda No.5 To consider and elect directors in place of directors retired by rotation**

The Chairperson asked Associate Professor Manop Bongsadadt, Independent Director, Chairman of the Nomination and Remuneration Committee, and member of the Audit Committee to explain this agenda item.

The three directors due to retire by rotation and thus have a connected interest are 1. Mr. Tawatchai Sudtikitpisan, 2. Mr. Suraphol Kulsiri, 3. Mr. Pracha Chumnarnkitkosol. They left the meeting room while this agenda item was considered.

The Chairman of the Nomination and Remuneration Committee informed the Meeting that according to Article 18 of the Bank's Articles of Association, one-third of the directors has to retire at the annual general shareholders' meeting. The names of directors to be retired by rotation this year are:

- |                                |  |
|--------------------------------|--|
| 1. Mr. Tawatchai Sudtikitpisan | President  |
| 2. Mr. Suraphol Kulsiri        | Director and Member of the Nomination and Remuneration Committee |
| 3. Mr. Pracha Chumnarnkitkosol | Director and Head of the Risk Management                         |

The Bank had in its website, invited shareholders to propose names of individuals seen as suitably qualified for election as director, as well as to propose agenda items to be considered, but there was no response from shareholders.

The Nomination and Remuneration Committee in its deliberation, without the participation of the directors with connected interest, considered the qualifications of the three retiring directors in terms of their qualifications, experience, and competencies and was of the opinion that they would continue to contribute greatly to the operations of the Bank and to the Board of Directors. They also had the appropriate qualifications and did not have any prohibited attributes as defined in the legal provisions which apply to the Bank. Thus, it was recommended that the Shareholders' Meeting re-elect the three directors for another term. The detailed history of the three directors can be seen in the Letter of Invitation to this Meeting.

The Chairman of the Nomination and Remuneration Committee also presented the profile of each director, to assist shareholders in their consideration.

The Meeting Chairperson then asked shareholders to deliberate on the directors on an individual basis. And in order to comply with the good governance specified by the Securities and Exchange Commission on election of directors with transparency and verifiability in the counting of votes, shareholders were requested to express their preferences—whether it be approve, disapprove, or abstain-- on the ballot. In order to facilitate speed in the voting process, shareholders were asked to put down their preferences for all three candidates on the ballot at one time, so the staff can collect the ballot only once. Amarin Legal Office also would be monitoring the voting process to ensure correctness.

The Chairperson asked whether there were any questions or comments.

No shareholder asked questions or made any comments.

The Chairperson asked the Meeting to consider and elect the directors one by one in place of those retired by rotation.

The Chairperson then announced the voting results as follows:

- |                                       |   |
|---------------------------------------|---|
| <b>1. Mr. Tawatchai Sudtikitpisan</b> | <b>President</b>  |
| - Approved 295,835,418 votes or 100 % | of shareholders eligible to vote and attending the Meeting.             |
| - Disapproved 500 votes or 0.00 %     | of shareholders eligible to vote and attending the Meeting.             |
| - Abstained 1,000 votes or 0.00 %     | of shareholders eligible to vote and attending the Meeting.             |
| <b>2. Mr. Suraphol Kulsiri</b>        | <b>Director and member of the Nomination and Remuneration Committee</b> |
| - Approved 295,835,418 votes or 100 % | of shareholders eligible to vote and attending the Meeting.             |
| - Disapproved 500 votes or 0.00 %     | of shareholders eligible to vote and attending the Meeting.             |
| - Abstained 1,000 votes or 0.00 %     | of shareholders eligible to vote and attending the Meeting.             |

### **3. Mr. Pracha Chumnarnkitkosol                      Director and Head of the Risk Management**

- Approved 295,835,418 votes or 100 % of shareholders eligible to vote and attending the Meeting.
- Disapproved            500 votes or 0.00 % of shareholders eligible to vote and attending the Meeting.
- Abstained                1,000 votes or 0.00 % of shareholders eligible to vote and attending the Meeting.

**Resolution of the Meeting:**            A majority vote of shareholders present at the Meeting and eligible to vote approved the re-election to the Board of Directors of Mr. Tawatchai Sudtikitpisan, Mr. Suraphol Kulsiri, Mr. Pracha Chumnarnkitkosol, the three directors to be retired by rotation.

#### **Agenda No.6            To consider remuneration for the Board of Directors for 2008**

The Chairperson asked Associate Professor Manop Bongsadadt, Independent Director, Member of Audit Committee and Chairman of the Nomination and Remuneration Committee, to provide details of the determination of the remuneration of directors for 2008.

The Chairman of the Nomination and Remuneration Committee reported that in 2007, the General Meeting of Shareholders approved remuneration of directors at 10 million Baht, but in actual fact 6,825,000 Baht was paid out. Details on remuneration of directors can be seen in the Annual Report page 30 and it was proposed that the Meeting acknowledge the remuneration paid out to directors and executives as shown on pages 29-30.

The Chairman of the Nomination and Remuneration Committee explained that remuneration for directors should be a reflection of their tasks and responsibilities, and that the rate should be reviewed annually. For 2008, the Nomination and Remuneration Committee had carefully considered the remuneration of directors and other committees, which consists of monthly payments, meeting honorariums, and directors' bonuses. The Committee had proposed that the Board of Directors increase the monthly remuneration rates for the Chairperson of the Board and meetings honorariums for chairpersons of other committees, the latter are paid on an individual meeting basis. The increase was proposed so that remuneration would be in line with the rates paid out by other banks of equivalent status. But total payments to all directors and committee members would be fixed at an amount not more than 10 million Baht, which was the same amount as in 2007.

The Board of Directors, after due consideration, agreed with the proposal of the Nomination and Remuneration Committee and proposed that the Shareholders' Meeting approve the following rates:

1. Monthly remuneration for directors:
  - Chairperson of the Board      Baht 60,000 per month
  - Directors                              Baht 30,000 per month per director
2. Remuneration for other committees: (namely, the Audit Committee and the Nomination and Remuneration Committee) paid per meeting, for each attendance:
  - Chairperson                          Baht 25,000 per meeting
  - Committee members                Baht 15,000 per person per meeting
3. Bonuses for directors:            Total amount to be paid in bonuses and other remunerations to all directors shall not exceed Baht 10 million. The Board of Directors is authorized to determine the amount to be paid to each director.

The Chairperson of the Meeting informed that the shareholders who also are directors were holding a total of 8,998,808 shares. Thus, they were deemed to have connected interest and therefore did not have the right to vote on this agenda item.

The Meeting Chairperson asked if there were any questions or comments.

One shareholder asked what was the Chairperson's opinion on the proposed increase in remuneration for the Chairperson of the Board from 45,000 Baht to 60,000 Baht?

The Chairperson explained that the assessment of what remuneration level to pay was the function of the Nomination and Remuneration Committee of which the Chairperson was not a member of, and so did not participate in its deliberation. In addition, the Nomination and Remuneration Committee has criteria of its own in considering the matter of remuneration, without favoring any party or considering any particular individual. Consideration is made on the basis of the position not on the person occupying that position. As for the criteria used in the decision, the Committee had studied comparative data so the rate proposed was similar to remuneration paid to directors of other banks of comparable status. And the total increase for all chairpersons of boards and committees was still under the cap of 10 million Baht. Furthermore, the Committee had not proposed any increase in this ceiling.

The Chairman of the Nomination and Remuneration Committee explained further that remuneration paid to the Chairperson of the Board is for the person holding the position ex officio, more than payment on an individual basis.

The Chairperson asked whether there were any more questions or comments.

No shareholder asked further questions or made any comments

The Chairperson asked the Meeting to consider and vote on the item.

The Chairperson then announced the voting results as follows:

- Approved 286,836,610 votes or 100 % of shareholders eligible to vote and attending the Meeting.
- Disapproved 500 votes or 0.00 % of shareholders eligible to vote and attending the Meeting.
- Abstained 1,000 votes or 0.00 % of shareholders eligible to vote and attending the Meeting.

**Resolution of the Meeting:** A majority vote of not less than two-thirds of shareholders present at the Meeting and eligible to vote approved the remuneration for directors for the year 2008.

**Agenda No. 7 To consider the appointment and remuneration of the auditors**

The Chairperson asked Mr. Pichai Dachanapirom, Independent Director and Chairman of the Audit Committee, to provide details on the appointment and remuneration of the auditors for 2008.

The Chairman explained that the appointment procedure was in compliance with the Public Companies Act B.E.2535 (1992) and with the Bank's Articles of Association Article 36 of which gives authority to the General Shareholders' Meeting to appoint the Bank's auditors annually. The Audit Committee had considered the appointment of auditors using the Bank's selection policy which states that auditors must be reviewed every three years and a new audit firm must be appointed every six years.

This year, PricewaterhouseCoopers ABAS Ltd. had been the Bank's audit firm for six years. Thus, following the above-mentioned policy, the Board of Directors Meeting no. 2/2551 considered and approved a proposal of the Audit Committee to appoint the audit firm Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. as the Bank's auditors with names as follows:

- |                                |  |
|--------------------------------|--|
| 1. Mr. Suphamit Techamontrikul | Certified Public Accountant Registration No.3356 |
| 2. Mr. Niti Jungnitnirundr     | Certified Public Accountant Registration No.3809 |
| 3. Mr. Permsak Jerajakwattana  | Certified Public Accountant Registration No.3427 |

It was proposed that one of the above individual does the auditing. If all the three auditors were unavailable, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. was to find one of their auditors to do the job. Also, it should be noted that Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. did not have any relation or transaction with the Bank such that it would create a conflict of interest with the Bank/its subsidiaries, its executives, major shareholders or persons connected with them. Moreover, the Bank of Thailand had already approved all three auditors, as stated in Announcement Foh Koh Koh (02) 120/2551. It was also proposed that the auditing fee for 2008 would be 3,340,000 Baht.

In addition, the Audit Committee informed the Meeting for acknowledgement that there were also additional fees connected with the Bank's subsidiaries i.e. fees for the review of consolidated financial statements, consolidated cash flow statements, and tax submission form certification totaling 720,000 Baht.

The Meeting Chairperson asked if there were any questions or comments.

As no shareholder asked any questions nor made any comments, the Chairperson thus asked the Meeting to vote on the resolution, after which she announced the voting results as follows:

- Approved 295,835,418 votes or 100 % of shareholders eligible to vote and attending the Meeting.
- Disapproved 500 votes or 0.00 % of shareholders eligible to vote and attending the Meeting.
- Abstained 1,000 votes or 0.00 % of shareholders eligible to vote and attending the Meeting.

**Resolution of the Meeting:** The Meeting by majority vote of shareholders attending and voting approved the appointment of Mr. Suphamit Techamontrikul, Certified Public Accountant Registration No. 3356 or Mr. Niti Jungnitnirundr, Certified Public Accountant Registration No. 3809 or Mr. Permsak Jerajakwattana, Certified Public Accountant Registration No. 3427, all of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to be the Bank's auditors offer opinions on the Bank's financial statements. If one of the above auditors were unavailable, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. would find another of its auditor to do the work. Approval was also given to the 2008 auditing fee of 3,340,000 Baht as proposed. It was acknowledged that there would also be fees for other services performed by Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. for the subsidiaries, namely, fees for the review of consolidated financial statements, consolidated cash flow statements, and tax submission form certification totaling 720,000 Baht.

#### **Agenda No. 8 To consider and approve the issuance and sale of debentures**

The Chairperson of the Meeting proposed that the Meeting consider and approve a proposal to offer and sale of debentures and asked Mr. Tawatchai Sudtikitpisan, President, to explain the details.

The President explained that in accordance with a resolution of the 2007 General Shareholders' Meeting on 19 April 2007 approving the offering and sale of debentures to the amount of not more than 20,000 million Baht, the Bank did act on that resolution and offered for sale debentures valued at 8,000 million Baht. The Bank was now considering offering new debentures by April 2008 in the amount of not more than 4,000 million Baht, thereby leaving 8,000 million Baht remaining in the approved amount. The Bank wished to issue debentures to support its business expansion. Considering the current state of the financial market, the issuance of debentures represents an option in financing that is flexible in terms of implementation. The Bank can adjust the amount of funds raised in accordance with the credit plans. The Board thus proposed to the Annual General Shareholders' Meeting that it consider and approve the issuance and sale of debentures up to the amount not exceeding 30,000,000,000 Baht (thirty billion Baht), or its equivalent value in other currencies. The Bank could issue and sell the debentures in the amount required on a one-time basis, or in tranches. Preliminary details of the proposed debentures were as follows:

<b>Type:</b>	Unsecured or unsubordinated debentures, short-term debentures or short-term working capital debentures. Could also be in all forms, project or non-project based, depending on market conditions and specific needs of the Bank at the time of the offering.
<b>Debenture-holder Representative:</b>	The Bank shall appoint a debenture-holder representative for each debenture type as required by the Securities and Exchange Commission or other pertinent laws, notices and regulations
<b>Total value of the debentures:</b>	Outstanding, at any time, not exceeding 30,000,000,000 Baht (thirty billion Baht) or equivalent in other currencies.
<b>Term:</b>	Not exceeding 10 years.
<b>Sales offering:</b>	<ol style="list-style-type: none"> <li>(1) Public offering for domestic and/or foreign investors and/or</li> <li>(2) Private placement to specific investors and/or institutional investors or domestic and/or foreign investors.</li> </ol> <p>The sales offer is to be done in compliance with Notice of the Securities and Exchange Commission Gor Yor. 31/2549 on the Application and Granting of Permission for the Offering of Newly Issued Debentures for Sale dated 15 November 2006, and/or Notice of the Securities and Exchange Commission Gor Joh 47/2541 on Principles, Conditions, and Procedures on the Application and Granting of Permission for the Offering of Newly Issued Debentures for Sale to Foreign Investors dated 25 December 1998 (and/or other notices in effect at the time of the offering), as the case may be.</p>
<b>Redemption prior to due date:</b>	Holders of debentures may or may not have the right to ask for redemption of the debentures prior

to due date, and the Bank may or may not have the right to redeem the debentures prior to due date, depending on terms and conditions of each issue of the debentures.

The Board of Directors is authorized to specify conditions in the issuance and/or delegate to the Executive Board the sales offering of each issue of debentures, for example: type, amount of debenture to be issued each time, term, method of allocation, method of sales offering, denomination value, offering price per unit and interest rate. The above entities are also authorized to delegate to other person or persons to negotiate, sign contracts and related documents, and take actions necessary and appropriate to the debenture issuance and sales offering. The result of the issuance shall be reported to the Board of Directors or the Executive Board.

The Chairperson asked whether there were any questions or comments.

No shareholder asked questions or made any comments.

The Chairperson asked the Meeting to consider and vote on the item.

The Chairperson then announced the voting results as follows:

- Approved 295,835,418 votes or 100 % of shareholders eligible to vote and attending the Meeting.
- Disapproved 500 votes or 0.00 % of shareholders eligible to vote and attending the Meeting.
- Abstained 1,000 votes or 0.00 % of shareholders eligible to vote and attending the Meeting.

**Resolution of the Meeting:** The Meeting by vote of more than three quarters of shareholders in attendance and having the right to vote, approved the issuance and sale of debentures up to the amount not exceeding 30,000,000,000 Baht (thirty billion Baht) or its equivalent value in other currencies, either on a one-time basis or in tranches, as proposed.

**Agenda No.9:** **To consider and approve reduction of registered capital of the Bank by cancellation of unsold registered shares**

The Chairperson proposed that the Meeting consider and approve the write-off of unsold registered shares, and asked Mr. Supol Wattanavekin, Director, Chairman of the Executive Board, and Chairman of the Risk Management Committee to explain agenda items 9 and 10 as both are related.

The Chairman of the Executive Board explained that at present there were unsold registered shares pursuant to shares issued by a resolution of the General Shareholders' Meeting no.30/2543 dated 27 April 2000. Some of these shares the Bank did not need to retain anymore, as follows:

1. 7,818,855 shares to facilitate the exercise of rights to convertible debentures of which the time period for exercise had expired.
2. 9,795,604 remaining ordinary shares from a share offering to existing shareholders, in which the time period for offering and allocation had expired.

Thus, the total registered shares unsold which the Bank did not need anymore were 17,614,459 shares.

The Board thus proposed to the Shareholders' Meeting that it approves to decrease the Bank's registered capital from the original value of 7,154,600,300 Baht to a new amount of 6,978,455,710 Baht, or 697,845,571 shares, the method used being to write off unsold shares which amount to 17,614,459 shares.

The Chairperson asked whether there were any questions or comments.

No shareholder asked further questions or made any comments.

The Chairperson asked the Meeting to consider and vote on the item.

The Chairperson then announced the voting results as follows:

- Approved 295,835,418 votes or 100 % of shareholders eligible to vote and attending the Meeting.
- Disapproved 500 votes or 0.00 % of shareholders eligible to vote and attending the Meeting.
- Abstained 1,000 votes or 0.00 % of shareholders eligible to vote and attending the Meeting.

**Resolution of the Meeting:** The Meeting by vote of not less than three quarters of shareholders in attendance and having the right to vote approved the decrease in the Bank's registered capital from the original value of 7,154,600,300 Baht to a new amount of 6,978,455,710 Baht, or 697,845,571 shares, the method used being to write off unsold shares which amounted to 17,614,459 shares.

**Agenda No.10:** To consider and approve the amendment to Clause 4 of the Bank's Memorandum of Association in order to facilitate the reduction in registered capital of the Bank

Mr. Supol Wattanavekin, Director, Chairman of the Executive Board, and Chairman of the Risk Management Committee proposed the Meeting to consider and approve the amendment to Clause 4 of the Bank's Memorandum of Association to take into account the reduction in registered capital of the Bank as contained in Agenda No. 9, to be as follows:

Clause 4 registered capital	6,978,455,710	Baht	(Six thousand nine hundred and seventy eight million, four hundred and fifty five thousand, seven hundred and ten Baht)
Divided into	697,845,571	shares	(Six hundred and ninety seven million, eight hundred and forty five thousand, five hundred and seventy one shares)
Par value	10	Baht	(Ten Baht)
Divided into			
Ordinary shares	697,845,571	shares	(Six hundred and ninety seven million, eight hundred and forty five thousand, five hundred and seventy one shares)
Preferred shares	(-)	shares	(none)

The Chairperson asked whether there were any questions or comments.

No shareholder asked further questions or made any comments.

The Chairperson asked the Meeting to consider and vote on the item.

The Chairperson then announced the voting results as follows:

- Approved 295,835,418 votes or 100 % of shareholders eligible to vote and attending the Meeting.
- Disapproved 500 votes or 0.00 % of shareholders eligible to vote and attending the Meeting.
- Abstained 1,000 votes or 0.00 % of shareholders eligible to vote and attending the Meeting.

**Resolution of the Meeting:** The Meeting by vote of not less than three quarters of shareholders in attendance and having the right to vote approved the amendment to Clause 4 of the Bank's Memorandum of Association, in order to facilitate the decrease in registered capital as stated in Agenda No. 9.

**Agenda No.11:** **To consider and approve the issuance of not more than 25,000,000 units of warrants for allotment to directors and/or employees of the Bank and/or directors and/or employees of its subsidiaries (ESOP warrants)**

The Chairperson proposed that the Meeting approve the issuance of not more than 25,000,000 units of warrants to be offered to directors and/or employees of the Bank and directors and/or employees of its subsidiaries (ESOP warrants), and asked Mr. Supol Wattanavekin, Director, Chairman of the Executive Board, and Chairman of the Risk Management Committee to explain agenda items 11 to 14 since they are related.

Mr. Supol Wattanavekin, Director, Chairman of the Executive Board, and Chairman of the Risk Management Committee explained that:

Kiatnakin Bank Public Company Limited, 500 Amarin Tower, Pleonchit Road, Lumpini, Pathumwan, Bangkok would like to offer warrants in the amount of 25,000,000 units, for the purchase of ordinary shares of Kiatnakin Bank for sale to directors and/or employees of the Bank and/or directors and/or employees of its subsidiaries. The price of such warrants is set at 0 Baht (zero). In addition, the Bank wanted to issue a capital subscription increase of 25,000,000 shares (at a par value of 10 baht per share), in order to facilitate the exercise of the right to convert such warrants to ordinary shares of the Bank.

**1. Objectives and needs of the offer for sale of warrants to directors and/or employees of the Bank and/or directors and/or employees of its subsidiaries (ESOP warrants)**

- 1) As an incentive and to build up morale and efficiency of employees in their work.
- 2) To enhance a sense of ownership, commitment, and loyalty to the Bank among directors and employees.
- 3) To retain competent and capable staff.

**2. Details on principles, conditions, and method of sales of the warrants**

**Definition** : Warrants for the purchase of Kiatnakin Bank's ordinary shares. The warrant has a maximum term of 5 years. For sale to directors and/or employees of the Bank and/or directors and/or employees of its subsidiaries (ESOP warrants).

<b>Type</b>	: Holder specified, non-negotiable, except with the permission of the Board of Directors.
<b>Number</b>	: 25,000,000 units. (or 4.79% of shares issued and paid-up)
<b>Registration</b>	: These warrants will not be registered as securities listed with the Stock Exchange of Thailand. But the ordinary shares derived from the exercise of warrant rights will be registered for listing with the Stock Exchange of Thailand.
<b>Term of the Warrants</b>	: Not more than 5 years.
<b>Allocation</b>	: To directors and/or employees of the Bank and/or directors and/or employees of its subsidiaries.
<b>Offer price</b>	: 0 Baht
<b>Exercise</b>	: Every 30th day of March, June, September and December of each year.
<b>Exercise Ratio</b>	: 1 warrant for 1 new ordinary share.
<b>Number of shares reserved</b>	: 25,000,000 shares
<b>Exercise of rights</b>	: The exercise price of such warrants is equal to the market price of the ordinary shares. The market price in this case is defined as the weighted average price of the Bank's ordinary shares being traded in the Stock Exchange of Thailand for 5 business days prior to the 2008 General Meeting of Shareholders.
<b>Method of allocation</b>	: The allocation is to be done by the Nomination and Remuneration Committee or whoever assigned by the Committee. The Nomination and Remuneration Committee presently consists of <ol style="list-style-type: none"> <li>1) Assoc. Prof. Manop Bongsadadt</li> <li>2) Mr. Chet Pattrakornkul</li> <li>3) Mr. Suraphol Kulsiri, and as such will determine the quantity of warrants to be distributed, using the criteria of potential working capacity, efficiency in work, past performance, present position, and salary of the directors and employees, who are to be assessed on an individual basis.</li> </ol>
<b>Conditions of rights exercise</b>	: The person exercising such rights must be a director and/or employee of the Bank and /or director and/or employee of its subsidiaries at the time of exercise. However, any employee who is no longer employee of the Bank and/or its subsidiary due to retirement shall be considered a warrant holder and shall be entitled to exercise his/her right terms specified below:

The warrants that are allocated once a year will be classified into 4 series. For each series, the rights holders will be entitled to exercise at a ratio of 25 per cent of the total warrants allocated to him/her. For each series, the timing of exercising the right to buy ordinary shares is governed by the following specified time period:-

Series 1: Can exercise the right to buy ordinary shares at the end of the 1st year after the issuance date until the maturity date of warrants;

Series 2: Can exercise at the end of the 2nd year after the issuance date until the maturity date of warrants;

Series 3: Can exercise at the end of the 3rd year after the issuance date until the maturity date of warrants;

Series 4: Can exercise at the end of the 4th year after the issuance date until the maturity date of warrants.

**3. Names of employees with the right to receive an allocation of warrants more than 5 % of the total warrants issued in this lot**

-None-

**Names of directors entitled to allotment of warrants and the number of units for each.**

**Kiatnakin Bank Public Company Limited**

<b>No.</b>	<b>Name</b>	<b>Position</b>	<b>Number of Warrants (Unit)</b>
1	Ms. Nawaaporn Ryanskul	Chairperson of the Board of Directors	200,000
2	Mr. Pichai Dachanapirom	Chairman of the Audit Committee	100,000
3	Assoc. Prof. Manop Bongsadadt	Chairman of the Nomination and Remuneration Committee	100,000
4	Mr. Chet Pattrakornkul	Director	100,000
5	Mr. Tarnin Chirasoontorn	Director	100,000
6	Mr. Pravitt Varutbangkul	Director	100,000
7	Mr. Suraphol Kulsiri	Director	194,000
8	Mr. Pracha Chumnarnkitkosol	Director	750,000
9	Mr. Supol Wattanavekin	Director	1,250,000
10	Mr. Tawatchai Sudtikitpisan	Director	1,250,000
		<b>Total</b>	<b><u>4,144,000</u></b>

**Kiatnakin Securities Company Limited**

No.	Name	Position	Number of Warrants (Unit)
1	Mr. Vichien Jearkjirm	Chairman of the Board of Directors	35,000
2	Ms. Thitinan Wattanavekin	Director	750,000
3	Mr. Chukiat Thongvitokomarn	Director	70,000
		<b>Total</b>	<b><u>855,000</u></b>

**4. Effect on existing shareholders**

The offer of sale of warrants to directors and/or employees of the Bank and/or directors and/or employees of its subsidiaries will not affect shareholders during the time the offer is made. But it will have a control dilution effect when rights are exercised. If the rights to all 25,000,000 warrants were exercised, the control dilution impact would be 4.57%, whilst the price dilution would be 0 %, because the exercise price has been set to equal the market price of the share.

**5. Rights of shareholders to oppose the proposed warrant offer**

This offer of sale of warrants to directors and/or employees of the Bank and/or directors and/or employees of its subsidiaries must be approved in a meeting of shareholders by a vote of at least three-quarters of shareholders who have the right to vote and who are present at such meeting. In addition, for the warrant offering to be approved, there must not be more than 10% of shareholders present at such meeting opposing the offering.

The Chairman of the Executive Board explained that the exercise price of these warrants is equal to the market price of the ordinary shares. The market price in this case is defined as the weighted average price of the Bank's ordinary shares being traded in the Stock Exchange of Thailand for 5 business days prior to the 2008 General Meeting of Shareholders, that is, between 9 April and 17 April 2551 and was set at 29.04 Baht per share. The Bank had once offered ESOP warrants in the year 2000. At that time, the Bank had 500 employees whereas now it had almost 2,000, many of whom are new and whom the Bank wants to retain as quality people. The issuance of ESOP warrants this time had the aim of providing incentive and raising the morale of employees to increase their work efficiency.

The Chairperson said shareholders who are directors of the Bank and subsidiaries holding a total of 34,982,669 shares are deemed to have a connected interest and therefore do not have the right to vote in this agenda item.

The Chairperson asked if there were any questions or comments.

One shareholder asked why had there been a 10 year gap in the issuance of ESOP warrants and during that time had not all the good quality employees left?

The Chairman of the Executive Board said normally ESOP warrants are issued as a tool whenever it becomes necessary. The Bank does not schedule or issue it on an annual basis because issuance of ESOP warrants does have a control dilution effect on shareholders. ESOP warrants are issued in two situations:

1. If there is a significant change in the structure of the organization. In this case, the Bank had changed its status from a finance company to a Bank and had a threefold increase in employees from 500 to 2,000. These changes in terms of structure and size are significant enough.
2. When the business situation is turbulent with high uncertainty, the Bank would need dedicated employees more so than in normal situations. Thus, ESOP warrants are useful tools to provide incentives to stimulate executive and employees to a high level of organizational commitment. Furthermore, at the present time, the changes in law concerning financial institutions can be seen as both important obstacles and challenges, and it is believed banks that could adjust well will achieve more than average success, where those that cannot will find it hard to remain in business. Thus, in the current situation of high volatility, if the Bank is in a high state of preparedness, it would be able to use such situation to build growth and security for the Bank in the long term.

A shareholder asked how much effect would the issuance of ESOP warrants have on small shareholders. In principle, the shareholder agreed with the move that it is necessary to give incentives for Bank employees to work even more efficiently. But would it affect share prices in a good way or not? And would the 29.04 Baht be fixed for the whole 4 years? And also why has the Bank's traded share price which had been trading at 29 Baht been always below book value which is 35 Baht. Or is it the Bank's policy to maintain this lower price to keep the exercise price at 29 Baht?

The Chairman of the Executive Board explained the reason why the current share price has been below book value: 1) The nature of the Bank might be something difficult to understand, especially investment in financial claims 2) The Bank had upgraded its business from being a finance company to a Bank for 2 years and there had been questions asked of the Bank about its future, whether it would be able to maintain its growth and profit, whether it would be able to continue to be competitive. In fact, the Bank had been making profit and had been paying dividends consistently at a rate of 6-7 % yield for almost 10 years. The Directors and Executive Board felt that at this point in time the Bank's share price was cheap but this should not continue forever; the Bank does want to see its share price reflective of its book value.

If the Bank was not successful in its business this will be reflected in the share price, the Chairman explained. If the share price remains at the current level or falls, this will not affect both big and small shareholders. This is because those holding rights will not exercise, if they see a price which will not give them profit. Therefore, the dilution at 4.57% will not occur. In the second case, if from now on the Bank's performance is good, and the share price continuously goes up, all shareholders will be affected by the 4.57% dilution, but all will gain benefit from the share price increase anyway. It can be seen in the issuance of ESOP warrants by other companies that their exercise price is mostly a discounted price, meaning once the warrants are given out, employees are given a right which can be converted to cash and profit. But the exercise of such right will lead to profit to holders only if the organization performs well. The important point is we are taking a long term view; ESOP warrants have a five year term and one can exercise your rights in batches at a maximum of 25 % of the warrants that one possesses. Therefore, this is an added incentive for holders to work hard and efficient to grow the Bank's business during this time.

The Chairperson also elaborated that ESOP warrants of many organizations are utilized in several ways. What many warrant holders do not like about these warrants is the fact that the warrants are deemed a reward for work performance over a period of time, convertible to profit only after one has been with the company for a certain designated length of time. Also, the exercise price is tied to the market price in that year, deeming any profit to be made conditional on growth of the company which should be reflected in a rising market price of the shares. But if the employee resigns, say, in a year after joining, then the rights to the warrant ceases and becomes a mere piece of paper. This is the reason why there is time element fixed in the warrants because the Bank wants quality executives to stay for the long haul and help grow the profit. If the Bank performs better and better, all shareholders, whether small or big will benefit. This is the nature of warrants which are future-oriented and beneficial to everyone provided the stated conditions are met. Moreover, the Board had carefully considered the present warrant issue carefully, as it understood that some employees might not like it due to the fact that to make the warrants grow to become a piece of paper with monetary value depends on the efforts of Bank staff. Thus, what had been stated above was the basic idea behind these ESOP warrants. And the Bank aimed for such warrant issuance to stimulate employees to become a powerful force to move the Bank forward.

No shareholder asked further questions or made any comments.

The Chairperson asked the Meeting to consider and vote on the item.

The Chairperson then announced the voting results as follows:

- Approved 248,628,549 votes or 95.31 % of shareholders eligible to vote and attending the Meeting.
- Disapproved 12,224,700 votes or 4.69 % of shareholders eligible to vote and attending the Meeting.
- Abstained 1,000 votes or 0.00 % of shareholders eligible to vote and attending the Meeting.

**Resolution of the Meeting:** The Meeting, by vote of not less than three quarters of shareholders in attendance and having the right to vote and with not more than 10 % of such voters objecting, approved the issuance of not more than 25,000,000 warrants for the purchase of the Bank's ordinary shares, for distribution to directors and/or employees of the Bank and/or directors and/or employees of its subsidiaries (ESOP warrants), details as in project documents.

**Agenda No.12: To consider and approve the increase in registered capital of the Bank**

Mr. Supol Wattanavekin, Director, Chairman of the Executive Board, and Chairman of the Risk Management Committee stated that the Bank needed to increase the registered capital in order facilitate the exercise of warrants to purchase ordinary shares of the Bank as stated in Agenda No.11. It would thus like the Meeting to approve a 250,000,000 Baht increase in the Bank's registered capital, from the original 6,978,455,710 Baht to total 7,228,455,710 Baht. This comprises 722,845,571 shares, the new ordinary shares issued was 25,000,000 shares.

The Chairperson asked whether there were any questions or comments.

No shareholder asked further questions or made any comments.

The Chairperson asked the Meeting to consider and vote on the item.

The Chairperson then announced the voting results as follows:

- Approved 283,611,221 votes or 95.87% of shareholders eligible to vote and attending the Meeting.
- Disapproved 12,224,700 votes or 4.13% of shareholders eligible to vote and attending the Meeting.
- Abstained 1,000 votes or 0.00% of shareholders eligible to vote and attending the Meeting.

**Resolution of the Meeting:** The Meeting, by vote of not less than three quarters of shareholders in attendance and having the right to vote, approved the increase in the Bank's registered capital by 250,000,000 Baht, from the original registered capital of 6,978,455,710 Baht to a new total of 7,228,455,710 Baht. This is equal to 722,845,571 shares, with the volume of the new capital issue being 25,000,000 shares having a par value of 10 Baht per share.

**Agenda No.13:** To consider and approve the amendment to Clause 4 of the Bank's Memorandum of Association in order to facilitate the capital increase requirement.

Mr. Supol Wattanavekin, Director, Chairman of the Executive Board and Chairman of the Risk Management Committee, proposed to the Meeting to consider and approve the amendment to Clause 4 of the Bank's Memorandum of Association in order to facilitate capital increase requirement as stated in Agenda no. 12, as follows:

Clause 4 registered capital	7,228,455,710	Baht	(Seven thousand two hundred and twenty eight million, four hundred and fifty five thousand, seven hundred and ten Baht)
Divided into	722,845,571	shares	(Seven hundred and twenty two million, eight hundred and forty five thousand, five hundred and seventy one shares)
Par value	10	Baht	(Ten Baht)
Divided into			
Ordinary shares	722,845,571	shares	(Seven hundred and twenty two million, eight hundred and forty five thousand, five hundred and seventy one shares)
Preferred shares	( - )	shares	(none)

The Chairperson asked whether there were any questions or comments.

No shareholder asked questions or made any comments.

The Chairperson asked the Meeting to consider and vote on the item.

The Chairperson then announced the voting results as follows:

- Approved 283,611,218 votes or 95.87% of shareholders eligible to vote and attending the Meeting.
- Disapproved 12,224,700 votes or 4.13% of shareholders eligible to vote and attending the Meeting.
- Abstained 1,000 votes or 0.00% of shareholders eligible to vote and attending the Meeting.

**Resolution of the Meeting:** The Meeting, by vote of not less than three quarters of shareholders in attendance and having the right to vote, approved the amendment to Clause 4 of the Bank's Memorandum of Association in order to facilitate the capital increase requirement as proposed.

**Agenda No.14: To consider and approve the allotment of the Bank's newly issued ordinary shares**

Mr. Supol Wattanavekin, Director, Chairman of the Executive Board, and Chairman of the Risk Management Committee proposed the Meeting approve the allocation of 25,000,000 shares pursuant to the capital increase with a par value of 10 Baht. The aim being to facilitate the exercise of warrants offered to directors and/or employees of the Bank and/or directors and/or employees of its subsidiaries (ESOP warrants) as approved in agendas no. 11 and 12.

The Chairperson asked whether there were any questions or comments.

No shareholder asked any questions or made any comments.

The Chairperson asked the Meeting to consider and vote on the item.

The Chairperson then announced the voting results as follows:

- Approved 283,632,218 votes or 95.87% of shareholders eligible to vote and attending the Meeting.
- Disapproved 12,203,700 votes or 4.13% of shareholders eligible to vote and attending the Meeting.
- Abstained 1,000 votes or 0.00% of shareholders eligible to vote and attending the Meeting.

**Resolution of the Meeting:** The Meeting, by vote of not less than three quarters of shareholders in attendance and having the right to vote, approved the allocation of 25,000,000 shares pursuant to the capital increase with a par value of 10 Baht. The aim being to facilitate the exercise of warrants offered to directors and/or employees of the Bank and/or directors and/or employees of its subsidiaries (ESOP warrants) as proposed.

**Agenda No.15 Other issues (if any)**

The Chairperson invited shareholders to express their opinions and questions about the Bank's operation.

A shareholder complemented the Bank's splendid effort in arranging a very well-organized general shareholders meeting, and congratulated the Bank for receiving many awards. But this shareholder would like the Bank to improve registration procedures for the Meeting. If a shareholder came to the meeting by him/herself, he or she should be able to register straightaway without having to undergo a document check as required. The process should be streamlined.

A shareholder asked: for the latest round of dividends, how much profit tax did the Bank have to pay?

Mr. Chavalit Chindavanig, Head of Finance and Budgeting, informed the Meeting that the Bank had to pay corporate income tax at the rate of 30% of net profit.

No shareholder asked further questions or made any comments.

The Chairperson thanked the shareholders for their continuous support of the Bank, and re-affirmed the Board of Directors' commitment to continually improve the operations of the Bank. She thanked the shareholders for sacrificing their time to attend the Meeting and gave useful opinions to the Bank. She then closed the Meeting.

The Meeting ended at 12.30 hours.

Signed Nawaaporn Ryangkul Chairperson of the Meeting  
(Ms. Nawaaporn Ryangkul )  
Chairperson of the Board of Directors

Signed Sineenath Tejagupta Secretary to the Meeting  
(Mrs. Sineenath Tejagupta)  
Secretary to the Board of Directors

**For consideration of Agenda 5: To consider and elect directors in place of directors retired by rotation (1)**

<b>Name-Surname:</b>	<b>Mr. Pichai Dachanapirom</b>	
<b>Type of director proposed for election:</b>	Independent Director and Chairman of the Audit Committee, Kiatnakin Bank Plc.	
<b>Age:</b>	62	
<b>Nationality:</b>	Thai	
<b>Education:</b>	- B.A. (Accounting) Thammasat University - Certified Public Accountant, Registration No.2421	
<b>Director Training Programs:</b>	- Director Certification Program (DCP 32/2003) Thai Institute of Directors Association (IOD) - Audit Committee Program (ACP 9/2005) Thai Institute of Directors Association (IOD) - Monitoring the System of Internal Control and Risk Management (MIR1/2007) Thai Institute of Directors Association (IOD) - Monitoring the Internal Audit Function (MIA 4/2008) Thai Institute of Directors Association (IOD)	
<b>Years as director:</b>	7 years 9 months (appointed in 2001)	
<b>KK shares held: (As of 28 February 2009)</b>	50,000 shares	
<b>% of total shares with voting rights:</b>	0.0096%	
<b>Positions held in Kiatnakin Bank Plc.</b>	2001-2007 - Independent Director and Member of Audit Committee 2007-present - Independent Director and Chairman of the Audit Committee	
<b>Positions held in other listed companies :</b>	<b>none</b>	
<b>Positions held in non-listed companies:</b>	<b>6 positions</b> 1986-present - Managing Director Dharmniti Auditing Co., Ltd. 1989-present - Executive Director Dharmniti Plc. 1990-present - Executive Director Grand Success Co., Ltd. 1998-present - Executive Director Dharmniti Office of Management Development Co., Ltd. 1998-present - Executive Director Dharmniti Seminar and Training Co., Ltd. 2001-present - Executive Director Dharmniti Press Co., Ltd.	

<b>Positions held in a competing business / bank-related companies that may cause conflicts of interest</b>	None	
<b>Experience</b>	1974-1978	- Accounting Manager Associated Battery Manufacturer Co., Ltd.
	1979-1983	- Accounting Manager Raja Engineering Co.,Ltd.
	1998-2007	- Executive Director Dharmniti And Truth Co., Ltd.
	2003-2008	- Executive Director Dharmniti Capital Advisory Co., Ltd.
<b>Attendance at 2008 meetings:</b>	Board of Directors meetings	8 out of 8
	Audit Committee meetings	9 out of 9
	Shareholders' meeting for 2008	1 out of 1

### **Information for election of independent directors**

<b>Nature of Relationships</b>	
<b>KK shares held:</b> - share - % of total shares with voting rights:	50,000 shares 0.0096 %
<b>Has he had the following relationships with the Bank or its subsidiaries / affiliates / or a juristic person that could be in conflict with the Kiatnakin Bank at present or in the past 2 years?</b> (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

**For consideration of Agenda 5: To consider and elect directors in place of directors retired by rotation (2)**

<b>Name-Surname</b>	<b>Associate Professor Manop Bongsadatt</b>	
<b>Type of director proposed for election:</b>	Independent Director, Member of the Audit Committee and Chairman of the Nomination and Remuneration Committee, Kiatnakin Bank Plc.	
<b>Age:</b>	67	
<b>Nationality:</b>	Thai	
<b>Education:</b>	<ul style="list-style-type: none"> <li>- Master of Regional Planning Institute of Social Studies, The Netherlands</li> <li>- Master of Architecture Kansas State University, U.S.A.</li> <li>- Bachelor of Architecture, Chulalongkorn University</li> </ul>	
<b>Director Training Programs:</b>	<ul style="list-style-type: none"> <li>- Director Accreditation Program (DAP 8/2004) Thai Institute of Directors Association (IOD)</li> <li>- Audit Committee Program (ACP 10/2005) Thai Institute of Directors Association (IOD)</li> <li>- The Role of the Chairman Program (RCP 17/2008) Thai Institute of Directors Association (IOD)</li> </ul>	
<b>Years as director:</b>	4 years 10 months (appointed in 2004)	
<b>KK shares held: (As of 28 February 2009)</b>	None	
<b>% of total shares with voting rights:</b>	None	
<b>Positions held in Kiatnakin Bank Plc.</b>	<p>2004-present - Independent Director</p> <p>2005-present - Independent Director and Member of the Audit Committee</p> <p>2006-present - Independent Director, Member of the Audit Committee and Chairman of the Nomination and Remuneration Committee</p>	
<b>Positions held in other listed companies :</b>	<p><b>2 positions</b></p> <p>2003-present - Chairman of the Board Rasa Property Development Plc.</p> <p>2004-present - Member of the Audit Committee The Erawan Group Plc.</p>	
<b>Positions held in non-listed companies:</b>	<p><b>3 positions</b></p> <p>2002-present - Associate Professor Faculty of Architecture, Chulalongkorn University</p> <p>Present - Executive Director Tupkaew-Hori and Nursery School</p> <p>Present - Director Krungthep Thanakom Co., Ltd.</p>	
<b>Positions held in a competing business / bank-related companies that may cause conflicts of interest</b>	None	

<b>Experiences</b>	1970-2001	- Lecturer, Faculty of Architecture Chulalongkorn University
	1985-1991	- Vice-Rector Chulalongkorn University
	1970-2006	- Chairman of the Board Four Aces Co., Ltd.
	1989-2006	- Chairman of the Board Waterford Co., Ltd.
	1998-2000 2004-2007	- Chairman of B.M.A. Advisory Board - Chairman of the Audit Committee N.C. Housing Plc.
<b>Attendance at 2008 meetings:</b>	Board of Directors meetings	8 out of 8
	Audit Committee meetings	7 out of 9
	Nomination and Remuneration Committee meetings	2 out of 2
	Shareholders' meeting for 2008	1 out of 1

### Information for election of independent directors

<b>Nature of Relationships</b>	
<b>KK shares held:</b> - share - % of total shares with voting rights:	None None
<b>Has he had the following relationships with the Bank or its subsidiaries / affiliates / or a juristic person that could be in conflict with the Kiatnakin Bank at present or in the past 2 years?</b> (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

**For consideration of Agenda 5: To consider and elect directors in place of directors retired by rotation (3)**

<b>Name-Surname:</b>	<b>Mr.Tarnin Chirasoonton</b>	
<b>Type of director proposed for election:</b>	Director Kiatnakin Bank Plc.	
<b>Age:</b>	56	
<b>Nationality:</b>	Thai	
<b>Education:</b>	Bachelor of Law, Ramkhamhaeng University	
<b>Director Training Programs:</b>	<ul style="list-style-type: none"> <li>-Director Certificate Program (DCP10/2001) Thai Institute of Directors (IOD)</li> <li>-DCP Refresher Course (5/2007) Thai Institute of Directors (IOD)</li> <li>- Advanced Bussiness Management For Executive [ABM Exec.] Program (2005) The Continuing Education Center, Chulalongkorn University</li> <li>- Public Administration Course 1997, Political Science Faculty, Thammasat University</li> <li>- Real Estate and Skyscraper Management 1993 Faculty of Architecture, Chulalongkorn University</li> </ul>	
<b>Years as director:</b>	10 year and 2 months (appointed in1999)	
<b>KK shares held: (As of 28 February 2009)</b>	None	
<b>% of total shares with voting rights:</b>	None	
<b>Positions held in Kiatnakin Bank Plc.</b>	1999-Feb. 2009      - Independent Director Mar 2009-Present   - Director	
<b>Positions held in other listed companies :</b>	None	
<b>Positions held in non-listed companies:</b>	<b>1 position</b> Mar 2009 – Present   - Managing Director Erawan Law Office Co., Ltd.	
<b>Positions held in a competing business / bank-related companies that may cause conflicts of interest</b>	None	

<b>Experiences</b>	<p>1978-1993 - Managing Director Professor Kamthon Panlab Law Co., Ltd.</p> <p>1993-1998 - Deputy Managing Director Dharmniti Plc.</p> <p>1999-2001 - Independent Director and Member of the Audit Committee Kiatnakin Bank Plc.</p> <p>2001-2004 - Independent Director and Chairman of the Audit Committee Kiatnakin Bank Plc.</p> <p>2003 -2004 - Independent Director and Member of the Nomination and Remuneration Committee Kiatnakin Bank Plc.</p> <p>2004-2006 - Independent Director and Chairman of the Nomination and Remuneration Committee Kiatnakin Bank Plc.</p> <p>2006-2009 - Independent Director Kiatnakin Bank Plc.</p>
<b>Attendance at 2008 meetings:</b>	<p>Board of Directors meetings 8 out of 8</p> <p>Shareholders' meeting for 2008 1 out of 1</p>

**The Bank's Definition of Independent Director**

Each independent directors of Kiatnatin Bank Public Company Limited (the "Bank") must have qualifications as follows;

(1) not hold shares in excess of 0.5 % of the total number of voting shares of the Bank or the Bank's parent company, subsidiary, associated company, major shareholder, or any person having controlling power over the Bank, whilst the number of shares held by any related person of such an independent director must also be counted;

(2) not be and have not been a director participating in management role of the Bank, or an employee or an officer of the Bank, or an advisor of the Bank which receives regular salary from the Bank, and not be and have not been a person having controlling power over the Bank or the Bank's parent company, subsidiary, or associated company, or a subsidiary of another company in the same level of the Bank, unless such an independent director has not been a person referred to above at present and for the past 2 years, provided always that such restriction or prohibition shall not apply to an independent director who has been a governmental officer or an advisor of a government authority, which is the major shareholder of the Bank or the person having controlling power over the Bank;

(3) not be a person having relationship either through blood or lineage or legal registration as a father, mother, spouse, sibling or child, including as a spouse of a child of any management person or major shareholder of the Bank or the Bank's subsidiary, or of any person having power to control the Bank or the Bank's subsidiary, or of the person being nominated to be a management person of or a person having power to control the Bank or the Bank's subsidiary;

(4) not have and have not had any business relationship with the Bank or the Bank's parent company, subsidiary, associated company, or major shareholder, or with the person having power to control the Bank that may have conflict of interest, in the manner in which his/her independent discretion might be affected, and not be and have not been a substantial shareholder of or a person having power to control the person that has business relationship with the Bank, or the Bank's parent company, subsidiary, associated company, or major shareholder, or the person having power to control the Bank, unless such an independent director has not been a person referred to above at present and for the past 2 years.

Business relationship referred to in the first paragraph above shall mean to include any ordinary course of business or trade for business engagement purpose, any lease taking or lease out of any property, any transaction relating to asset or service, any financial support or acceptance of financial support by way of either borrowing, lending, guaranteeing or collateral providing or any other manner similar thereto that could result to an obligation required to be performed by the Bank or the party thereto in an amount of 3 % or more of the net tangible asset value of the Bank or 20 million Baht or more, whichever is less. In light of this, the method for calculation of the value of connected transaction pursuant to the Capital Market Supervising Committee's Notification, Re: Regulations in respect of an Entering into a Connected Transaction shall be applied mutatis mutandis for the purpose of calculation of such amount of debt of the applicant, provided that the amount of debt incurred during the past 1 year prior to the date on which such a business relationship with such person exists;

(5) not be and have not been an auditor of the Bank or the Bank's parent company, subsidiary, associated company, or major shareholder, or of any of the person having power to control the Bank, and not be and have not been a substantial shareholder of, a person having power to control over, or a partner of any auditing firm in which the auditor of the Bank, or the Bank's parent company, subsidiary, or major shareholder, or the person having power to control the Bank is working, unless such an independent director has not been a person referred to above at present and for the past 2 years;

(6) not be and have not been a professional advisor, including legal or financial advisor who obtains fee more than 2 million Baht a year from the Bank or the Bank's parent company, subsidiary, associated company, or major shareholder, or from the person having power to control the Bank, and not be and have not been a substantial shareholder of, a person having power to control over, or a partner of any of such professional service provider firm, unless such an independent director has not been a person referred to above at present and for the past 2 years.

(7) not be a director appointed as a representative of a director of the Bank, a representative of a major shareholder of the Bank, or a representative of a shareholder of the Bank which is a related person of the major shareholder of the Bank;

(8) not engage in any business the nature of which is the same as that of the Bank or the Bank's subsidiary and which, in any material respect, is competitive with the business of the Bank or the Bank's subsidiary, or not be a substantial partner in a partnership, a director participating in any management role, an employee or officer, an advisor obtaining regular salary from, or a shareholder holding more than 1 % of the voting shares of a company engaging in any business the nature of which is the same as that of the Bank or the Bank's subsidiary and which, in any material respect, is competitive with the business of the Bank or the Bank's subsidiary;

(9) not have any characteristics by which his/her independent comment or opinion on the Bank's operation may be affected.

If a person having qualifications stated in 1-9 is appointed as an independent director of the Bank, such appointed independent director may be assigned by the Bank's Board of Directors to make decision in respect of business operation of the Bank, or the Bank's parent company, subsidiary or associated company, or a subsidiary of another company in the same level of the Bank, the major shareholder of the Bank, or the person having controlling power over the Bank, provided that such decision making by such appointed independent director must always be made on a collective decision basis.

**\* Please note that the Bank's definition of independent director is more stringent than that given by the Securities and Exchange Commission and the Stock Exchange of Thailand.**

**For consideration of Agenda 6: To consider the remuneration for the Board of Directors****1. The Audit Committee**

The Audit Committee consists of three members as follows:

(1)* Mr. Pichai	Dachanapirom	Chairman
(2)* Assoc.Prof. Manop	Bongsadadt	Member
(3)* Mr.Chet	Pattrakornkul	Member

\* Independent director

The Audit Committee has been assigned the following duties as authorized by the Board of Directors:

- (1) To review the Bank's financial reporting process to ensure that it is accurate and adequate.
- (2) To review and evaluate the Bank's internal control system and internal audit system to ensure that they are suitable and efficient, to determine the internal audit unit's and compliance unit's independence, as well as to approve the appointment, transfer and dismissal of the chief of the internal audit unit or any other unit in charge of an internal audit and the chief of the compliance unit.
- (3) To monitor the performance of the compliance unit, review the Bank's compliance with the law on securities and exchange, the Stock Exchange of Thailand's regulations, and the laws relating to the Bank's business, including review and making comments on the Bank's annual compliance report.
- (4) To consider, select and nominate an independent person to be the Bank's auditor, and to propose such person's remuneration, as well as to attend a non-management meeting with the auditor at least once a year.
- (5) To consider the disclosure of the Bank's information, paying particular attention to connected transactions, or the transactions that may lead to conflicts of interests, to ensure that they are accurate and complete, and in compliance with the laws and the Stock Exchange of Thailand's regulations, and are reasonable and for the highest benefit to the Bank.
- (6) To set up and state in writing the duties of the Audit Committee including the change in the composition and any change that significantly affect the Audit Committee's performance as approved by the Bank's Board of Directors, and inform the shareholders in its annual report.
- (7) To prepare a report on corporate governance activities by the Audit Committee and disclose it in the Bank's annual report, signed by the Chairman of the Audit Committee and consists of at least the following information:
  - (a) an opinion on the accuracy, completeness and credibility of the Bank's financial report,
  - (b) an opinion on the adequacy of the Bank's internal control system,
  - (c) an opinion on the compliance with the law on securities and exchange, the Stock Exchange of Thailand's regulations, or the laws relating to the Bank's business,
  - (d) an opinion on the suitability of the auditor,
  - (e) an opinion on the transactions that may lead to conflicts of interests,

- (f) the number of the Audit Committee meetings and the attendance of such meetings by each committee member,
  - (g) an opinion or overview comment received by the Audit Committee from its performance of duties in accordance with the charter, and
  - (h) other transactions which, according to the Audit Committee's opinion, should be known to the shareholders and general investors, subject to the scope of duties and responsibilities assigned by the Bank's Board of Directors.
- (8) To report to Bank's Board of Directors in order that remedial action is taken within the time that the Audit Committee deems appropriate in case the a Audit Committee finds or suspects any misconduct as follows:
- (a) a transaction which causes a conflict of interest;
  - (b) any fraud, irregularity, or material defect in an internal control system; or
  - (c) any violation of the laws pertaining to financial institutions, the law on securities and exchange, the Stock of Exchange of Thailand's regulations, the Bank of Thailand's regulations or other laws and regulations related to banking business and securities and any other laws.

If the Bank's Board of Directors or management fails to rectify within the period specified by the Audit Committee, the Committee shall disclose such transaction or act in the annual report and report to the Bank of Thailand, the Office of the Securities and Exchange Commission or the Stock Exchange of Thailand accordingly.

- (9) The Audit Committee has the authority to inspect or to question any relevant personnel regarding any related issues of the Bank. The Audit Committee is authorized to hire or bring in specialists to assist with the auditing process, as deemed appropriate.
- (10) The Audit Committee is required to meet at least 4 times per year or more if necessary. The Audit Committee may invite the management team or any relevant person (s) to join the meeting to give additional information related to the matter being audited.
- (11) To coordinate with the Risk Management Committee to ensure that management adhere to the Bank's risk management policy.
- (12) To perform any other act as assigned by the Bank's Board of Directors and accepted by the Audit Committee.

## **2. The Nomination and Remuneration Committee**

The Nomination and Remuneration Committee consists of three members as follows:

- |                        |               |          |
|------------------------|---------------|----------|
| (1)* Assoc.Prof. Manop | Bongsadadt    | Chairman |
| (2)* Mr. Chet          | Pattrakornkul | Member   |
| (3) Mr. Suraphol       | Kulsiri       | Member   |

\* Independent director

The Nomination and Remuneration Committee has been assigned the following duties as authorized by the Board of Directors:

- (1) Set the policy, criteria and procedures for recruiting and selecting qualified candidates for the Bank's directors and senior executives from Senior Executive Vice President and up. The selected candidates are proposed to the Board of Directors for approval.
- (2) Screen and propose candidates with appropriate qualifications for the following positions in the Bank:
  - Members of the Bank's Board of Directors
  - Members in sub-committees of the Bank whose duties, authority and responsibility shall be directly assigned by the Board of Directors
  - Senior executives from the title of Senior Executive Vice President and up
- (3) Ensure that the numbers and members of the Bank's Board of Directors are sufficient and appropriate. Each Board member must have appropriate knowledge, ability and experience in relevant areas.
- (4) Disclose recruitment policy as well as recruitment procedures in the Annual Report of the Bank.
- (5) Set up remuneration policy and other benefits offered to the Bank's Directors and senior executives from the Senior Executive Vice President level upwards.
- (6) Set the guidelines on performance evaluation for the Bank's Directors and senior executives from the Senior Executive Vice President level upwards in order to appropriately revise the annual remuneration package. Performance evaluation shall be subject to duties, responsibilities and related risks and ability to increase long-term value of shareholders' equity.
- (7) Disclose remuneration policy and available options, prepare remuneration reports and disclose comments provided by the Remuneration Committee in the Annual Report of the Bank.
- (8) Seek the successor to the Senior Executive Vice President level upwards of the Bank and propose to the Board of Directors for approval.

**For Consideration of Agenda No 7 : To consider and appoint auditors and their fees**

Pursuant to the Public Limited Companies Act and the Bank's Articles of Association Clause 28, which state that the Annual General Meeting of Shareholders shall appoint auditors and consider the remuneration of the auditor every year. The Board of Directors' meeting No.2/2009 subsequently approved a proposal by the Audit Committee to appoint Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. as the Bank's audit firm, since the firm has vast auditing experience for several banks, has a broad network, is accepted in international circles, and can also transfer knowledge to Bank staff. During the past accounting year, the external auditor operated with knowledge, professional expertise, and provided suggestions on internal control system and various risks including freedom to operate. The auditors are subject to the approval of the Bank of Thailand. The proposed auditors are namely:

<u>Name</u>	<u>Certified Public Accountant Registration number</u>	<u>No. of years auditing for Kiatnakin Bank</u>
Mr. Suphamit Techamontrikul	3356	1 year (2008)
Mr. Niti Jungnitnirundr	3809	-
Mr. Permsak Wongpatcharapakorn	3427	-

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, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. will designate another of its certified public accountants to perform the tasks in their place.

It is to be noted that the three auditors mentioned above and Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. do not have any relationship or transactions that could generate conflicts 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 2009 at 3,540,000 Baht, with the breakdown as follows:

<u>Bank's audit fee</u>	<u>2009</u>	<u>2008</u>
- Audit fee	3,060,000	2,900,000
- Review fee	480,000	440,000
Total	<u>3,540,000</u>	<u>3,340,000</u>

The fees connected with the subsidiaries is 720,000 Baht, submitted herewith for the Meeting's acknowledgement.

<u>Fees for Subsidiaries</u>	<u>2009</u>	<u>2008</u>
Audit fee for consolidated financial statements	320,000	320,000
Audit fee for consolidated cash flow statement	320,000	320,000
Fee for tax filing verification expense	80,000	80,000
Total fee paid for service to subsidiaries	<u>720,000</u>	<u>720,000</u>

Conclusively, the aggregate audit fees in respect of the Bank and fees connected with the subsidiaries in the financial year 2009 is 4,260,000 Baht, increased by 200,000 Baht or 4.9% from the fee paid in 2008, due to the increased number of transactions.

In addition, for 2009, the Bank has the special audit fee to comply with Bank of Thailand's regulations of 360,000 Baht, increased by 20,000 Baht from last year.

Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. is the auditor for 8 of the Bank's subsidiaries as follows:

1. Kiatnakin Securities Co.,Ltd.
2. Asia Recovery Fund 1
3. Asia Recovery Fund 2
4. Asia Recovery Fund 3
5. Thai Restructuring Fund
6. Asia Recovery Property Fund 1
7. Asia Recovery Property Fund 3
8. Erawan Law Office Co., Ltd.

Last year, the Bank and its subsidiaries also paid fees for service rendered by Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd., details of which can be seen on page 83 of the 2008 Annual Report.

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

<b>Name-Surname:</b>	<b>Ms. Nawaaporn Ryanskul</b>	
<b>Present Position:</b>	Independent director and Chairperson of the Board of Directors, Kiatnakin Bank Plc.	
<b>Age:</b>	64 years	
<b>Nationality:</b>	Thai	
<b>Address</b>	302/241 Soi Chan 16 sub-soi 4, Tung Watdon, Sathorn, Bangkok	
<b>Education:</b>	<ul style="list-style-type: none"> <li>- Master of Arts (ECON) University of California at Los Angeles, U.S.A.</li> <li>- Bachelor of Economics at Goucher College, Maryland, U.S.A.</li> </ul>	
<b>Director Training Programs:</b>	<ul style="list-style-type: none"> <li>- Director Certification Program (DCP 1/2000) Thai Institute of Directors Association (IOD)</li> <li>- Audit Committee Program (ACP 10/2005) Thai Institute of Directors Association (IOD)</li> <li>- The Role of the Chairman Program (RCP 16/2008) Thai Institute of Directors Association (IOD)</li> </ul>	
<b>Years as director:</b>	4 years 10 months (appointed in 2004)	
<b>KK shares held: (As of 28 February 2009)</b>	None	
<b>% of total shares with voting rights:</b>	None	
<b>Positions held in Kiatnakin Bank Plc.</b>	<p>2004-2007 - Independent Director and Chairperson of the Audit Committee</p> <p>2004-present - Independent Director and Chairperson of the Board of Directors</p>	
<b>Positions held in other listed companies :</b>	<b>1 position</b> 1993-present - Director Thai Coating Industrial Plc.	
<b>Positions held in non-listed companies:</b>	<b>7 positions</b> 1987-present - Director Thai Property Appraisal Co., Ltd. 1989-present - Director P.A. Lynn Phillips Co., Ltd. 2001-Present - Member of Council of Trustees and Board of Directors Thailand Development Research Institute (TDRI) 2005-Present - Member of Chulalongkorn University Council Chulalongkorn University 2006-Present - Member of the Risk Management Committee TMB Asset Management Co., Ltd. 2008-Present - Member of the Audit Committee Nation Health Security Office 2008-Present - Member of Mahidol University Council Mahidol University	
<b>Positions held in a competing business / bank-related companies that may cause conflicts of interest</b>	None	

<b>Experiences</b>	1969-1988 - Manager, Financial Institution Development Fund Bank of Thailand (last position) 1987- 1996 - Advisor to the Managing Director (last position) Thai Dhanu Bank Plc. 1997- 2001 - Secretariat The Committee of Government Pension Fund 2000-2006 - Appeals Committee The Stock Exchange of Thailand				
<b>Conflicts of interest in this Meeting:</b>	<b>1) Agenda no. 6 :</b> To consider remuneration for the Board of Directors for 2009				
<b>Attendance at 2008 meetings:</b>	<table border="0"> <tr> <td data-bbox="563 607 1114 640">Board of Directors meetings</td> <td data-bbox="1121 607 1409 640">8 out of 8</td> </tr> <tr> <td data-bbox="563 640 1114 685">Shareholders' meeting for 2008</td> <td data-bbox="1121 640 1409 685">1 out of 1</td> </tr> </table>	Board of Directors meetings	8 out of 8	Shareholders' meeting for 2008	1 out of 1
Board of Directors meetings	8 out of 8				
Shareholders' meeting for 2008	1 out of 1				

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

<b>Name-Surname:</b>	<b>Mr. Pichai Dachanapirom</b>	
<b>Present Position:</b>	Independent Director and Chairman of the Audit Committee, Kiatnakin Bank Plc.	
<b>Age:</b>	62	
<b>Nationality:</b>	Thai	
<b>Address</b>	64/45 Moo Ban Phanu, Soi Asawapichet, Baromrachonnee Road, Bangramad, Talingchan, Bangkok	
<b>Education:</b>	- B.A. (Accounting) Thammasat University - Certified Public Accountant, registration No.2421	
<b>Director Training Programs:</b>	- Director Certification Program (DCP 32/2003) Thai Institute of Directors Association (IOD) - Audit Committee Program (ACP 9/2005) Thai Institute of Directors Association (IOD) - Monitoring the System of Internal Control and Risk Management (MIR) (1/2007) Thai Institute of Directors Association (IOD) - Monitoring the Internal Audit Function (MIA 4/2008) Thai Institute of Directors Association (IOD)	
<b>Years as director:</b>	7 years 9 months (appointed in 2001)	
<b>KK shares held: (As of 28 February 2009)</b>	50,000 shares	
<b>% of total shares with voting rights:</b>	0.0096%	
<b>Positions held in Kiatnakin Bank Plc.</b>	2001-2008 - Independent Director and Audit Committee 2007-present - Independent Director and Chairman of the Audit Committee	
<b>Positions held in other listed companies :</b>	none	
<b>Positions held in non- listed companies:</b>	<b>6 positions</b> 1986-present - Managing Director Dharmniti Auditing Co., Ltd. 1989-present - Executive Director Dharmniti Plc. 1990-present - Executive Director Grand Success Co., Ltd. 1998-present - Executive Director Dharmniti Office of Management Development Co., Ltd. 1998-present - Executive Director Dharmniti Seminar and Training Co., Ltd. 2001-present - Executive Director Dharmniti Press Co., Ltd.	
<b>Positions held in a competing business / bank- related companies that may cause conflicts of interest</b>	None	

<b>Experiences</b>	<p>1974-1979 - Accounting Manager Associated Battery Manufacturer Co., Ltd.</p> <p>1979-1984 - Accounting Manager Raja Engineering Co.,Ltd.</p> <p>1998-2008 - Executive Director Dharmniti And Truth Co., Ltd.</p> <p>2003-2008 - Executive Director Dharmniti Capital Advisory Co., Ltd.</p>						
<b>Conflicts of interest in this Meeting:</b>	<p><b>1) Agenda no. 5</b> To consider and elect directors in place of directors retired by rotation. He is one of the directors to be retired by rotation and is a candidate to be re-elected for another term.</p> <p><b>2) Agenda no. 6 :</b> To consider remuneration for the Board of Directors for 2009</p>						
<b>Attendance at 2008 meetings:</b>	<table> <tr> <td>Board of Directors meetings</td> <td>8 out of 8</td> </tr> <tr> <td>Audit Committee meetings</td> <td>9 out of 9</td> </tr> <tr> <td>Shareholders' meeting for 2008</td> <td>1 out of 1</td> </tr> </table>	Board of Directors meetings	8 out of 8	Audit Committee meetings	9 out of 9	Shareholders' meeting for 2008	1 out of 1
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Audit Committee meetings	9 out of 9						
Shareholders' meeting for 2008	1 out of 1						

### Profile of director proposed by the Bank to act as proxy for shareholders (3)

<b>Name-Surname:</b>	<b>Associate Professor Manop Bongsadadt</b>	
<b>Present Position:</b>	Independent Director, Member of the Audit Committee and Chairman of the Nomination and Remuneration Committee, Kiatnakin Bank Plc.	
<b>Age:</b>	67	
<b>Nationality:</b>	Thai	
<b>Address</b>	554/14 Soi Senanikom 1, Pahonyothin Road, Laadyao, Chatuchak, Bangkok	
<b>Education:</b>	<ul style="list-style-type: none"> <li>- Master of Regional Planning Institute of Social Studies, The Netherlands</li> <li>- Master of Architecture Kansas State University, U.S.A.</li> <li>- Bachelor of Architecture, Chulalongkorn University</li> </ul>	
<b>Director Training Programs:</b>	<ul style="list-style-type: none"> <li>- Director Accreditation Program (DAP 8/2004) Thai Institute of Directors Association (IOD)</li> <li>- Audit Committee Program (ACP 10/2005) Thai Institute of Directors Association (IOD)</li> <li>- The Role of the Chairman Program (RCP 17/2008) Thai Institute of Directors Association (IOD)</li> </ul>	
<b>Years as director:</b>	4 years 10 months (appointed in 2004)	
<b>KK shares held: (As of 28 February 2009)</b>	None	
<b>% of total shares with voting rights:</b>	None	
<b>Positions held in Kiatnakin Bank Plc.</b>	2004-present - Independent Director 2005-present - Independent Director and member of the Audit Committee 2006-present - Independent Director, member of the Audit Committee and Chairman of the Nomination and Remuneration Committee	
<b>Positions held in other listed companies :</b>	<b>2 positions</b> 2003-present - Chairman of the Board Rasa Property Development Plc. 2004-present - Member of the Audit Committee The Erawan Group Plc.	
<b>Positions held in non- listed companies:</b>	<b>3 positions</b> 2002-present - Associate Professor Faculty of Architecture, Chulalongkorn University Present - Executive Director Tupkaew-Hori and Nursery School Present - Director Krungthep Thanakom Co., Ltd.	
<b>Positions held in a competing business / bank- related companies that may cause conflicts of interest</b>	None	

<b>Experiences</b>	<p>1970-2002 - Lecturer, Faculty of Architecture Chulalongkorn University</p> <p>1985-1992 - Vice-Rector Chulalongkorn University</p> <p>1970-2007 - Chairman of the Board Four Aces Co., Ltd.</p> <p>1989-2007 - Chairman of the Board Waterford Co., Ltd.</p> <p>1998-2001 - Chairman of B.M.A. Advisory Board</p> <p>2004-2008 - Chairman of the Audit Committee N.C. Housing Plc.</p>								
<b>Conflicts of interest in this Meeting:</b>	<p><b>1) Agenda no. 5</b> To consider and elect directors in place of directors retired by rotation. He is one of the directors to be retired by rotation and is a candidate to be re-elected for another term.</p> <p><b>2) Agenda no. 6 :</b> To consider remuneration for the Board of Directors for 2009</p>								
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**Profile of director proposed by the Bank to act as proxy for shareholders (4)**

<b>Name-Surname:</b>	<b>Mr. Chet Pattrakornkul</b>	
<b>Present Position:</b>	Independent Director, member of the Audit Committee and member of the Nomination and Remuneration Committee, Kiatnakin Bank Plc.	
<b>Age:</b>	60	
<b>Nationality:</b>	Thai	
<b>Address</b>	141/24 Soi 48, Tiwanon Road, Tambol Tasai, Amphur Muang, Nontaburi	
<b>Education:</b>	<ul style="list-style-type: none"> <li>- Master in Marketing (Certificate program) Thammasat University</li> <li>- Bachelor's Degree in Public Administration Ramkamhaeng University</li> </ul>	
<b>Director Training Programs:</b>	<ul style="list-style-type: none"> <li>- Director Certification Program (DCP 9/2001) Thai Institute of Directors Association (IOD)</li> <li>- DCP Refresher Course (DCP 3/2006) Thai Institute of Directors Association (IOD)</li> <li>- Role of the Compensation Committee (RCC 1/2006) Thai Institute of Directors Association (IOD)</li> <li>- Audit Committee Program (ACP 17/2007) Thai Institute of Directors Association (IOD)</li> <li>- Monitoring the Internal Function (MIR) (1/2007) Thai Institute of Directors Association (IOD)</li> </ul>	
<b>Years as director:</b>	4 years (appointed in 2005)	
<b>KK shares held: (As of 28 February 2009)</b>	10,000 shares	
<b>% of total shares with voting rights:</b>	0.0019%	
<b>Positions held in Kiatnakin Bank Plc.</b>	2005-present - Independent Director 2006-present - Independent Director and member of the Nomination and Remuneration Committee 2007-present - Independent Director and member of the Nomination and Remuneration Committee and member of the Audit Committee	
<b>Positions held in other listed companies :</b>	None	
<b>Positions held in non-listed companies:</b>	None	
<b>Positions held in a competing business / bank-related companies that may cause conflicts of interest</b>	None	

<b>Experiences</b>	<p>1970-1988 - Manager, Retail Banking Chase Manhattan Bank N.A.</p> <p>1989-1991 - Vice President of Operations Finance One Plc.</p> <p>1992-1997 - Assistant Managing Director Thana One Finance &amp; Securities Plc.</p> <p>1998-1998 - Director, Assets Realization Division Financial Sector Restructuring Authority</p> <p>1998-2000 - Assistant Managing Director, Consumer Lending Kiatnakin Finance Plc.</p> <p>1998-2000 - Managing Director Rattanatun Finance Plc.</p> <p>2000-2002 - Assistant Managing Director Kiatnakin Finance Plc.</p> <p>2002-2004 - Managing Director, Consumer Lending Kiatnakin Finance Plc.</p> <p>2004-2005 - Head of Consumer Lending Kiatnakin Finance Plc.</p>								
<b>Conflicts of interest in this Meeting:</b>	<b>Agenda no. 6 :</b> To consider remuneration for the Board of Directors for 2009								
<b>Attendance at 2008 meetings:</b>	<table border="0"> <tr> <td>Board of Directors meetings</td> <td>8 out of 8</td> </tr> <tr> <td>Audit Committee meetings</td> <td>9 out of 9</td> </tr> <tr> <td>Nomination and Remuneration Committee meetings</td> <td>2 out of 2</td> </tr> <tr> <td>Shareholders' meeting for 2008</td> <td>1 out of 1</td> </tr> </table>	Board of Directors meetings	8 out of 8	Audit Committee meetings	9 out of 9	Nomination and Remuneration Committee meetings	2 out of 2	Shareholders' meeting for 2008	1 out of 1
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## **Guidelines for registration, appointment of proxy and documents or evidence required to attend and vote in Shareholders' Meeting**

Pursuant to a policy of the Securities Exchange Commission of Thailand on proper procedures for the conduct of shareholder meetings of listed companies dated 19 February 1999, which aims at building confidence among shareholders, investors, and all other related parties, and aims at having shareholder meetings of listed companies being conducted in a transparent manner, with justice, and with benefit to shareholders, the Bank thus sees it appropriate to specify Bank procedures for shareholder meetings, so that shareholders are informed and can implement as follows:

### **1. Registration for Shareholders' Meetings**

- 1.1 For the General Meeting of Shareholders 2009, shareholders can register from 08.30 hours (8.30 A.M.) onwards on 21 April 2009 at the Grand Ballroom, Grand Hyatt Erawan Bangkok Hotel, 494 Rajdamri Road, Bangkok 10330. (map attached)
- 1.2 Shareholders or proxies have to sign their names when registering and when voting, using the Bank's registration and voting forms.
- 1.3 The Bank uses barcode system for registration. Please bring with you the documents and Letter of Invitation sent by the Bank; these have been barcoded.

### **2. Appointment of proxy**

If a shareholder is unable to attend the Shareholders' Meeting, he/she can appoint a proxy to attend and vote in his/her place. For the 2009 General Meeting of Shareholders, the Bank has sent to shareholders proxy form B which is the format specified by the Registrar of Public Companies. This form is detailed and clear, and enables the shareholder to appoint another person or one of the Bank directors (specified by the Bank), to act as proxy, to attend the Shareholders' Meeting, and to vote on the shareholder's behalf. Details of directors who can act as proxy is attached herewith.

Those shareholders who would like to appoint a general proxy can use proxy form A, 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 be downloaded from the Bank's website <http://www.kiatnakin.co.th>

#### **2.1 The shareholder appoints another person to attend the Shareholders' Meeting and vote on his/her behalf**

- (1) The shareholder (grantor of proxy) can appoint only one proxy to attend the meeting and vote on his/her behalf. He cannot divide up the shares and appoint a different proxy to vote for each lot.
- (2) The shareholder (grantor of proxy) fills in the details clearly and completely as required in the attached proxy form, and signs it. The proxy also signs his/her name in the signature space for proxy.
- (3) The proxy brings the proxy form filled in as indicated in (2) above and hands it over to the Bank staff at the meeting registration desk prior to entering the meeting hall.

## **2.2 The shareholder appoints a Bank director as proxy from the names listed in the proxy form, to attend the meeting and to vote on his/her behalf**

- (1) For the General Meeting of Shareholders 2009, the shareholder (grantor of proxy) specifies a Bank director to be his or her proxy from the list below:
  - Ms. Nawaaporn Ryanskul, Independent Director, Chairperson of the Board of Directors, 64 years, residing at 302/241 Soi Chan 16 sub-soi 4, Tung Watdon, Sathorn, Bangkok
  - Mr. Pichai Dachanapirom, Independent Director, Chairman of the Audit Committee, 62 years, residing at 64/45 Moo Ban Phanu, Soi Asawapichet, Baromrachonnee Road, Bangramad, Talingchan, Bangkok
  - Associate Professor Manop Bongsadatt, Independent Director, member of the Audit Committee, Chairman of the Nomination and Remuneration Committee, 67 years, residing at 554/14 Soi Senanikom 1, Pahonyothin Road, Laadyao, Chatuchak, Bangkok
  - Mr. Chet Pattrakornkul, Independent Director, member of the Audit Committee, member of the Nomination and Remuneration Committee, 60 years, residing at 141/24 Soi 48, Tiwanon Road, Tambol Tasai, Amphur Muang, Nontaburi
- (2) In appointing a director as proxy, please specify at least 2 directors so that if one is absent from the meeting, the other can act as proxy to attend the meeting and vote for you.
- (3) The shareholder (grantor of the proxy) fills in the required details and signs the proxy form and delivers it to the Bank staff in advance of the meeting.

## **3. Documents or evidence required from shareholders or their proxies which must be shown and handed over prior to entering the meeting hall**

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

### **3.1 For individual shareholders**

- (1) If the shareholder wishes to attend in person, he/she has to provide an identification document, unexpired and containing his/her photograph issued by a government department or agency. This could be a personal identification card, official identification card, driving license or passport.
- (2) In the case of the shareholder appointing a proxy to attend the meeting, these are required:
  - (a) The proxy form, which is attached to the Invitation to attend the Shareholders' Meeting, filled in completely and clearly, signed by the proxy grantor and the proxy, with a duty stamp of 20 baht affixed.
  - (b) A photocopy of an identification document of the shareholder (proxy grantor), unexpired and containing his/her photograph, issued by a government department or agency, certified by the shareholder as true copy.

(c) An identification document of the proxy, unexpired and containing his/her photograph, issued by a government department or agency. This could be a personal identification card, official identification card, driving license or passport.

### **3.2 For shareholders who are juristic persons**

(1) In the case which a representative of a juristic person shareholder attends the shareholders' meeting in person

(a) He/she has to present an unexpired identification document issued by a government department or agency containing his photograph. This could be a personal identification card, official identification card, driving license or passport.

(b) A photocopy of a certificate of registration of the juristic person that has been certified true copy by the representative of the juristic person shareholder must also be presented. The photocopied registration certificate must also include a statement showing that the above-mentioned 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 to attend the meeting, these are required:

(a) A correctly and completely filled proxy form which is attached to the Invitation Letter to attend the Shareholders' Meeting, signed by both the representative of the juristic person appointing a proxy, and by the proxy, with a duty stamp of 20 baht affixed.

(b) A photocopy of the certificate of registration of the juristic person owning the shares, certified as true copy by the juristic person representative. The certificate must contain a statement showing that the juristic person representative which signed the proxy form is authorized to legally act on behalf of the juristic person shareholder.

(c) An unexpired identification document issued by a government department or agency that contains a photograph of the proxy. This could be a personal identification card, 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**

Nos. 3.1 and 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.

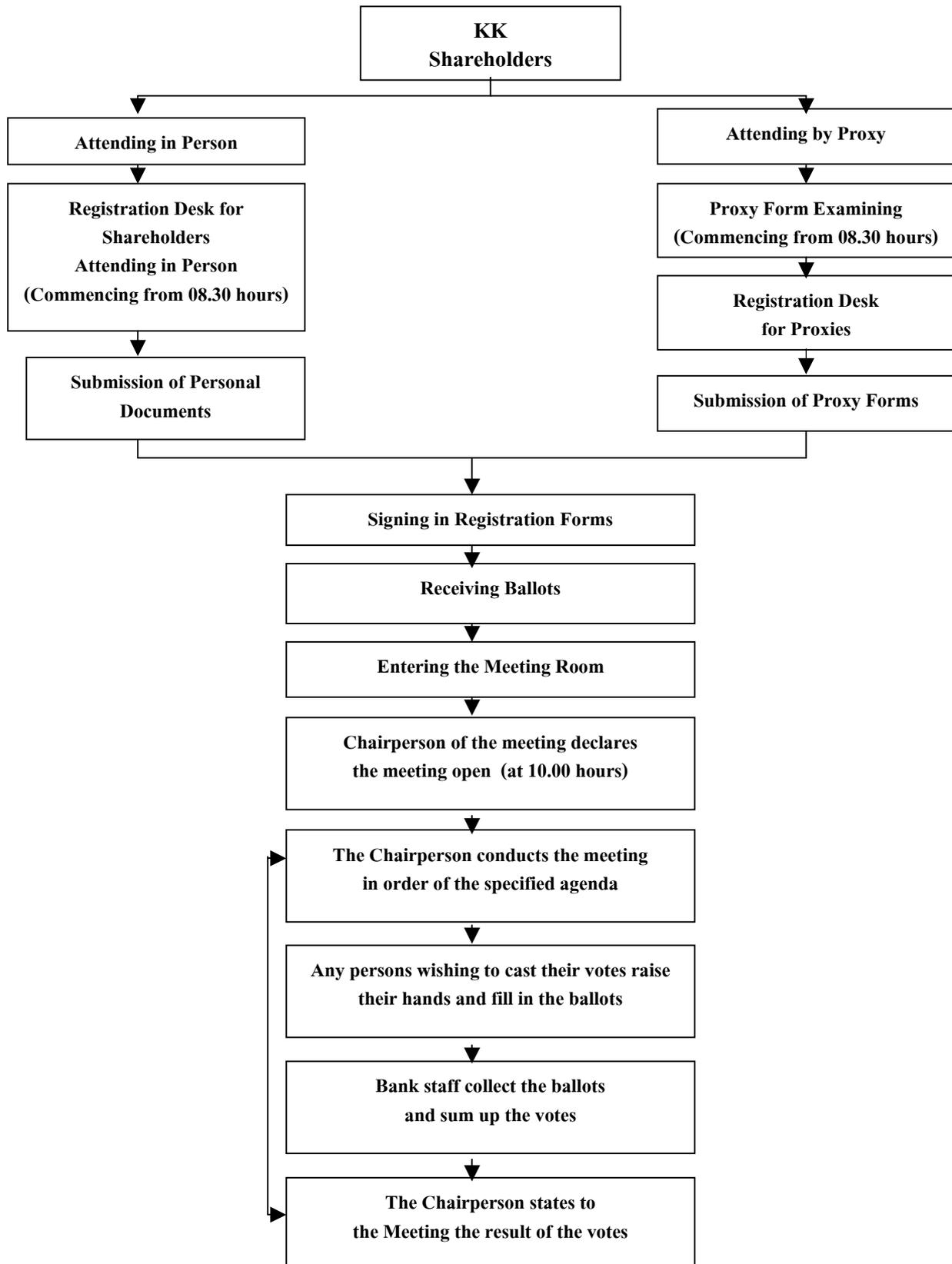
(b) Any original document not written in English must be submitted together with the English translated version. And the representative of the foreign juristic person must certify the correctness of the translation.

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

In the Meeting of Shareholders, when considering an 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 have voted, the chairperson of the Meeting will inform the meeting of the voting results for that agenda item.

In casting votes, shareholders who are physically present and proxies (including the case where the filled-in proxy letter did not state or state 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 physically present or by his/her proxy, these votes are counted and added to the votes cast by Bank directors who have been granted proxy status by the shareholders, and the votes of proxies who voted at the time of registration for the Meeting and recorded by the Bank 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  
Tuesday, 21 April 2009**



**The Bank's Articles of Association  
specially related to Shareholders' Meeting**

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**MEETINGS OF SHAREHOLDERS**

**Article 30.** Meetings of shareholders are held in the district where the company's headquarters is located or nearby provinces or any other location determined 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 annual closing of the financial statements of the company. 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 agenda of the meeting, and the issues to be proposed with reasonable 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 announced 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 total number of shareholders with at least one-third of the total numbers of shares sold to meet the quorum requirement.

If the meeting was 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 was 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.

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-quarters of the votes are needed:

- a) Selling or transferring the entire business or some important business of the company to another entity; acquiring or taking transfer of business from any other public or private company.
- b) 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 and acknowledge the proposed report of the Board of Directors concerning the company's business operations in the past accounting period.
- 2) Consider and approve the financial statements.
- 3) Consider and allocate profits.
- 4) Appoint directors to replace those who retired by rotation.
- 5) Appoint the external auditor.
- 6) Consider any other issues.

**Article 37.** The Chairperson of the Board of Directors will chair the shareholders' meeting. In his/her absence or his/her inability to perform such a task, the Vice Chairperson of the Board of Directors (if any) will chair such meeting. But if there is no Vice Chairperson or he/she is unable to perform the duty, a shareholder will be nominated to chair the meeting.

### **Directors and their authorities**

**Article 14.** A board of directors consisting of at least 5 persons will be appointed by the shareholders in the shareholders' meeting. The board of directors will in turn nominate the Chairperson. It may also nominate a Vice Chairperson, a Managing Director and other positions as appropriate. At least half of the directors must reside in the Kingdom.

**Article 15.** At the meeting of the shareholders, the shareholders shall nominate directors under the following criteria and methods:-

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 nominate a person or several 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 nominated directors equal to the number of the desired directors or should be nominated at that time. In case the persons are nominated in the descending order having equal votes but exceeding the desired number of directors to be appointed or should be nominated at that time, the Chairperson shall be the person making final vote thereof.

**Article 16.** Bonus and remuneration shall be awarded to the directors by resolution of the shareholders' meeting.

**Article 17.** Persons who are 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 full 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 random draw. 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-nominated 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 external auditor. The outgoing auditor can be reappointed.

**Article 39.** The external 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. Dividend payment must be announced to shareholders by a written notice and announced in the newspaper. 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 such dividend is paid, report must be made in the next shareholders' meeting.

**Article 46.** Dividend must be paid in proportion to each share at equal amount unless otherwise stipulated for preferred shares.

**Article 47.** The Company must allocate, as a reserve, not less than five per cent of each annual net profit, deduct by accumulated loss (if any) up to ten per cent 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.

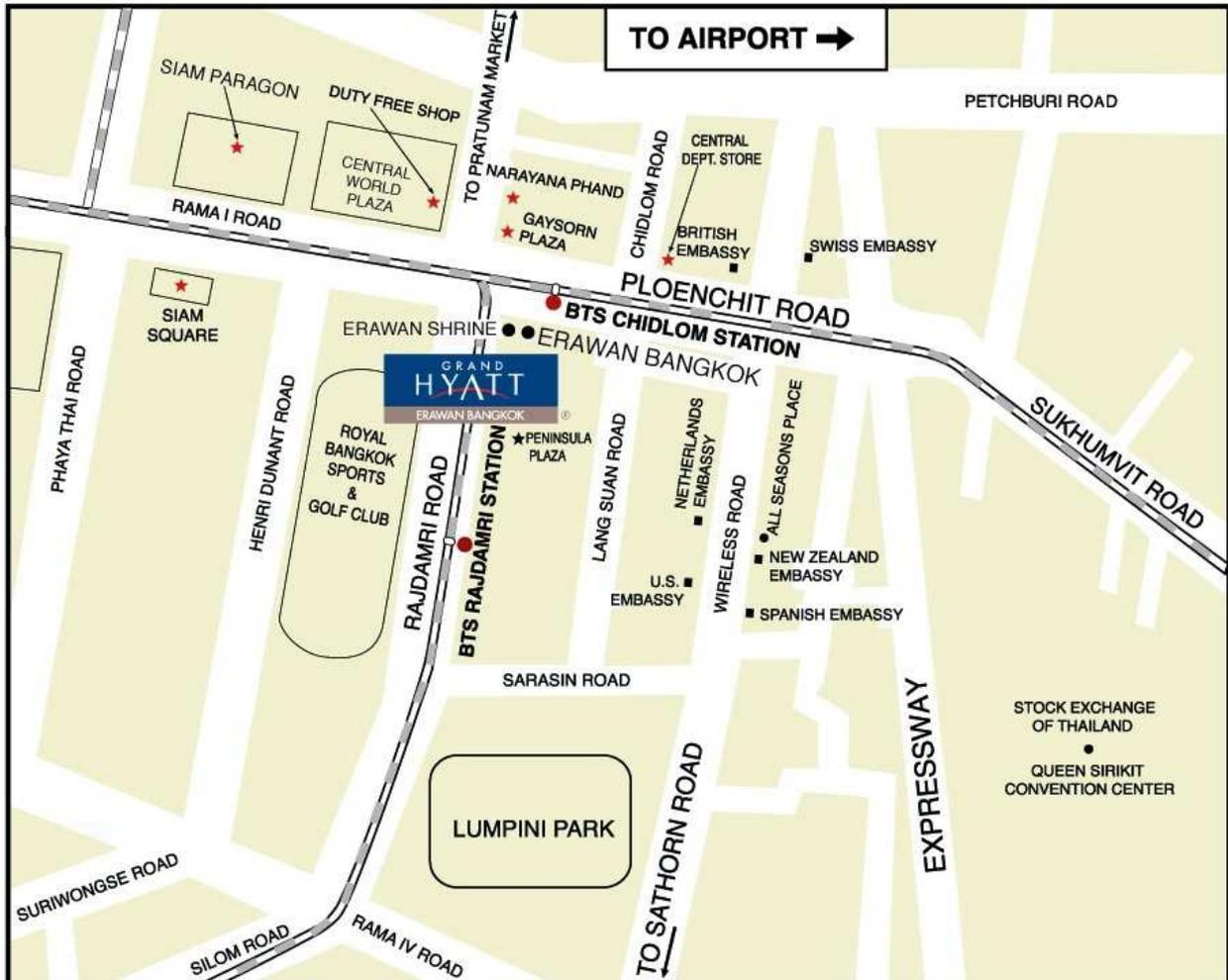
At the end of the first half of the accounting period and the financial statements have been audited by the authorized external auditor, the Board of Directors can allocate the recorded net profit to capital funds commencing on the first date of the accounting period of the second half of that year.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

Map of the meeting venue

Grand Hyatt Erawan Bangkok Hotel  
494 Rajdamri Road, Bangkok 10330

Tel : 0-2254-1234

Fax: 0-2254-6286



Grand Hyatt Erawan Bangkok 494 Rajdamri Rd. Bangkok 10330 Thailand. [www.bangkok.grand.hyatt.com](http://www.bangkok.grand.hyatt.com)