



[Translation]

SorGor 49/ 2554

21 March 2011

Subject: Invitation to attend the Annual General Meeting of Shareholders for 2011

To: Shareholders of Kiatnakin Bank Public Company Limited

- Attachments:
1. Copy of minutes of the Annual General Meeting of Shareholders for 2010
 2. The Bank's annual report for the year 2010 (CD – ROM)
 3. Names list and profile of directors to be elected as directors to replace those retiring by rotation
 4. The remuneration for directors
 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. The Bank's definition of independent director
 9. Guidelines for registration, appointment of proxy, and documents or evidence required to attend and vote in the Shareholders' Meeting
 10. Steps to be followed in attending the Annual General Meeting of Shareholders
 11. The Bank's Articles of Association specifically related to the Shareholders' Meeting
 12. Map of the meeting venue
 13. Proxy form B
 14. Registration form (To be taken on the meeting date)
 15. Envelop for returning Proxy form

In accordance with the resolution of the Board of Directors of Kiatnakin Bank Public Company Limited, the Annual General Meeting of Shareholders for 2011 will be held on Thursday, 21 April 2011 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 2010

Purpose and Reason: The Bank held the 2010 General Shareholders Meeting on 22 April 2010, and has sent the minutes of such meeting to the Stock Exchange of Thailand (SET) 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 2011 Annual General Meeting of Shareholders should approve the minutes of the 2010 Annual General Shareholders Meeting held on 22 April 2010.

Agenda No.2: To acknowledge the Bank's activities during 2010

Purpose and Reason: The Bank's operating results for the year 2010 are recorded in the Bank's 2010 annual report, sent with the invitation letter to attend the 2011 Annual General Meeting of Shareholders, and can also be seen in Attachment 2.

Opinion of the Board: The Bank's operating results for 2010 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 2010

Purpose and Reason: The financial statements for the year ended 31 December 2010, 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 2010, which has been audited by the certified public accountant.

Agenda No.4 To consider and approve the allocation of 2010 operating profits and payment of dividend

Purpose and Reason: The Bank's net profit from consolidated financial statements for 2010 was 2,840,151,758 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 2010, the Bank attained a net profit from the consolidated account to the amount of 2,840,151,758 Baht. Thus, the Board has decided to pay dividend to shareholders at the rate of 2.40 Baht per share. Total amount to pay being 1,442,401,277.60 Baht, representing 50.78 % of net profit for the year 2010 recorded in the Bank's consolidated financial statements, being in line with the Bank's dividend payment policy. Since the Board has paid an interim dividend for 1 January – 30 June 2010 operating results at the rate of 1.00 Baht per share on 20 August 2010, therefore, dividend remaining to be paid for the 1 July – 31 December 2010 operating results will be 1.40 Baht per share.

A comparison between the dividend payout for 2010 and 2009 is shown below:

| Details on dividend payment | 2010 | 2009 |
|---|----------------------------|------------------|
| 1. Net profit (Baht) | 2,840,151,758 | 2,228,767,559 |
| 2. No. of shares (shares) | | |
| 2.1 no. of shares entitled to interim dividend | 554,273,668 | 523,123,366 |
| 2.2 no. of shares entitled to annual dividend | 634,328,864 ⁽¹⁾ | 542,704,568 |
| 3. Total dividend paid per share (Baht : share) | 2.40 | 2.00 |
| 3.1 interim dividend (Baht.: share) | 1.00 | 0.75 |
| 3.2 annual dividend (Baht : share) | 1.40 | 1.25 |
| 4. Total dividend paid (Baht) | 1,442,401,277.60 | 1,070,723,234.50 |
| 5. Dividend payout ratio | 50.78 | 48.04 |

⁽¹⁾ The number of shares as of 3 March 2011

Opinion of the Board: It is proposed that the Annual General Meeting of Shareholders approve the allocation of 2010 operating profits and payment of dividend as follows:

- (1) No further allocation of profits for the legal reserve fund since such allocation has already reached 10% of registered capital in accordance with the Public Limited Companies Act B.E.2535, Section 116.
- (2) Annual dividend payment of 2010 at the rate of 2.40 Baht per share. The bank has paid an interim dividend of 1.00 Baht per share on 20 August 2010, therefore, the amount of 1.40 Baht remains to be paid. It is paid from the net income of corporate tax base 30%, which individual shareholder is able to claim for a tax credit in accordance with Section 47 bis of the Revenue Code. The Bank has set the record date on 28 April 2011 to determine the shareholders entitled to receive dividend, and the shareholder register book closing date and suspending shares transfer on 29 April 2011 to compile the shareholder list pursuant to Section 225 of the Securities and Exchange Act B.E.2535. The dividend will be paid on 20 May 2011.
- (3) The 2010 operating profits after dividend payment will be allocated as capital fund according to the Commercial Banking Act B.E. 2505, Section 4.

Agenda No.5 To consider and elect directors to replace the 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. Suraphol Kulsiri Non - Executive Director
- (2) Mr. Tawatchai Sudtikitpisan Executive Director
- (3) Mr. Pracha Chumnamkitkosol Executive Director

The Bank has posted on its website an invitation to shareholders to propose the 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 Remuneration Committee has also invited its members to propose the names of qualified persons to be elected as directors but no one proposed.

The Nomination and Remuneration Committee in its deliberation, without the participation of the directors with related interest, considered the qualifications of the 3 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 have appropriate qualifications and do not have any prohibited attributes as defined in the legal provisions applied for the Bank and they also have high competency and experiences in the bank's related business operations that can be beneficial to the Bank. In addition, they have performed their duties with accountability, integrity throughout their term and the proposed directors has already obtained approval from the Bank of Thailand. Thus, it was recommended that the Shareholders' Meeting re-elect the 3 directors for another term. (Profiles of the directors can be seen in attachments 3)

Opinion of the Board: The Board of Directors, excluding directors having related interests, agreed with the Nomination and Remuneration Committee's recommendation and proposed the Annual General Meeting of Shareholders to approve the re-election of directors retired by rotation i.e. Mr. Suraphol Kulsiri, Mr. Tawatchai Sudtikitpisan and Mr. Pracha Chumnarnkitkosol to resume as directors for another term.

Agenda No.6 To consider the remuneration for directors for 2011

Purpose and Reason: The remuneration for directors should be appropriate to the duties and responsibilities of directors. It should also be reviewed annually. In 2011, the Nomination and Remuneration Committee has carefully reviewed the remuneration of directors, advisory director and other committee members. It has taken into account various reference data, including practices in other commercial banks of the same size and business trends. Additionally, the Committee has considered that the rates and components of directors' remuneration should be attractive enough to attract and retain high quality directors. It has also considered that the remuneration is an important factor for the directors to conduct the business. The Nomination and Remuneration Committee then recommended that the Board of Directors proposed the 2011 Annual General Meeting of Shareholders to consider and approve the directors' remuneration of not to exceed 15 Million Baht in total. The remuneration consists of monthly remuneration, attendance fees and directors' bonuses. See details in attachments 4 and 5 – Directors' Remuneration and Roles and Responsibilities of Sub-Committees.

Opinion of the Board: The Board of Directors considered and agreed with the Nomination and Remuneration Committee's recommendation and proposed the Annual General Meeting of Shareholders to approve the remuneration for the directors, the advisory director to the executive committee and member of committees for 2011 at the amount of not exceeding 15 million Baht, which consists of monthly remuneration, meeting fees and directors' bonuses. In case the Board of Directors may have to determine the remuneration for the additional appointed committees, the Board of Directors is authorized to determine the remuneration within the amount of not exceeding 15 million Baht as approved by the Annual General Meeting of Shareholders.

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 2011, 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. The three auditors has already obtained approval from the Bank of Thailand. The audit fee for the accounting year 2011 is set at 5,250,000 Baht. In addition, the Audit Committee suggests submitting to the Shareholders' Meeting for acknowledgement the audit fees for its subsidiaries at the amount of 4,230,000 Baht. (Details are in Attachment 6)

Opinion of the Board: The Board of Directors agreed with the Audit Committee's recommendation, and proposed the Annual General Meeting of Shareholders 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 auditors. The three auditors has already obtained approval from the Bank of Thailand. The audit fee for the year 2011 is fixed at 5,250,000 Baht. The Meeting also acknowledged the audit fees for its subsidiaries at the amount of 4,230,000 Baht.

Agenda No.8 **To consider and approve reduction of registered capital of the Bank by cancellation of unsold registered shares**

Purpose and Reason: At present, the bank has 35,771,123 unsold registered shares, which the Bank has no need to retain further as follows:

- (1) Reserved shares for the exercise of KK-W4 29,235,623 shares approved by the Annual General Meeting of Shareholders No. 30 held on 27 April 2000 are now already expired.
- (2) Reserved shares for the exercise of the ESOP Warrant 6,535,500 shares approved by the Annual General Meeting of Shareholders No. 30 held on 27 April 2000, there are no remaining warrants to exercise at present.

Opinion of the Board: It is proposed that the Annual General Meeting of Shareholders approve the reduction of registered capital of the Bank from 6,960,999,870 Baht to 6,603,288,640 Baht, or 660,328,864 shares by cancellation of unsold registered shares of 35,771,123 shares.

Agenda No.9 **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**

Purpose and Reason: To amend Clause 4 of the Bank's Memorandum of Association in order to facilitate the reduction in registered capital of the Bank as contained in Agenda no. 8

Opinion of the Board: It is proposed that the Annual General Meeting of Shareholders 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 as contained in Agenda no. 8, to be as follows:

| | | | |
|-----------------------------|---------------|--------|---|
| Clause 4 registered capital | 6,603,288,640 | Baht | (Six thousand six hundred three million two hundred eighty eight thousand six hundred and forty Baht) |
| Divided into | 660,328,864 | shares | (Six hundred sixty million three hundred twenty eight thousand eight hundred and sixty four shares) |
| Par value | 10 | Baht | (Ten Baht) |
| Divided into | | | |
| Ordinary shares | 660,328,864 | shares | (Six hundred sixty million three hundred twenty eight thousand eight hundred and sixty four shares) |
| Preferred shares | (-) | shares | (none) |

Agenda No. 10 **Other issues (if any)**

The Bank set the record date on 18 March 2011 to determine the shareholders entitled to attend the Annual General Meeting of Shareholders 2011, and the shareholder register book closing date and suspending shares transfer on 21 March 2011 to compile the shareholder list pursuant to section 225 of the Securities and Exchange Act.

Shareholders are invited to attend the 2011 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 21 March 2011 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, or by fax to 0-2680-3977 or by post to the Bank's address.

Yours faithfully,

Tawatchai Sudtikitpisan

(Mr. Tawatchai Sudtikitpisan)

Chief Executive Officer and President

Office of the Directors
Telephone 0-2680-3970 - 4
Facsimile 0-2680-3977

[Translation]**Minutes of the 2010 Annual General Shareholders' Meeting of
Kiatnakin Bank Public Company Limited**

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The Meeting was held on Thursday, 22 April 2010 at 10.00 hours at the Ballroom, Queen Sirikit National Convention Center, 60 Ratchadaphisek Road, Klongtoey, Bangkok. The Bank set the record date on 25 March 2010 to determine the shareholders entitled to attend the Annual General Meeting of Shareholders 2010, and the shareholder register book closing date and suspending shares transfer on 26 March 2010 to compile the shareholder list pursuant to section 225 of the Securities and Exchange Act. On that date, the registered capital of the Bank was 7,228,455,710 Baht or 722,845,571 ordinary shares, with a par value of 10 Baht per share. The Bank has paid-up capital of 5,231,524,660 Baht, equivalent to 523,152,466 ordinary shares.

Names of Bank Directors present at the Meeting

| | | |
|-----------------------|------------------|--|
| 1. Ms. Nawaaporn | Ryanskul | Independent Director and Chairperson of the Board of Directors |
| 2. Mr. Pichai | Dachanapirom | Independent Directors 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 | Pattrakomkul | Independent Director, Member of the Audit Committee, and Member of the Nomination and Remuneration Committee |
| 5. Mr. Tamin | Chirasoonthorn | Director |
| 6. Mr. Pravitt | Varutbangkul | Director |
| 7. Mr. Suraphol | Kulsiri | Director and Member of the Nomination and Remuneration Committee |
| 8. Mr. Supol | Wattanavekin | Director, Chairman of the Executive Board and Chairman of the Risk Management Committee |
| 9. Mr. Tawatchai | Sudtikitpisan | President |
| 10. Mr. Pracha | Chumnarnkitkosol | Director |

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. Patom | Amorndechawat | Head of Operations |
| 4. Mr. Sarawut | Charuchinda | Head of Debt Restructuring |
| 5. Mr. Kriengsak | Sukhanaphorn | Senior Vice President, Internal Audit Group |
| 6. Mrs. Suree | Harnpinijesak | Senior Vice President, Accounting Department |

Name of Auditor from Deloit Touche Tomatsu Chaiyos Ltd. in attendance

Mr. Supamitr Techamontreekul Certified Public Accountant Registration No. 3356

Name of Legal Counselor from Erawan Law Office Co., Ltd. in attendance

Mr. Yodying Dejphuwadol and 5 other advisors from his team

The Meeting commenced at 10.05 hours

Ms. Nawaaporn Ryanskul, Chairperson of the Board of Directors, acted as Chairperson of the Meeting. She welcomed and thanked shareholders for attending. She explained the need to change the meeting's venue, and that the Bank had tried to inform shareholders of such change as best it could. Next, the Chairperson introduced the Bank's Board of Directors, the Executive Board, senior executives, the auditors, and the legal counselor attending.

She informed that in attendance were 174 shareholders and 263 proxies, totaling 437 participants, the equivalent of 301,715,126 shares, representing 57.67% of the total paid-up capital. This constituted a quorum, as specified in the Bank's Articles of Association.

The Chairperson then opened the 2010 General Shareholders' Meeting, and before discussing the agenda items, 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 entitled to vote, except when 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 are requested to write their preferences on the voting cards and then raise their hands so the staff can collect their written votes for 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 on behalf of 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 specified in the Securities and Exchange Commission project on quality shareholders' meetings and the Thai Investors Association, which aims to enable transparency and verifiability in the counting of votes, it is therefore requested 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. And, in order to speed up the vote counting, the Bank will collect only voting cards of only those who disapprove and abstain on an agenda item. Also, after the end of the meeting, shareholders are requested to return all voting cards to the Bank staff. In addition, the Bank has brought in a barcode system to count the votes, which will make for easier and faster counting.
- This year, so that the Meeting is conducted with transparency and in accordance with the law and the Bank's article of association, the Bank has assigned Erawan 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 and Erawan Law Office staff assigned to vote counting as witnesses and check the correctness of the voting.

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 2010, as follows:

Agenda No. 1 **To consider and approve the minutes of the Annual General Shareholders Meeting for 2009**

The Chairperson asked the Meeting to consider and approve the minutes of the Annual General Shareholders Meeting for 2009, which was held on 21 April 2009. The Bank had already sent the Minutes to the Securities Exchange of Thailand and the Ministry of Commerce within the time limit required by law. The Bank has 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.

A shareholder asked about two issues on qualifications of independent directors as determined by the Bank, which was described on page 37 of the Letter of Invitation to Attend the Shareholders' Meeting (attached document no. 4) as follows:

- 1) An independent director must not be a director who participates in management of the Bank. So the question was: does the Chairperson of the Board of Directors who is an independent director participate in such management ?
- 2) A member of the Audit Committee which is supposed to be an independent director must not also be the Bank's auditor. But such member has the right to appoint the auditor. So, the question was: is this description of the qualification of the Audit Committee correct ?

Ms. Nawaaporn Ryanskul, Independent Director and Chairperson of the Board of Directors, explained that she is the Board's chairperson and the position does not have any executive power. This is in accordance with the approval letter of the Bank of Thailand on her appointment as chairperson of the Board. She also explained that the position of chairperson of the Board can be held by either an independent or non-independent director. If held by an independent director, he or she must not participate in management of the Bank.

Then, Mr. Pichai Dachanapirom, Independent Director and Chairman of the Audit Committee elaborated that there are 2-3 qualifications for being an independent director: 1) He(she) must not hold more than 0.5 % of the total shares entitled for voting of the Bank. 2) He is not, or has not been a director who has participated in the management of the Bank in the past two years. And 3) is not someone who is related to the Bank's executives. These rules are to enable independent directors to do their work autonomously, such rules being standard operating procedures in public companies. Also, two types of directors exist: directors who are executives and those who are not. Independent directors are non-executives and are not involved in management work. To ensure that the work of the audit committee is independent of company executives, public companies would appoint their audit committee from the pool of independent directors.

Ms. Nawaaporn Ryanskul, Independent Director and Chairperson of the Board added that the principles specified by the authorities overseeing banks are that the audit committee has to be selected from independent directors because the audit committee must do their work independent of executives. In principle, there are two types of directors. One, directors who are also executives. Two, directors who are not executives. Non-executive directors are the ones performing the function of the monitoring and overseeing the executives. In addition, the law states that within an audit committee, there must be at least 1 independent director that has professional level knowledge of accounting. As for the scope of the job of the audit committee, its task is to select the auditor for proposal to the board of directors for consideration. After

due deliberation, the board then submits the name to the general shareholders' meeting for approval. As to why it falls upon the audit committee to consider and select the auditor, the reason is the law does not want management to appoint the external auditor on its own, as the task of auditing is to check on the work of management. Therefore it deems that the task is for the audit committee, which is independent from management to perform it, i.e. the committee is charged with searching for and selecting the auditor. The power to appoint the auditor rests with the general shareholders' meeting.

Subsequently, Ms. Nawaaporn asked Mr. Tarnin Chirasoonthorn, a director, to elaborate further on the qualifications of independent directors and audit committee members, in his capacity as a lawyer. Mr. Tarnin explained that a board of directors' function is to set policy and oversee the work of the management such that it is in accord with the resolutions of the board. Each director does not individually have the power to do this; such power lies collectively with the board. As for the chairperson of the board who is an independent director, he or she neither has the authority to manage affairs, nor to issue orders to management; and this is specified by law. Concerning the audit committee, the intention of the law is for it to be independent, because if the task of auditing function is given to bank management, it would not be independent. Therefore, it is right and proper to appoint an independent director as a member of the audit committee.

No objections, questions, or request for changes to the minutes of the meeting were further expressed.

The Chairperson asked for a vote to approve the minutes. She then announced the voting results as follows:

- Approved 303,219,812 votes or 99.9669 % of shareholders attending the Meeting and entitled to vote.
- Disapproved 0 votes or 0.0000 % of shareholders attending the Meeting and entitled to vote.
- Abstained 100,401 votes or 0.0331 % of shareholders attending the Meeting and entitled to vote.

Resolution of the Meeting: The Meeting, by a majority vote of shareholders attending the Meeting and entitled to vote, approved the minutes of the General Shareholders Meeting for 2009, held on 21 April 2009 as proposed.

Agenda No. 2 To acknowledge the Bank's activities during 2009

The Chairperson asked the Meeting to acknowledge the Bank's activities as detailed in the Annual Report for 2009, which had been sent to shareholders along with the Letter of Invitation. She asked Mr. Tawatchai Sudtikitpisan, the Bank's President, to report on Bank activities in 2009 for shareholders' acknowledgement.

Mr. Tawatchai Sudtikitpisan, the Bank's President, summarized the Bank's activities for 2009 as follows: There were no changes in the organizational structure from 2008. As of the end of 2009, the Bank had a total of 44 branches, an increase from 37 branches of last year. New branches opened up in 2009 were in Sakonnakhon, Phrae, Nonthaburi, Yaowarat, Ramintra, Si Phraya, and Suksawat. Kiatnakin Securities Co. Ltd. has 10 branches.

Summary of financial status in 2008 compared to 2009

- Total assets increased from 114,733 million Baht to 127,354 million Baht
- Total loans increased from 80,563 million Baht to 86,560 million Baht
- Total liabilities increased from 97,565 million Baht to 109,408 million Baht
- Total deposits increased from 71,156 million Baht to 76,109 million Baht
- Total Borrowings increased from 19,949 million Baht to 26,064 million Baht.
- Shareholders' equity increased from 17,167 million Baht to 17,946 million Baht
- Net interest and dividend income after bad debts increased from 3,682 million Baht to 4,653 million Baht
- Non-interest income increased from 1,538 million Baht to 1,779 million Baht
- Non-interest expenses increased from 3,174 million Baht to 3,334 million Baht
- Income before income tax increased from 2,046 million Baht to 3,097 million Baht
- Income tax increased from 175 million Baht to 866 million Baht
- Net income increased from 1,867 million Baht to 2,229 million Baht

Financial ratios in 2008 compared with 2009

- Return on average equity increased from 11.00 % to 12.70%
- Return on average assets, unchanged from 2008, equals 1.85 %
- Basic earnings per share increased from 3.57 Baht to 4.26 Baht
- Book value per share increased from 32.82 Baht to 34.30 Baht
- Capital adequacy ratio increased from 15.42 % to 16.29 %
- Dividend per share increased from 1.75 Baht to 2.00 Baht

The Bank had total assets on 31 December 2009 amounting to 127.4 billion Baht, an increase of 11.0% from the end of 2008. Assets partly come from hire purchase business and personal loans, which equaled 47.0%. Residential project loans comprised another 13.0% of assets. Lending to SMEs, which the Bank aims to increase credit to was up slightly to 7.0%. The business of asset management and foreclosed assets comprised 11.0% of assets. The rest were assets held by the Bank for liquidity maintenance, the majority being government bonds, which comprised 23.0% of assets. The total value of loans in 2009 was 87.1 billion Baht, divided into loans for hire purchase at 60.1 billion Baht, residential project loans at 15.2 billion Baht, SME loans at 8.5 billion Baht and investments in financial claims restructured and transferred to loan at 2.8 billion Baht.

The Bank has been successful in reducing non-performing loans in its portfolio down from 8.1 billion Baht or 17.1% of total loans in 2005 to 5.4 billion Baht or 5.6% of total loans in 2009. Furthermore, the Bank has managed debts acquired by bidding quite well with continuous progress recorded. It decreased from 18.2 billion Baht in 2005 to 13.1 billion Baht in 2009.

Net foreclosed assets amounted to 7.2 billion Baht with the assessed value of 12.6 billion Baht. It was to be noted that assets sold by the Bank in the past 10 years (2000-2009) amounted to 15 billion Baht and sold at a price close to the assessed price. In 2009, despite economic turndown, the Bank was able to sell assets at about 3 billion Baht, at a price close to assessed price. The Bank's foreclosed assets are mainly vacant land, with 55% located in Bangkok and surrounding areas.

As for deposits and borrowing, there was an increase from 97.6 billion Baht to 109.4 billion Baht, mainly from deposits by general public. The Bank achieved net profit of 2,229 million Baht, and increase from 2008, which was 1,867 million Baht. On dividends, the Bank paid out an interim dividend of 0.75 Baht per share on 21 August 2009, and proposed the Annual General Shareholders' Meeting to pay another 1.25 Baht per share, thus the dividend for 2009 would total 2.00 Baht.

Report of the Audit Committee

Mr. Pichai Dachanapirom, Independent Director and Chairman of the Audit Committee reported on its activities to the Meeting, details being in the annual report for 2009, pages 56-57.

The Chairperson asked if any shareholder would like to ask questions or make comments.

One shareholder asked about the fact that foreclosed assets were recorded in the accounting book at 7.2 billion Baht whereas the assessed price is 12.6 billion Baht, and wanted to know what measures the bank have to control this.

Mr. Supol Wattanavekin, Chairman of the Executive Board and Chairman of the Risk Management Committee explained that the Bank follows a policy of recording foreclosed assets at fair value, and in general fair value is lower than assessed price because there is the issue of the length of holding period involved. Thus, the Bank has to set an amount of money for provisioning related to the length of the holding period. And this policy of recording and provisioning as mentioned has been determined in accordance with the notices and principles issued by the Bank of Thailand.

No other shareholders asked additional questions or comment. The Chairperson proposed the Meeting to acknowledge the activities of the Bank for 2009.

Resolution of the Meeting: It acknowledged the Bank's activities during 2009 as proposed.

Agenda No. 3 **To consider and approve the financial statements for the year ended 31 December 2009**

The Chairperson proposed the Meeting to consider and approve the financial statements for the year ended 31 December 2009, which has been audited by the certified public accountant, as detailed in the 2009 Annual Report sent earlier to shareholders along with the invitation to this meeting. As to the financial statements for the year ended 31 December 2009, the President has already reported on it when he reported the activities of the Bank in agenda no. 2.

The Chairperson asked if there were any questions or comments. No shareholders asked questions or expressed opinions. The Chairperson asked the Meeting to consider and vote:

The Chairperson then announced the voting results as follows:

- Approved 302,684,254 votes or 99.7340 % of shareholders attending the Meeting and entitled to vote.
- Disapproved 0 votes or 0.0000 % of shareholders attending the Meeting and entitled to vote.
- Abstained 807,301votes or 0.2660 % of shareholders attending the Meeting and entitled to vote.

Resolution of the Meeting: The Meeting, by a majority vote of shareholders attending the Meeting and entitled to vote, approved the Financial Statements for the year ended 31 December 2009.

Agenda No.4 **To consider and approve the allocation of 2009 operating profits and payment of dividend**

The Chairperson proposed that the Meeting to consider and approve the allocation of profit from business operations in 2009 and payment of dividend. She informed the Meeting that the Bank made a net profit as shown in the consolidated financial statements for 2009 amounting to 2,228,767,559 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.

The Board of Directors thus felt it appropriate to ask the Shareholders' Meeting to approve payment of the 2009 annual dividend at the rate of 2.00 Baht per share. The Bank had already paid an interim dividend of 0.75 Baht per share on 21 August 2009, and thus 1.25 Baht remained to be paid to shareholders. This is paid from the Bank's net profit after having paid corporate income tax at the rate of 30%. Also, those shareholders who are ordinary persons

are entitled to receive tax credit in accordance with Section 47 bis of the Revenue Code. The Bank had set the record date on 30 April 2010 to determine the shareholders entitled to receive dividend, and the shareholder register book closing date and suspending shares transfer on 4 May 2010 to compile the shareholder list pursuant to section 225 of the Securities and Exchange Act. The dividend will be paid on 20 May 2010. This year there will be no further allocation of profits for the legal reserve fund since such allocation has already reached 10% of registered capital as required by law.

The Chairperson asked if 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 303,489,758 votes or 99.9994 % of shareholders attending the Meeting and entitled to vote.
- Disapproved 801 votes or 0.0003 % of shareholders attending the Meeting and entitled to vote.
- Abstained 1,000 votes or 0.0003 % of shareholders attending the Meeting and entitled to vote.

Resolution of the Meeting: The Meeting, by a majority vote of shareholders attending the Meeting and entitled to vote, approved the payment of the 2009 annual dividend at the rate of 2.00 Baht per share. An interim dividend had been paid on 21 August 2009 at the rate of 0.75 Baht per share and the remaining dividend payment to be paid this time is 1.25 Baht per share, to be paid from net profit after having paid corporate income tax at the rate of 30%. Those shareholders who are ordinary persons will receive a tax credit in accordance with Section 47 bis of the Revenue Code. The Bank had set the record date on 30 April 2010 to determine the shareholders entitled to receive dividend, and the shareholder register book closing date and suspending shares transfer on 4 May 2010 to compile the shareholder list pursuant to section 225 of the Securities and Exchange Act. The dividend will be paid on 20 May 2010. This year there will be no further allocation of profits for the legal reserve fund since such allocation has already reached 10% of registered capital as required by law.

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

The Chairperson asked Associate Professor Manop Bongsadadt, Independent Director, Member of Audit Committee, Chairman of the Nomination and Remuneration Committee, to explain the details of this agenda item on electing directors in place of directors retired by rotation. Because the chairperson was one of the directors due to retire, the Chairman of the Nomination and Remuneration Committee was asked to be chairman of the meeting for this agenda. And the 4 directors having a connected interest left the room. These were: (1) Ms.Nawaaporn Ryanskul, (2) Mr. Supol Wattanavekin, (3) Mr. Pravit Varutbangkul, (4) Mr.Chet Pattrakornkul.

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

- (1) Ms. Nawaaporn Ryanskul Independent Director and Chairperson of the Board of Directors
- (2) Mr. Supol Wattanavekin Chairman of the Executive Board and Chairman of the Risk Management Committee
- (3) Mr. Pravit Varutbangkul Director
- (4) Mr. Chet Pattrakornkul Independent Director, Member of the Audit Committee and Member of the Nomination and Remuneration Committee

In addition, the Chairman of the Nomination and Remuneration Committee said the Bank posted on its website and 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 4 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. Furthermore, they collectively have expertise in specific fields i.e. economics, law, financial operations, and loan for car hire purchase. They also have experience in businesses that the Bank is engaged in and thus can bring benefits to the Bank. Thus, it was recommended that the Shareholders' Meeting re-elect the 4 directors for another term. The profiles of the 4 directors can be seen in the Letter of Invitation to this Meeting. The Chairperson also presented the profile of each director, to assist shareholders in their consideration.

The Chairperson then asked shareholders to deliberate on each director. In order to comply with the good governance principles specified by the Securities and Exchange Commission and Association of Thai Investors that counting of votes to elect directors be done with transparency and verifiability, shareholders were requested to express their preferences whether it be approve, disapprove, or abstain on the ballots in which all will be collected. And in order to speed up the voting process and counting, the Bank will collect ballots only of those shareholders who voted to object or abstain. After the Meeting, all shareholders are requested to return all ballots to Bank staff.

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:

(1) Ms. Nawaaporn Ryanskul Independent Director and Chairperson of the Board of Directors

- Approved 303,482,944 votes or 99.9961 % of shareholders attending the Meeting and entitled to vote.
- Disapproved 801 votes or 0.0003 % of shareholders attending the Meeting and entitled to vote.
- Abstained 11,000 votes or 0.0036 % of shareholders attending the Meeting and entitled to vote.

(2) Mr. Supol Wattanavekin Director, Chairman of the Executive Board and Chairman of the Risk Management Committee

- Approved 303,489,944 votes or 99.9984 % of shareholders attending the Meeting and entitled to vote.
- Disapproved 0 votes or 0.0000 % of shareholders attending the Meeting and entitled to vote.
- Abstained 4,801 votes or 0.0016 % of shareholders attending the Meeting and entitled to vote.

(3) Mr. Pravit Varutbangkul Director

- Approved 303,489,944 votes or 99.9984 % of shareholders attending the Meeting and entitled to vote.
- Disapproved 0 votes or 0.0000 % of shareholders attending the Meeting and entitled to vote.
- Abstained 4,801 votes or 0.0016 % of shareholders attending the Meeting and entitled to vote.

(4) Mr. Chet Pattrakornkul Independent Director, Member of the Audit Committee and Member of the Nomination and Remuneration Committee

- Approved 303,488,944 votes or 99.9981 % of shareholders attending the Meeting and entitled to vote.
- Disapproved 0 votes or 0.000 % of shareholders attending the Meeting and entitled to vote.
- Abstained 5,801 votes or 0.0019 % of shareholders attending the Meeting and entitled to vote.

Resolution of the Meeting: The Meeting, by a majority vote of shareholders attending the Meeting and entitled to vote, approved the re-election to the Board of Directors of Ms.Nawaaporn Ryanskul, Mr.Supol Wattanavekin, Mr.Pravit Varutbangkul, Mr.Chet Pattrakornkul, directors retired by rotation, for another term as proposed.

Agenda No.6 To consider remuneration for directors for 2010

Associate Professor Manop Bongsadadt, Chairman of the Nomination and Remuneration Committee proposed the Meeting to consider remuneration for directors for 2010. He reported that in 2009, the General Meeting of Shareholders approved remuneration of directors at not more than 8 million Baht in total, but in actual fact the Bank paid out 6,139,000 Baht, which was lower than the amount approved by the Annual General Shareholders' Meeting.

Details on remuneration of directors can be seen in the Annual Report page 68 and it was proposed that the Meeting acknowledge the remuneration paid out to directors and executives as shown on pages 67-68.

Remuneration for directors should be a reflection of their tasks and responsibilities, and that the rate should be reviewed annually. For 2010, 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. It also made reference to rates paid out by other banks of equivalent status and to prevailing business trends. The Committee thus proposed that the Board of Directors maintain the monthly remuneration rates for directors and meeting honorariums for other committee members, at the same rates as paid out in 2009. Total amount to be paid to all directors and committee members shall not exceed 10 million Baht, an increase of 2 million Baht from total amount approved in 2009.

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 for 2010:

- (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 10 million Baht. The Board of Directors is registered to determine the amount to be paid to each director.

The Chairperson of the Meeting informed that shareholders who are also directors hold a total of 9,128,808 shares. Thus, they were deemed to have connected interest and therefore do not have the right to vote on this agenda item.

The Chairperson asked if 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 294,357,536 votes or 99.9965 % of all votes of shareholders who were present and entitled to vote
- Disapproved 7,500 votes or 0.0025 % of all votes of shareholders who were present and entitled to vote
- Abstained 2,801 votes or 0.0010 % of all votes of shareholders who were present and entitled to vote

Resolution of the Meeting: The Meeting, by vote of not less than two-thirds of all votes of shareholders attending the Meeting and entitled to vote, approved the remuneration for directors for the year 2010, as proposed.

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

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 2010.

The Chairman of the Audit Committee explained that the Public Companies Act and the Bank's Articles of Association Article 36 state that the Annual General Meeting of Shareholders shall appoint and fix auditor's fee every year. The Audit Committee considered three auditors and audit fee for 2010 and proposed to the Board of Directors to select firm Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. since it is of the opinion that this audit firm has extensive experience in auditing many commercial banks, has a worldwide network, is universally acceptable, and can transfer relevant knowledge to the Bank. Moreover, in the past accounting year, the auditors have performed their tasks professionally; and have provided advice on internal control systems and various types of risks. They have also worked with independence. The three auditors proposed to be appointed are:

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

It was proposed that anyone of the above individual do the auditing. If all of 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 the 3 auditors and Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. do not have any relation or transaction with the Bank such that 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. It was also proposed that the audit fee for 2010 be 4,970,000 Baht.

In addition, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd are also auditors for the Bank's subsidiary as stated in the Letter of Invitation to attend this meeting. Thus, the Bank proposed for acknowledgement the audit fee for the Bank's subsidiary at 3,160,000 Baht.

The Chairperson asked if 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 303,494,544 votes or 99.9977 % of shareholders attending the Meeting and entitled to vote.
- Disapproved 3,200 votes or 0.0011 % of shareholders attending the Meeting and entitled to vote.
- Abstained 3,801 votes or 0.0013 % of shareholders attending the Meeting and entitled to vote.

Resolution of the Meeting: The Meeting, by majority vote of shareholders attending the Meeting and entitled to vote, approved the appointment of 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 2010 at 4,970,000 Baht. The Meeting also acknowledged the audit fee for the Bank's subsidiaries at 3,160,000 Baht as proposed.

Agenda No. 8 To consider and approve the cancellation of the issuance of not more than 25,000,000 units of warrants for allotment to directors and/or employees of the Bank and/or its subsidiaries (ESOP warrants) and cancellation of the allotment of the 25,000,000 newly issued ordinary shares from capital increase, in order to reserve for the exercise of the right of the ESOP warrants which were approved by the resolution of the Annual General Meeting of Shareholders for 2008 dated 18 April 2008, but has not been issued and offered

The Chairperson of the Meeting asked Mr. Supol Wattanavekin, Chairman of the Executive Board and Chairman of the Risk Management Committee to explain this agenda. He said agenda items 8-14 are related. Items 8-10 are about the cancellation of warrants to buy ordinary shares of the Bank (ESOP warrants) that the Bank has not yet issued and offered for sale. And now the time limit for it has expired. If the Meeting approves cancelling these ESOP warrants, the Bank has to decrease its registered capital and also amend Clause 4 of the Bank's Memorandum of Association to accommodate this, as required by law. Items 11-14 are about issuance of new ESOP Warrants once more. If this Meeting approves, then the Bank has to amend Clause 4 of the Memorandum of Association which is required by law also. Thus, the plan is to have the Meeting consider all these agenda items in one lot.

Reference is made to the shareholders' approval at the Annual General Meeting of Shareholders for the year 2008 on Friday, April 18, 2008, for the Employee Stock Option Program (ESOP Warrants), to offer not more than 25,000,000 units of ESOP warrants for common shares to the Bank and its subsidiaries' directors and/or employees in the agenda no. 11 and for the allotment of newly issued ordinary shares not more than 25,000,000 shares, par value 10 Baht, for the exercise of the ESOP Warrants in the agenda no. 14. The Bank did not issue and offer the mentioned ESOP Warrants in accordance with the shareholders' resolutions due to economic downturn as a result of global financial crisis caused by the sub-prime problem affecting money market and capital market worldwide. Consequently, the Bank's share price declined significantly. Additionally, the ESOP Warrants issuance and offering had to be done within one year after the Shareholders' approval ending April 17, 2009. The Board of Directors,

therefore, proposed that the shareholders approved the cancellation of the Shareholders' resolutions regarding 25,000,000 units of the ESOP warrants for common shares and the allotment of 25,000,000 newly issued ordinary shares for the exercise of the ESOP warrants, approved by the Shareholders in the Annual General Meeting of Shareholders for the year 2008, on April 18, 2008.

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 303,498,944 votes or 99.9978 % of all votes of shareholders who were present and entitled to vote.
- Disapproved 0 votes or 0.0000 % of all votes of shareholders who were present and entitled to vote.
- Abstained 6,801 votes or 0.0022 % of all votes of shareholders who were present and entitled to vote.

Resolution of the Meeting: The Meeting, by a vote of not less than three-quarters of all votes of shareholders attending the Meeting and entitled to vote, approved the cancellation of the issuance of not more than 25,000,000 units of the ESOP warrants for the Bank and its subsidiaries' directors and/or employees and the allotment of 25,000,000 newly issued ordinary shares for the exercise of the ESOP warrants, which were not issued and offered, approved by the Shareholders in the Annual General Meeting of Shareholders for the year 2008, on April 18, 2008.

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

Mr. Supol Wattanavekin, Chairman of the Executive Board, proposed the Meeting to approve reduction of registered capital of the Bank by cancellation of unsold registered shares, and which the Bank has no need to retain them. This totals 52,745,584 shares, details as follows:

- (1) Shares reserved for the exercise of KK-W2, totaling 3,844,951 shares which were approved by the Extraordinary Shareholders Meeting 1/2540 held on 23 November 1997, and which have now expired.
- (2) Shares reserved for the exercise of KK-W3, totaling 23,900,633 shares which were approved by the Extraordinary Shareholders Meeting 2/2541 held on 24 December 1998, and which have now expired.
- (3) Shares reserved for the exercise of the ESOP Warrants, totaling 25,000,000 shares. These shares were approved by the General Shareholders Meeting 2008 held on 18 April 2008, and has not been issued and offered.

The proposal is thus for the Meeting to consider and approve the reduction in registered capital of the Bank from 7,228,455,710 Baht to 6,700,999,870 Baht, or 670,099,987 shares, by the method of cancelling the registered shares that have not been issued for sale totaling 52,745,584 shares.

The Chairperson asked whether there were any questions and comments. No shareholder asked questions or comments. The Chairperson asked the Meeting to consider and vote on the item.

The Chairperson then announced the voting results as follows:

- Approved 303,498,944 votes or 99.9978 % of all votes of shareholders who were present and entitled to vote.
- Disapproved 0 votes or 0.0000 % of all votes of shareholders who were present and entitled to vote.
- Abstained 6,801 votes or 0.0022 % of all votes of shareholders who were present and entitled to vote.

Resolution of the Meeting: The Meeting, by vote of not less than three-quarters of shareholders attending the Meeting and entitled to vote, approved the reduction of registered capital of the Bank from 7,228,455,710 Baht to 6,700,999,870 Baht, or 670,099,987 shares, by cancellation of unsold registered shares totaling 52,745,584 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, Chairman of the Executive Board, proposed the Meeting 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 as stated in agenda no.9.

| | | |
|-----------------------------|--------------------|---|
| Clause 4 registered capital | 6,700,999,870 Baht | (Six thousand seven hundred million nine hundred ninety nine thousand eight hundred seventy Baht) |
| Divided into | 670,099,987 shares | (Six hundred seventy million ninety nine thousand nine hundred eighty seven shares) |
| Par value | 10 Baht | (Ten Baht) |
| Divided into | | |
| Ordinary shares | 670,099,987 | (Six hundred seventy million ninety nine thousand nine hundred eighty seven shares) |
| Preferred shares | (-) shares | (none) |

No shareholder asked questions or comments. The Chairperson asked the Meeting to consider and vote on the item.

The Chairperson then announced the voting results as follows:

- Approved 303,498,944 votes or 99.9978 % of all votes of shareholders who were present and entitled to vote.
- Disapproved 0 votes or 0.0000 % of all votes of shareholders who were present and entitled to vote.
- Abstained 6,801 votes or 0.0022 % of all votes of shareholders who were present and entitled to vote.

Note: After the meeting, the Bank checked on the voting card and proxy letters, with Erawan Law Office Co.,Ltd., helping to check the voting. It was found that not all votes were recorded. The Bank therefore issued a notice SorGor 114/2553 dated 26 April 2010 informing all shareholders on correction of votes of resolutions of the Annual General

Shareholders' Meeting, specifically for agenda items 10-14 only. Thus, for items 10-14 there are two set of voting results. One is voting results declared by the Meeting chairperson. The other is the corrected voting results sent to the Stock Exchange of Thailand. Both are recorded in the minutes of this meeting. It is to be noted that the correction does not affect the resolutions of the 2010 Annual General Shareholders' Meeting for items 10-14 in any way.

The corrected results which has been sent to the Stock Exchange of Thailand are as follows:

- Approved 270,324,678 votes or 89.0674 % of all votes of shareholders who were present and entitled to vote.
- Disapproved 33,174,266 votes or 10.9304 % of all votes of shareholders who were present and entitled to vote.
- Abstained 6,801 votes or 0.0022 % of all votes of shareholders who were present and entitled to vote.

Resolution of the Meeting: The Meeting, by vote of not less than three-quarters of all votes of shareholders attending the Meeting and entitled to vote, approved the amendment to Clause 4 of the Bank's Memorandum of Association in order to facilitate the reduction in registered capital of the Bank as approved in agenda no. 9.

Agenda No.11 To consider and approve the issuance of not more than 26,000,000 units of warrants for purchase of Bank shares to be allocated to directors and/or employees of the Bank and its subsidiaries (ESOP warrants)

Mr. Supol Wattanavekin, Chairman of the Executive Board, proposed the Meeting to approve the issuance of not more than 26,000,000 units of warrants to be allotted to directors and/or employees of the Bank and its subsidiaries (ESOP warrants), and compared this year's warrant offering with that offered in 2008 as follows:

| Details | 2008 | 2010 (offer year) |
|--|--|--|
| Quantity (units) | 25,000,000 | 26,000,000 |
| % of shares issued and paid up | 4.79 | 4.97 |
| Proportionate impact on shares held | 4.57 | 4.73 |
| Exercise price | 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 <u>5 business days prior to the 2008 General Meeting of Shareholders.</u> | 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 on the Stock Exchange of Thailand <u>5 business days prior to the date of the offering.</u> |
| Amount and names of Bank directors allotted the warrants | The number and names of directors allocated the warrants is the same as in 2010 | Details found in Letter of Invitation to attend 2010 Annual General Meeting of Shareholders, page 46 |
| Amount, names of Securities Co., Ltd. directors allotted the warrants Mr. Vichien Jearkjirm | 35,000 | 35,000 |

| Details | 2008 | 2010 (offer year) |
|----------------------------|-----------------------|-------------------------|
| Miss Thitinan Wattanavekin | 750,000 | 750,000 |
| Mr. Chukiat Tongwitookomal | 70,000 | - |
| Mr. Chavalit Chindavanig | - | 375,000 |
| Mr. Patom Amorndechawat | - | 375,000 |
| Total | <u>855,000</u> | <u>1,535,000</u> |

Mr. Supol Wattanavekin, Chairman of the Executive Board, explained further that details on the ESOP Warrant Project proposed to the shareholders today can be seen in the letter of invitation, pages 44-47, as follows:

Kiatnakin Bank Public Company Limited, situated at Amarin Tower, 500 Ploenchit Road, Lumpinee, Patumwan, Bangkok would like to offer warrants in the amount of 26,000,000 units, for the purchase of ordinary shares of Kiatnakin Bank. The warrants will be allotted to directors and/or employees of the Bank and/or its subsidiaries at the price of 0 (zero) Baht per warrant. In addition, the Bank wants to issue a capital subscription increase to the amount of 26,000,000 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 its subsidiaries

- 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 for sale to directors and/or employees of the Bank, and/or its subsidiaries (ESOP warrants). |
| Type | : | Holder specified, non-negotiable, except with the permission of the Board of Directors. |
| Number | : | 26,000,000 units. (or 4.97% of shares issued and paid up) |
| Registration | : | These warrants will not be registered as securities listed with the Stock Exchange of Thailand. But ordinary shares derived from the exercise of warrant rights will be registered for listing with the Stock Exchange of Thailand. |
| Term of Warrants | : | Not more than 5 years. |
| Allocation | : | To directors and/or employees of the Bank and/or its subsidiaries. |
| Offer price | : | 0 (Zero) Baht |
| Exercise Period | : | Every 30th day of March, June, September and December of each year. |
| Exercise Ratio | : | 1 warrant for 1 new ordinary share. |
| Number of shares reserved | : | 26,000,000 shares |

Exercise of rights : 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 that was traded on the Stock Exchange of Thailand 5 business days prior to date of the offering.

Method of share allocation : The allocation is to be done by the Nomination and Remuneration Committee or whoever is assigned by the Committee. The Nomination and Remuneration Committee presently consists of 1) Asst. Prof. Manop Bongsadadt, 2) Mr. Chet Pattrakornkul, 3) Mr. Suraphol Kulsiri, and as such will determine the quantity of warrants to be distributed to each who are entitled, using the criteria of working capabilities, potential, efficiency in work, performance, present position and salary of the directors and employees; all are to be assessed on an individual basis.

Conditions of rights exercise : The person exercising such rights must be a director and/or employee of the Bank and/or its subsidiaries at the time of exercise. However, any director and/or employee and/or of its subsidiaries who are no longer director and/or employee of the Company and/or its subsidiary due to his/her retirement shall be considered a warrant holder and shall be entitled to exercise his/her right irrespective of the terms specified below:

The warrants which 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 the right to buy ordinary shares at the end of the 2nd year after the issuance date until the maturity date of warrants;

Series 3: Can exercise the right to buy ordinary shares at the end of the 3rd year after the issuance date until the maturity date of warrants;

Series 4: Can exercise the right to buy ordinary shares 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

| No. | Name | | Position | Number of Warrants (Unit) |
|-----|--------------------|---------------|---|---------------------------|
| 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 | Chirasoonon | Director | 100,000 |
| 6 | Mr. Pravitt | Varutbangkul | Director | 100,000 |

| No. | Name | | Position | Number of Warrants (Unit) |
|--------------|---------------|------------------|---------------------------------|---------------------------|
| 7 | Mr. Suraphol | Kulsiri | Director | 194,000 |
| 8 | Mr. Supol | Wattanavekin | Chairman of the Executive Board | 1,250,000 |
| 9 | Mr. Tawatchai | Sudtikitpisan | President | 1,250,000 |
| 10 | Mr. Pracha | Chumnarnkitkosol | Executive Director | <u>750,000</u> |
| Total | | | | <u>4,144,000</u> |

Kiatnakin Securities Company Limited

| No. | Name | | Position | Number of Warrants (Unit) |
|--------------|--------------|---------------|------------------------------------|---------------------------|
| 1 | Mr. Vichien | Jearkijrm | Chairman of the Board of Directors | 35,000 |
| 2 | Ms. Thitinan | Wattanavekin | Director | 750,000 |
| 3 | Mr. Patom | Amorndechawat | Director | 375,000 |
| 4 | Mr. Chavalit | Chindavanig | Director | <u>375,000</u> |
| Total | | | | <u>1,535,000</u> |

4. Effects on existing shareholders

The offer of sale of warrants to directors and/or employees of the Bank and/or 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 rights to all 26,000,000 warrants were exercised, the control dilution impact would be 4.73%, 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 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 Chairperson then informed the meeting that shareholders who are directors of the Bank and subsidiaries own a total of 35,108,669 shares, thus being deemed as having a connected interest and therefore do not have the right to vote on this item.

No shareholders asked any questions or comments. The Chairperson asked the Meeting to consider and vote on the item.

The Chairperson then announced the voting results as follows:

- Approved 268,374,275 votes or 99.9915 % of all votes of shareholders who were present and entitled to vote.
- Disapproved 3,801 votes or 0.0014 % of all votes of shareholders who were present and entitled to vote.
- Abstained 19,000 votes or 0.0071 % of all votes of shareholders who were present and entitled to vote.

The results corrected by the Bank after the meeting and sent to the Stock Exchange of Thailand are as follows:

- Approved 256,049,275 votes or 95.3994 % of all votes of shareholders who were present and entitled to vote.
- Disapproved 12,328,801 votes or 4.5935 % of all votes of shareholders who were present and entitled to vote.
- Abstained 19,000 votes or 0.0071 % of all votes of shareholders who were present and entitled to vote.

Resolution of the Meeting: The Meeting, by vote of not less than three-quarters of all votes of shareholders attending the Meeting and entitled to vote, approved the issuance of not more than 26,000,000 units of warrants for the purchase of the Bank's ordinary shares, for distribution to directors and/or employees of the Bank and/or its subsidiaries (ESOP warrants), details as in program documents.

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

Mr. Supol Wattanavekin, Chairman of the Executive Board stated that the Bank needed to increase the registered capital of the Bank in order to facilitate the exercise of warrants to purchase ordinary shares of the Bank as stated in agenda no.11, and which will be discussed further in agenda no.14. It would thus like the Meeting to approve a 260,000,000 Baht increase in the Bank's registered capital, from the original 6,700,999,870 Baht to total 6,960,999,870 Baht. This comprises 696,099,987 shares, the new ordinary shares issued was 26,000,000 shares, each with a par value of 10 Baht.

No shareholder asked further questions or comments. The Chairperson asked the Meeting to consider and vote on the item.

The Chairperson then announced the voting results as follows:

- Approved 303,482,944 votes or 99.9925 % of all votes of shareholders who were present and entitled to vote.
- Disapproved 3,000 votes or 0.0010 % of all votes of shareholders who were present and entitled to vote.
- Abstained 19,801 votes or 0.0065 % of all votes of shareholders who were present and entitled to vote.

The results corrected by the Bank after the meeting and sent to the Stock Exchange of Thailand are as follows:

- Approved 291,157,944 votes or 95.9316 % of all votes of shareholders who were present and entitled to vote.
- Disapproved 12,328,000 votes or 4.0619 % of all votes of shareholders who were present and entitled to vote.
- Abstained 19,801 votes or 0.0065 % of all votes of shareholders who were present and entitled to vote.

Resolution of the Meeting: The Meeting, by vote of not less than three-quarters of all votes of shareholders attending the Meeting and entitled to vote, approved a 260,000,000 Baht increase in the Bank's registered capital, from the original 6,700,999,870 Baht to total 6,960,999,870 Baht, as proposed. This comprises 696,099,987 shares, the new ordinary shares issued was 26,000,000 shares, each with a par value of 10 Baht.

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

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

| | | | |
|-----------------------------|---------------|--------|--|
| Clause 4 registered capital | 6,960,999,870 | Baht | (Six thousand nine hundred sixty million nine hundred ninety nine thousand eight hundred seventy Baht) |
| Divided into | 696,099,987 | Shares | (Six hundred ninety six million ninety nine thousand nine hundred eighty seven shares) |
| Par value | 10 | Baht | (Ten Baht) |
| Divided into | | | |
| Ordinary shares | 696,099,987 | Shares | (Six hundred ninety six million ninety nine thousand nine hundred eighty seven shares) |
| Preferred shares | (-) | Shares | (none) |

No shareholder asked questions or comments. The Chairperson asked the Meeting to consider and vote on the item.

The Chairperson then announced the voting results as follows:

- Approved 303,482,944 votes or 99.9925 % of all votes of shareholders who were present and entitled to vote.
- Disapproved 3,000 votes or 0.0010 % of all votes of shareholders who were present and entitled to vote.
- Abstained 19,801 votes or 0.0065 % of all votes of shareholders who were present and entitled to vote.

The results corrected by the Bank after the meeting and sent to the Stock Exchange of Thailand are as follows:

- Approved 291,157,944 votes or 95.9316 % of all votes of shareholders who were present and entitled to vote.
- Disapproved 12,328,000 votes or 4.0619 % of all votes of shareholders who were present and entitled to vote.
- Abstained 19,801 votes or 0.0065 % of all votes of shareholders who were present and entitled to vote.

Resolution of the Meeting: The Meeting, by vote of not less than three-quarters of all votes of shareholders attending the Meeting and entitled to vote, approved the amendment to Clause 4 of the Bank's Memorandum of Association in order to facilitate the increase in registered capital of the Bank as proposed.

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

Mr. Supol Wattanavekin, Chairman of the Executive Board, proposed the Meeting to approve the allocation of 26,000,000 newly issued ordinary shares pursuant to the capital increase, each 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 its subsidiaries (ESOP warrants) as approved in agenda no. 11.

No shareholder asked any questions or comments. The Chairperson asked the Meeting to consider and vote on the item. The Chairperson then announced the voting results as follows:

- Approved 303,482,944 votes or 99.9925 % of all votes of shareholders who were present and entitled to vote.
- Disapproved 3,000 votes or 0.0010 % of all votes of shareholders who were present and entitled to vote.
- Abstained 19,801 votes or 0.0065 % of all votes of shareholders who were present and entitled to vote.

The results corrected by the Bank after the meeting and sent to the Stock Exchange of Thailand are as follows:

- Approved 291,157,944 votes or 95.9316 % of all votes of shareholders who were present and entitled to vote.
- Disapproved 12,328,000 votes or 4.0619 % of all votes of shareholders who were present and entitled to vote.
- Abstained 19,801 votes or 0.0065 % of all votes of shareholders who were present and entitled to vote.

Resolution of the Meeting : The Meeting, by vote of not less than three-quarters of all votes of shareholders attending the Meeting and entitled to vote, approved the allotment of 26,000,000 newly issued ordinary shares pursuant to the capital increase, each 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 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 asked on 2 issues:

- 1) What is the Bank 's business policy for 2010 and beyond? And what additional line of business will be focused to generate more income, for example, by adding more branches or expanding its hire purchase business? The latter of which seems to generate high levels of non-performing loans.
- 2) On the cancellation and issuance of ESOP warrants, from the perspective of the law are such measures allowed? Also, what about the expenses such as fees for registration etc. on issuance or cancellation of ESOP warrants.

Mr. Supol Wattanavekin, Chairman of the Executive Board explained that the cancellation of ESOP warrants as proposed to the shareholders meeting this year, the Bank has to follow the laws and rules of the Securities Exchange Commission. As for expenses, they are very minor.

The Chairperson of the Meeting thanked the shareholders for asking about Bank business policy and direction, which the Board discussed early this year, and the Bank is pleased to report them to shareholders. Mr. Supol Wattanavekin, and Mr. Tawatchai Sudikitpisan, President, reported as follows:

Chairman of the Executive Board said the Bank regularly reviews policy and business direction, and the last such meeting was held 2-3 months ago. In summary, Bank business strategy is to be a commercial bank that focuses on business and investment. As for financial service business, the Bank aims to offer complete services to customers, but this aspect is not the main thrust of the Bank. One can thus see that the Bank's orientation is clearly different from the big banks, which are moving towards the universal banking concept, meaning offering comprehensive services and emphasizing retail customers. This entails having many branches, with required electronic support, and the offering of many complementary financial products. As for Kiatnakin Bank, we choose business lines which we have expertise in. Thus, we are confident that our different business positioning is appropriate, and will enable us to grow and make profit. This can be seen by the fact of our good performance, whereby we have been growing both the business and profit, and improving the quality of our loans. Such indicators reaffirm our business model as being appropriate for our capability and expertise, and which will grow our profit in the future. The Chairman of the Executive Board then asked the Bank President to elaborate on our car hire purchase business, the state of competition, expansion of branches, and the quality of the Bank's debts.

The President explained that as to direction of the Bank in the next 3 years, hire purchase will remain a core business. At present, the Bank has more than 200,000 hire purchase customers, and this figure is estimated to rise to 300,000 by the end of next year. The Bank also has plans to offer other types of loans for existing customers. At present, the Bank is starting to offer SME and personal loans. And judging by the performance, it is found that return and quality of credit on these loans have been quite good.

Concerning expansion of branches, the Bank aims for expansion in the provinces, rather than in Bangkok and environs, because of the intense competition here. And in the next 2-3 years the Bank will have branches in almost every province of Thailand, the branches in Bangkok and surrounding areas will comprise about 10-15% of all branches.

On the question of controlling quality of loans, the Bank does have a policy of controlling it and aims to reduce NPL from the level recorded in quarter 1/2010. The Bank has the lowest NPLs in its hire purchase business, amounting to 1.4% of total assets, which is a very low figure, given the fact that hire purchase loans amount to 40% of its lending portfolio. This compares with 20% reported by the Bank's competitors. Normally, the return coming from hire purchase loans for used car purchases are 3-4% higher than for new cars. The NPL figures cited thus is proof that the Bank has very good capability in controlling the quality of its loans.

As for deposits, from the figures presented, it could be seen that Bank assets grew from about 20,000 million Baht to 130,000 million Baht. This means the Bank needs continuing growth in deposits and loans. In the past, the Bank's status was that of a finance company, so the Bank was unable to mobilize funds fully from a branch system. Thus, its deposit base comprised a few large customers and these were concentrated in the head office. In the next 3 years, if the Bank's assets are growing to 200,000 million Baht, then the amount of deposits has to grow to 180,000 million Baht. Therefore, it would be difficult to raise such amount from only big customers. Moreover, to depend on deposits from only a few large customers carry risks for the Bank. Also, the deposit insurance will be in force next year. These are the reasons why the Bank needs to build up a network of branches in order to mobilize deposits and build a broader customer base.

No shareholder asked any other questions or made any comments. The Chairperson then thanked shareholders for their continuous support to the Bank, and re-affirmed the Board of Directors' commitment to continually improve operations of the Bank. She thanked shareholders for attending the Meeting and giving useful comments to the Bank. She then closed the Meeting.

The Meeting ended at 12.05 hours.

| | | |
|--------|---------------------------------------|----------------------------|
| Signed | <u>Nawaaporn Ryanskul</u> | Chairperson of the Meeting |
| | (Ms. Nawaaporn Ryanskul) | |
| | Chairperson of the Board of Directors | |

| | | |
|--------|---------------------------|--------------------------|
| Signed | <u>Porntip Chuprakhun</u> | Secretary to the Meeting |
| | (Miss Porntip Chuprakhun) | |
| | Company Secretary | |

For consideration of Agenda 5: To consider and elect directors to replace the directors retired by rotation (1)

| | | |
|--|--|---|
| Name-Surname: | Mr. Suraphol Kulsiri |  |
| Type of Director proposed for election: | Non-Executive Director | |
| Present Position: | Director, Member of the Nomination and Remuneration Committee and Member of the Main Credit and Foreclosed Property Committee | |
| Age: | 58 years | |
| Nationality: | Thai | |
| Education: | Bachelor of Business Administration (Marketing) Bangkok University | |
| Director Training Programs: | <ul style="list-style-type: none"> - Role of the Chairman Program (RCP 23/2010) Thai Institute of Directors Association (IOD) - Successful Formulation and Execution of Strategy (SFE 7/2010) Thai Institute of Directors Association (IOD) - Role of the Compensation Committee (RCC 3/2007) Thai Institute of Directors Association (IOD) - Director Certification Program (DCP 13/2001) Thai Institute of Directors Association (IOD) | |
| Years as director: | 6 years (appointed in 2004) | |
| KK shareholdings: (As of 31 December 2010) | None | |
| KK ESOP-W2 Allotted: | 194,000 units, equal to 0.7493% of total ESOP warrants offered 25,890,000 units | |
| Positions held in Kiatnakin Bank Plc. | <p>2011-Present Member of the Main Credit and Foreclosed Property Committee Kiatnakin Bank Plc.</p> <p>2004-Present Director and Member of the Nomination and Remuneration Committee Kiatnakin Bank Plc.</p> | |
| Positions held in other listed companies : | None | |
| Positions held in non-listed companies: | None | |
| Positions held in a competing business / bank-related companies that may cause conflicts of interest | None | |

| | | | |
|-------------------------------------|--|--|--|
| Experiences | 2003-2010 | Director and Chairman of the Executive Board | Kiatnakin Securities Co., Ltd. |
| | 1999-2003 | Managing Director | Kiatnakin Securities Co., Ltd. |
| | 2005-2009 | Chairperson of Information Technology Club | Association of Securities Co., Ltd. |
| | 2005-2007 | Director | The Stock Exchange of Thailand |
| | 2005-2007 | Director | Settrade Co., Ltd. |
| | 2005-2006 | Chairman of Technology Development Committee | The Stock Exchange of Thailand |
| | 1993-1999 | Director and Assistant Managing Director | Kiatnakin Finance and Securities Co., Ltd. |
| | 1981-1993 | Managing Director | Pienkiat International Co., Ltd. |
| Attendance at 2010 meetings: | Board of Directors meetings | | 8 out of 9 |
| | Nomination and Remuneration Committee meetings | | 4 out of 4 |
| | Shareholders' meeting for 2010 | | 1 out of 1 |

For consideration of Agenda 5: To consider and elect directors to replace the directors retired by rotation (2)

| | | | |
|---|--|--|---|
| Name-Surname: | Mr.Tawatchai Sudtikitpisan | |  |
| Type of Director proposed for election: | Executive Director | | |
| Present Position: | Director, Chief Executive Officer and President, Chairman of the Main Credit and Foreclosed Property Committee and Member of the Risk Management Committee | | |
| Age: | 51 years | | |
| Nationality: | Thai | | |
| Education: | <ul style="list-style-type: none"> - Master of Business Administration University of Texas at Austin, U.S.A. - Master of Science in Electrical Engineering University of Texas at Austin, U.S.A. - Bachelor of Science in Electrical Engineering University of Texas at Austin, U.S.A | | |
| Director Training Programs: | <ul style="list-style-type: none"> - The Job of the Chief Executive (2007) Singapore Institute of Management (SIM) - Senior Executive Program (2005) Sasin Graduate Institute of Business Administration of Chulalongkorn University - Director Certification Program (DCP 31/2003) Thai Institute of Directors Association (IOD) | | |
| Years as director: | 8 years (appointed in 2002) | | |
| KK shareholdings: (As of 31 December 2010) | 100,000 shares, equal to 0.0177% of total shares with voting rights | | |
| KK ESOP-W2 Allotted: | 1,250,000 units, equal to 4.8281% of total ESOP warrants offered 25,890,000 units | | |
| Positions held in Kiatnakin Bank Plc. | 2011-Present | Director, Chief Executive Office and President, Chairman of the Main Credit and Foreclosed Property Committee and Member of the Risk Management Committee | Kiatnakin Bank Plc. |
| | 2005-2010 | Director, President, Member of the Executive Committee, Member of the Risk Management Committee | Kiatnakin Bank Plc. |

| | | | |
|--|------------------------------------|---|--|
| Positions held in other listed companies : | None | | |
| Positions held in non-listed companies: | 1 position | | |
| | 2011-Present | Chairman of the Board of Directors | Kiatnakin Securities Co., Ltd. |
| Positions held in a competing business / bank-related companies that may cause conflicts of interest | None | | |
| Experiences: | 2006-2011 | Director | Kiatnakin Securities Co., Ltd. |
| | 2005-2005 | Director, Head of Residential Project Lending, Corporate Lending and Consumer Lending | Kiatnakin Finance Plc. |
| | 2002-2005 | Director and Head of Residential Project Lending and Corporate Lending | Kiatnakin Finance Plc. |
| | 2001-2002 | Assistant Managing Director, Residential Project Lending | Kiatnakin Finance and Securities Co., Ltd. |
| | 1999-2001 | Executive Director | Asia Recovery Management Co., Ltd. |
| | 1994-1999 | Vice President, Investment Banking Department | Merrill Lynch Phatra Securities Co., Ltd. |
| Attendance at 2010 meetings: | Board of Directors meetings | | 9 out of 9 |
| | Executive Committee Meetings | | 20 out of 20 |
| | Risk Management Committee Meetings | | 10 out of 12 |
| | Shareholders' meeting for 2010 | | 1 out of 1 |

For consideration of Agenda 5: To consider and elect directors to replace the directors retired by rotation (3)

| | | |
|---|---|---|
| <p>Name-Surname:</p> <p>Type of Director proposed for election:</p> <p>Present Position:</p> <p>Age:</p> <p>Nationality:</p> | <p>Mr. Pracha Chumnankitkosol</p> <p>Executive Director</p> <p>Director, Member of the Executive Committee, Member of the Risk Management Committee and Member of the Main Credit and Foreclosed Property Committee</p> <p>48 years</p> <p>Thai</p> |  |
| <p>Education:</p> | <p>- Master of Business Administration (Finance), University of Texas Arlington U.S.A.</p> <p>- Bachelor of Engineering, Chulalongkorn University</p> | |
| <p>Director Training Programs:</p> | <p>- Senior Executive Program (SEP-22) (2008) Sasin Graduate Institute of Business Administration of Chulalongkorn University</p> <p>- Overview of Current Macro Economic Condition Prudential Regulation-Impact to Thai Corporation (2007) The Thai Banker's Association</p> <p>- Blue Ocean Strategy (STRATEGIC) (2007) Business Development Center</p> <p>- EVA : Managing for Value Creation (2006) Sasin Graduate Institute of Business Administration of Chulalongkorn University</p> <p>- Director Certification Program (DCP 75/2006) Thai Institute of Directors Association (IOD)</p> <p>- Risk Management (2005) The Thai Institute of Banking and Finance Association</p> | |
| <p>Years as director:</p> | <p>5 years (appointed in 2006)</p> | |
| <p>KK shareholdings: (As of 31 December 2010)</p> | <p>None</p> | |
| <p>KK ESOP-W2 Allotted:</p> | <p>750,000 units, equal to 2.8969% of total ESOP warrants offered 25,890,000 units</p> | |

| | | | |
|--|------------------------------------|--|---|
| Positions held in Kiatnakin Bank Plc. | 2011-Present | Director, Member of the Executive Committee, Member of the Risk Management Committee and Member of the Main Credit and Foreclosed Property Committee | Kiatnakin Bank Plc. |
| | 2006-2011 | Director, Member of the Risk Management Committee and Head of Risk Management | Kiatnakin Bank Plc. |
| | 2005-2006 | Member of the Risk Management Committee and Head of Risk Management | Kiatnakin Bank Plc. |
| Positions held in other listed companies : | None | | |
| Positions held in non-listed companies: | None | | |
| Positions held in a competing business / bank-related companies that may cause conflicts of interest | None | | |
| Experiences: | 2004-2005 | Head of Credit Committee | Kiatnakin Finance Plc. |
| | 1999-2004 | Managing Director | Asia Recovery Management Co., Ltd. |
| | 1996-1999 | Assistant Managing Director, Investment Banking | Kiatnakin Finance and Securities Plc. |
| | 1995-1996 | Deputy Managing Director | Dynamic Eastern Finance Thailand (1991)Plc. |
| | 1994-1995 | Senior Vice President, Investment Banking | Wall Street Finance & Securities Plc. |
| | 1992-1994 | Vice President, Treasury and Debt Instrument | Thanapol Finance and Securities Plc. |
| | 1988-1992 | Senior Officer, Corporate Finance | TISCO Finance and Securities Plc. |
| Attendance at 2010 meetings: | Board of Directors meetings | | 9 out of 9 |
| | Risk Management Committee Meetings | | 11 out of 12 |
| | Shareholders' meeting for 2010 | | 1 out of 1 |

For consideration of Agenda 6: To consider the remuneration for the Board of Directors

After reviewing the directors' remuneration as recommended by the Nomination and Remuneration Committee at the No. 3/2011 meeting of the Board of Directors, the Board agreed to propose the 2011 Annual General Meetings of Shareholders to consider and approve directors' remuneration for 2011 not to exceed 15 Million Baht, which increased 5 Million Baht from prior year. The Nomination and Remuneration Committee has carefully considered that this increase was appropriate. It reflected the duties and responsibilities of the directors. It has also taken into account various reference data, including practices in other commercial banks of the same size and business trends. The Committee has considered that the rates and components of directors' remuneration should be attractive enough to attract and retain high quality directors. Additionally, it also considered that the remuneration was an important factor for the directors to conduct the business.

The Bank has reorganized its committee structure. It has added one new committee member to the Audit Committee. In addition, two new committees have been established – the Compliance and Governance Committee and the Main Credit and Foreclosed Property Committee. The Bank has also appointed the Chairman of the Board of Directors, who did not hold any executive position, to act as an advisory director to the Executive Committee. Moreover, the Board of Directors has revised scope of authorities and responsibilities of each committee. This was for the best interest of the Bank, shareholders and stakeholders, and be in compliance with good corporate governance principles.

The Board of Directors agreed to propose the 2011 Annual General Meeting of Shareholders to approve the remuneration for directors, the advisory director to the Executive Board Committee and other committee members, in the total of not more than 15 Million Baht. The remuneration consists of monthly fees, attendance fees and directors' bonuses. The Board of Directors shall determine remuneration for any additional sub-committees, if they are added. However, the total of the remuneration shall be no more than 15 Million Baht as approved at the 2011 Annual General Meeting of Shareholders.

| Components of Remuneration | 2011 Proposed | | 2010 | |
|--|---|--|--|--|
| | Monthly Remuneration (Baht) | Attendance Fees ⁽²⁾ (Baht/Attendance) | Monthly Remuneration (Baht) | Attendance Fees ⁽²⁾ (Baht/Attendance) |
| (1) Board of Directors | | | | |
| - Chairman | 72,000 | - | 60,000 | - |
| - Director | 36,000 | - | 30,000 | - |
| (2) 5 Committees ⁽¹⁾ | | | | |
| 1. The Audit Committee | | | | |
| - Chairman | - | 28,000 | - | 25,000 |
| - Director | - | 17,000 | - | 15,000 |
| 2. The Nomination and Remuneration Committee | | | | |
| - Chairman | - | 28,000 | - | 25,000 |
| - Director | - | 17,000 | - | 15,000 |
| 3. The Compliance and Governance Committee ⁽³⁾ | | | | |
| - Chairman | - | 28,000 | - | - |
| - Director | - | 17,000 | - | - |
| 4. The Risk Management Committee ⁽⁴⁾ | | | | |
| - Chairman | 180,000 | - | - | - |
| 5. The Main Credit and Foreclosed Property Committee ⁽³⁾ | | | | |
| - Director | 50,000 | - | - | - |
| (3) The Advisory Director to the Executive Committee ⁽⁵⁾ | 50,000 | - | - | - |
| (4) Bonuses for Directors | Bonus payments will be varied depending on the Bank's annual performance. The Board of Directors has an authority to determine bonus amount for each director. Total remuneration and bonuses shall not exceed 15 million Baht. | | The total of remuneration for all directors and committee members and directors' bonuses shall not exceed 10 million Baht in total. The Board of Directors has an authority to determine bonus amount for each director. | |

Note:

- 1) Any directors who are the Bank's executive and/or the corporate secretary shall not receive any compensation from being members in any other committees.
- 2) Attendance fees shall be paid per attendance only.
- 3) On 17 January 2011, the Board of Directors agreed to establish two more sub-committees.
- 4) In 2010, there was no compensation made to the Risk Management Committee since all the members of the committee were also executive officers.
- 5) On 21 December 2010, the Board of Directors agreed to appoint Mr. Supol Wattanavekin as the advisory director to the Executive Committee effective 1 January 2011.

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

The Audit Committee consists of 4 members as follows:

| | | | |
|------------------------|---------------|----------|-------------------------------|
| (1) Mr. Pichai | Dachanapirom | Chairman | <i>(Independent Director)</i> |
| (2) Assoc. Prof. Manop | Bongsadadt | Member | <i>(Independent Director)</i> |
| (3) Mr. Chet | Pattrakornkul | Member | <i>(Independent Director)</i> |
| (4) Mr. Pravit | Varutbangkul | Member | <i>(Independent Director)</i> |

The scope of roles and authority of the Audit Committee :

- (1) The Committee shall review the Bank's financial reporting process to ensure that it is accurate and adequate.
- (2) The Committee shall 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 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 unit.
- (3) The Committee shall 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.
- (4) The Committee shall consider the disclosure of the Bank's information, connected transactions, or the transactions that may lead to conflict of interests to comply with the laws and the Stock Exchange of Thailand's regulations, and to ensure that such transactions are reasonable and for the highest benefit to the Bank.
- (5) The Committee shall set up and state in writing the duties of the audit committee including the changing 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.
- (6) The Committee shall prepare a report on corporate governance activities by the audit committee and disclose it in the Bank's annual report, signed by the audit committee's chairman 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.
- (7) The Committee shall 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 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 make 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.
- (8) 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.
- (9) 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.
- (10) The Committee shall coordinate with the risk management committee to ensure that management adheres to the Bank's risk management policy.
- (11) The Committee shall perform any other act as assigned by the Bank's board of directors and accepted the audit committee.
- The Committee shall meet at least once every three months.
 - At least 50% of the members of the Committee must be in attendance for a quorum.
 - Resolutions at the Committee meetings shall be reached with a majority votes.

2. The Compliance and Governance Committee

The Compliance and Governance Committee consists of 4 members as follows:

| | | | | |
|-----|------------|---------------|----------|-----------------------------------|
| (1) | Mr. Chet | Pattrakornkul | Chairman | <i>(Independent Director)</i> |
| (2) | Mr. Pravit | Varutbangkul | Member | <i>(Independent Director)</i> |
| (3) | Mr. Tamin | Chirasoontorn | Member | <i>(Non - Executive Director)</i> |
| (4) | Ms. Pomtip | Chuprakhun | Member | <i>(Corporate Secretary)</i> |

The scope of roles and authority of the Compliance and Governance Committee :

- (1) The Committee, through the Compliance Unit, shall oversee that the Bank and its subsidiaries in the financial service group conduct businesses in compliance with laws and regulations. Their practices should also comply with the Code of Ethics, Corporate Governance Guidelines and the Compliance Policy.
- (2) The Committee shall ensure that the compliance system and corporate governance practice are in place. The systems should be functioned efficiently and independently.
- (3) The Committee shall approve annual compliance plan proposed by the Compliance Unit. It shall also monitor performance of the Unit and ensure that the Unit completes its tasks and achieves targets according to plans.
- (4) The Committee shall provide recommendations on the Annual Compliance Report. This report shall be reviewed and approved by the Board prior to its submission to a regulatory agency.
- (5) The Committee shall develop guidelines on best practices and the Code of Conduct for the Board and each committee. The guidelines shall also be provided to executive officers and employees of the Bank and its subsidiaries in the financial service group.
- (6) The Committee shall approve the appointment and rotation of the Compliance Unit Chief. It also is responsible for performance review of the Head of Compliance Unit.
 - The Committee shall meet at least once a month.
 - At least 50% of the members of the Committee must be in attendance for a quorum.
 - Resolutions at the Committee meetings can be reached with a majority vote.

3. The Risk Management Committee

The Risk Management Committee consists of 7 members as follows:

| | | | | |
|-----|---------------|-----------------|----------|-----------------------------------|
| (1) | Mr. Supol | Wattanavekin | Chairman | <i>(Non - Executive Director)</i> |
| (2) | Mr. Tawatchai | Sudtikitpisan | Member | <i>(Executive Director)</i> |
| (3) | Ms. Thitinan | Wattanavekin | Member | <i>(Executive Director)</i> |
| (4) | Mr. Pracha | Chumnamkitkosol | Member | <i>(Executive Director)</i> |
| (5) | Mr. Chavalit | Chindavanig | Member | |
| (6) | Mr. Patom | Amorndechawat | Member | |
| (7) | Mr. Sarawut | Charuchinda | Member | |

The scope of roles and authority of the Risk Management Committee :

- (1) The Committee has a responsibility to set up overall policy on risk management. This will include major policies on credit risk, market risk, liquidity risk, operational risk and any risk that could adversely affect the Bank's reputation.
- (2) The Committee shall develop a risk management strategy that is in consistent with the Bank's policy. The strategy should enable the Committee to monitor and assess that risks are at acceptable levels .Additionally, it is the responsibility of the Committee to set up criteria in considering reserve for asset classification.
- (3) The Committee shall review the adequacy and appropriateness of the Bank's policies and systems on risk management. This shall include the review of the implementation and effectiveness of the system.
- (4) The Committee shall regularly update the Board and the Audit Committee on results of operation related to the risk management. This will allow the Board and the Committees to provide feedback that will help modify the operation to be in consistent with the Bank's risk management policy.
- (5) The Committee shall approve criteria related to risk management, and/or lending, commitments, and any transactions with loan-like characteristics that are within the risk management framework set by a regulatory agency or the Bank. It is the Committee's responsibility to consider and establish credit policies and submit them to the Board of Directors for approval.
- (6) The Committee has a duty to appoint special task forces to assist in special projects associated with risk management and/or any assignments from the Board.
- (7) The Committee shall oversee the risk management of the Bank and its subsidiaries in the financial service group and report results of operation to the Board of Directors.
 - The Committee shall meet at least once every three months.
 - At least 50% of the members of the Committee must be in attendance for a quorum.
 - Resolutions at the Committee meetings shall be reached with a majority votes.

4. The Nomination and Remuneration Committee

The Nomination and Remuneration Committee consists of 3 members as follows:

- | | | | | |
|-----|--------------------|---------------|----------|-----------------------------------|
| (1) | Assoc. Prof. Manop | Bongsadadt | Chairman | <i>(Independent Director)</i> |
| (2) | Mr. Chet | Pattrakornkul | Member | <i>(Independent Director)</i> |
| (3) | Mr. Suraphol | Kulsiri | Member | <i>(Non - Executive Director)</i> |

The scope of roles and authority of the Nomination and Remuneration Committee :

- (1) The Committee shall establish criteria and process in nominating directors and executive officers from the Executive Vice President level and higher. The criteria and process of the nomination shall be proposed to the Board of Directors for approval.
- (2) The Committee shall consider the size and composition of the Board of Directors that are appropriate to the Bank. Generally, the Board shall consist of qualified individuals with knowledge and experience from diverse areas. If there're any changes in circumstances, it is the Committee's duty to review and refine the selection criteria, as appropriate.
- (3) The Committee shall ensure that the criteria and process details of the nomination are appropriately disclosed in the Bank's annual reports.
- (4) The Committee is responsible for establishing criteria to consider remuneration and benefits for directors and executive officers from the Executive Vice President level and higher.
- (5) It is the Committee's responsibility to oversee that directors and management receive remuneration and benefits that commensurate to their duties and responsibilities. Any directors, who are assigned with more responsibilities, shall be compensated appropriately.
- (6) The Committee shall establish guidelines for performance evaluation of the directors and executive officers from the Executive Vice President level and higher. These guidelines will assist the Committee in considering any necessary adjustment on annual remuneration and benefits. Some factors to be considered include the roles and responsibilities of the directors and committees, and related risks.
- (7) The Committee shall ensure that the criteria related to remuneration and benefits are included in the Bank's annual report. Additionally, the annual report shall present guidelines for remuneration and benefits consideration and recommendations from the Committee.
- (8) The Committee shall ensure that management has a succession plan for executive officers in place.
 - The Committee shall meet at least twice every year.
 - At least 50% of the members of the Committee must be in attendance for a quorum.
 - Resolutions at the Committee meetings can be reached with a majority vote.

5. The Executive Committee

The Executive Committee consists of 13 members as follows:

| | | | | |
|------|---------------|------------------|----------|-----------------------------------|
| (1) | Mr. Tawatchai | Sudtikitpisan | Chairman | <i>(Executive Director)</i> |
| (2) | Ms. Thitinan | Wattanavekin | Member | <i>(Executive Director)</i> |
| (3) | Mr. Pracha | Chumnarnkitkosol | Member | <i>(Executive Director)</i> |
| (4) | Mr. Chavalit | Chindavanig | Member | |
| (5) | Mr. Patom | Amorndechawat | Member | |
| (6) | Mr. Sarawut | Charuchinda | Member | |
| (7) | Ms. Nujaree | Sithasrivong | Member | |
| (8) | Mrs. Piradee | Chongsiriwanchai | Member | |
| (9) | Mr. Verasak | Tantinikom | Member | |
| (10) | Mr. Somkiat | Pongjunyakul | Member | |
| (11) | Mt. Sathit | Bovornsantisuth | Member | |
| (12) | Mr. Siri | Senajak | Member | |
| (13) | Mrs. Suwannee | Wattanavekin | Member | |
| | Mr. Supol | Wattanavekin | Advisor | <i>(Non - Executive Director)</i> |

The Executive Committee, as designated by the Board, is in charge of setting up corporate strategies and operating plans. It is also responsible for oversight of management in carrying out the business as planned, effectively and efficiently. The followings are the scope of roles and authority of the Executive Committee:

- (1) The Committee shall set up operating plans and budgets that are in consistent with the Bank's policy, goal and strategy. The plans and budgets shall be approved by the Board of Directors. In addition, the Committee shall ensure that management carries out activities as planned.
- (2) The Committee shall establish an organization structure of the operation units that are under its oversight. It shall also set up roles and responsibilities of management team who are below the Executive Vice President level.
- (3) The Committee shall approve investment, purchases, and spending according to plans.
- (4) The Committee shall ensure that the organization has efficient processes and procedures of its operation in place. Additionally, this shall include the oversight over the efficiency of the Bank's internal control.
- (5) The Committee shall ensure that the Bank operates its business within the risk framework established by the Risk Management Committee. This framework shall cover risk management over strategic risk, credit risk, market risk, investment risk, liquidity risk, operational risk, reputational risk and legal risk.

- (6) The Committee shall ensure that executive officers and employees adopt the principles of Code of Conduct and Code of Ethics as their practice guidelines.
- (7) The Committee shall appoint committees or sub-committees to assist in carrying out special tasks on behalf of the Executive Committee.
- (8) The Committee shall provide quarterly update reports on the Bank performance to the Board of Directors.

The Committee may retain external advisors or consultants on matters that are related to the Bank at the Bank's expense.

- The Committee shall meet at least once a month.
- At least 50% of the members of the Committee must be in attendance for a quorum.
- Resolutions at the Committee meetings can be reached with a majority vote.

6. The Main Credit and Foreclosed Property Committee

The Main Credit and Foreclosed Property Committee consists of 4 members as follows:

- | | | | | |
|-----|---------------|------------------|----------|-----------------------------------|
| (1) | Mr. Tawatchai | Sudtikitpisan | Chairman | <i>(Executive Director)</i> |
| (2) | Mr. Pracha | Chumnarnkitkosol | Member | <i>(Executive Director)</i> |
| (3) | Mr. Suraphol | Kulsiri | Member | <i>(Non - Executive Director)</i> |
| (4) | Mr. Sarawut | Charuchinda | Member | |

The scope of roles and authority of the Main Credit and Foreclosed Property Committee :

- (1) The Committee shall review and make recommendations to the Risk Management Committee on guidelines with respect to loans, including debt restructuring loans, and foreclosed property loans.
- (2) The Committee shall review and approve loans, including debt restructuring loans, and sale of large foreclosed properties. The Committee is in charge of setting prices for properties purchased through auctions. In addition, the Committee shall have the right to reject the deal if the proposed price is not within the approved limit.
- (3) The Committee shall, within its scope of authority, approve any necessary legal actions against borrowers, and any expenses incurred.
 - The Committee shall meet at least once a month.
 - At least 50% of the members of the Committee must be in attendance for a quorum.
 - Resolutions at the Committee meetings shall be reached with a majority vote.

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 36, 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.3/2011 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 three auditors has already obtained approval from 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 | 3 years (2008-2010) |
| 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 2011 at 5,250,000 Baht, increased by 280,000 Baht or 5.63 % from the fee paid in 2010, due to the increased number of transactions . Details are as follows:

| Audit Fee | 2011 (Baht) | 2010 (Baht) | Changes as compared to 2010 (%) |
|---|----------------|----------------|------------------------------------|
| - Audit fees for the half-year and annual audit | 3,720,000 | 3,520,000 | 5.68 |
| - Quarterly review fees | 900,000 | 840,000 | 7.14 |
| - Special regulatory reports required by Bank of Thailand | 380,000 | 360,000 | 5.56 |
| - Audit of Electronic Banking Business | 250,000 | 250,000 | - |

Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. is the auditor for 10 of the Bank's subsidiaries as follows:

| Fees for Subsidiaries | 2011 | 2010 |
|----------------------------------|-------------------------|-------------------------|
| 1. Kiatnakin Securities Co.,Ltd. | 1,640,000 | 1,540,000 |
| 2. Asia Recovery Fund 1 | 300,000 | 270,000 |
| 3. Asia Recovery Fund 2 | 300,000 | 270,000 |
| 4. Asia Recovery Fund 3 | 300,000 | 270,000 |
| 5. Thai Restructuring Fund | 260,000 | 230,000 |
| 6. Asia Recovery Property Fund 1 | 230,000 | 220,000 |
| 7. Asia Recovery Property Fund 3 | 230,000 | 220,000 |
| 8. Erawan Law Office Co., Ltd. | 150,000 | 140,000 |
| 9. Bangkok Capital Fund | 410,000 | 400,000 |
| 10. Gamma Capital Fund | 410,000 | 400,000 |
| Total | <u>4,230,000</u> | <u>3,960,000</u> |

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 81 of the 2010 Annual Report.

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

| | | | | | | | |
|---|--|---|---|---------------------|-----------|---|---------------------|
| Name-Surname: Present Position: Age: Nationality: Address: | Mr. Pichai Dachanapirom Independent Director and Chairman of the Audit Committee 64 years Thai 64/45 Moo Ban Phanu, Soi Asawapichet, Baromrachonnee Road, Bangramad, Talingchan, Bangkok 10170 |  | | | | | |
| Education: | - B.A. (Accounting) Thammasat University - Certified Public Accountant, registration No.2421 | | | | | | |
| Director Training Programs: | - Monitoring Fraud Risk Management (MFM1/2009) Thai Institute of Directors Association (IOD) - Monitoring the Internal Audit Function (MIA 4/2008) Thai Institute of Directors Association (IOD) - Monitoring the System of Internal Control and Risk Management (MIR 1/2007) Thai Institute of Directors Association (IOD) - Audit Committee Program (ACP 9/2005) Thai Institute of Directors Association (IOD) - Director Certification Program (DCP 32/2003) Thai Institute of Directors Association (IOD) | | | | | | |
| Years as director: | 9 years (appointed in 2001) | | | | | | |
| KK shareholdings: (As of 31 December 2010) | 50,000 shares, equal to 0.0088% of total shares with voting rights | | | | | | |
| KK ESOP-W2 Allotted: | 100,000 units, equal to 0.3862% of total ESOP warrants offered 25,890,000 units | | | | | | |
| Positions held in Kiatnakin Bank Plc. | <table border="0"> <tr> <td>2007-present</td> <td>Independent Director and Chairman of the Audit Committee</td> <td>Kiatnakin Bank Plc.</td> </tr> <tr> <td>2005-2007</td> <td>Independent Director and Member of the Audit Committee</td> <td>Kiatnakin Bank Plc.</td> </tr> </table> | 2007-present | Independent Director and Chairman of the Audit Committee | Kiatnakin Bank Plc. | 2005-2007 | Independent Director and Member of the Audit Committee | Kiatnakin Bank Plc. |
| 2007-present | Independent Director and Chairman of the Audit Committee | Kiatnakin Bank Plc. | | | | | |
| 2005-2007 | Independent Director and Member of the Audit Committee | Kiatnakin Bank Plc. | | | | | |
| Positions held in other listed companies : | None | | | | | | |

| | |
|--|--|
| Positions held in non-listed companies: | <p>6 positions</p> <p>2001-present Executive Director Dharmniti Press Co., Ltd.</p> <p>1998-present Executive Director Dharmniti Seminar and Training Co., Ltd.</p> <p>1998-present Executive Director Dharmniti Office of Management Development Co., Ltd.</p> <p>1990-present Executive Director Grand Success Co., Ltd.</p> <p>1989-present Executive Director Dharmniti Plc.</p> <p>1986 present Managing Director Dharmniti Auditing Co., Ltd.</p> |
| Positions held in a competing business / bank-related companies that may cause conflicts of interest | None |
| Experiences: | <p>2001-2005 Independent Director and Member of the Audit Committee Kiatnakin Finance Plc.</p> <p>2003-2007 Executive Director Dharmniti Capital Advisory Co., Ltd.</p> <p>1998-2007 Executive Director Dharmniti And Truth Co., Ltd.</p> <p>1979-1986 Accounting Manager Raja Engineering Co., Ltd.</p> <p>1974-1978 Accounting Manager Associated Battery Manufacturer Co., Ltd.</p> |
| Conflicts of interest in this Meeting: | Agenda no. 6 : To consider the remuneration for directors for 2011 |
| Attendance at 2010 meetings: | <p>Board of Directors meetings 9 out of 9</p> <p>Audit Committee meetings 11 out of 11</p> <p>Shareholders' meeting for 2010 1 out of 1</p> |

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

| | | | | | | | | |
|--|---|---|---|-----------------------|--------------|--|--------------------------------|--|
| <p>Name-Surname:</p> <p>Present Position:</p> <p>Age:</p> <p>Nationality:</p> <p>Address:</p> | <p>Associate Professor Manop Bongsadadt</p> <p>Independent Director, Member of the Audit Committee and Chairman of the Nomination and Remuneration Committee</p> <p>69 years</p> <p>Thai</p> <p>554/14 Soi Senanikom 1, Pahonyothin Road, Laadyao, Chatuchak, Bangkok10900</p> |  | | | | | | |
| <p>Education:</p> | <ul style="list-style-type: none"> - Master of Regional Planning Institute of Social Studies, The Netherlands - Master of Architecture Kansas State University, U.S.A. - Bachelor of Architecture Chulalongkorn University | | | | | | | |
| <p>Director Training Programs:</p> | <ul style="list-style-type: none"> - Role of The Compensation Committee (RCC 8/2009) Thai Institute of Directors Association (IOD) - Role of the Chairman Program (RCP 17/2007) Thai Institute of Directors Association (IOD) - Audit Committee Program (ACP 10/2005) Thai Institute of Directors Association (IOD) - Director Accreditation Program (DAP 8/2004) Thai Institute of Directors Association (IOD) | | | | | | | |
| <p>Years as director:</p> | <p>6 years (appointed in 2004)</p> | | | | | | | |
| <p>KK shareholdings: (As of 31 December 2010)</p> | <p>None</p> | | | | | | | |
| <p>KK ESOP-W2 Allotted:</p> | <p>100,000 units, equal to 0.3862% of total ESOP warrants offered 25,890,000 units</p> | | | | | | | |
| <p>Positions held in Kiatnakin Bank Plc.</p> | <table border="0"> <tr> <td style="padding-right: 10px;">2006-present</td> <td style="padding-right: 10px;">Chairman of the Nomination and Remuneration Committee</td> <td>Kiatnakin Bank Plc.</td> </tr> <tr> <td>2005-present</td> <td>Independent Director and Member of the Audit Committee</td> <td>Kiatnakin Bank Plc.</td> </tr> </table> | 2006-present | Chairman of the Nomination and Remuneration Committee | Kiatnakin Bank Plc. | 2005-present | Independent Director and Member of the Audit Committee | Kiatnakin Bank Plc. | |
| 2006-present | Chairman of the Nomination and Remuneration Committee | Kiatnakin Bank Plc. | | | | | | |
| 2005-present | Independent Director and Member of the Audit Committee | Kiatnakin Bank Plc. | | | | | | |
| <p>Positions held in other listed companies :</p> | <p>2 position</p> <table border="0"> <tr> <td style="padding-right: 10px;">2004-present</td> <td style="padding-right: 10px;">Member of the Audit Committee</td> <td>The Erawan Group Plc.</td> </tr> <tr> <td>2003-present</td> <td>Chairman of the Board of Director</td> <td>Rasa Property Development Plc.</td> </tr> </table> | 2004-present | Member of the Audit Committee | The Erawan Group Plc. | 2003-present | Chairman of the Board of Director | Rasa Property Development Plc. | |
| 2004-present | Member of the Audit Committee | The Erawan Group Plc. | | | | | | |
| 2003-present | Chairman of the Board of Director | Rasa Property Development Plc. | | | | | | |

| | |
|---|---|
| Positions held in non-listed companies: | 3 positions 2006-present Director Krungthep Thanakom Co., Ltd. 2002-present Associate Professor Faculty of Architecture, Chulalongkorn University 1992-present Executive Director Tubkaew-Hori Kindergarten School and Nursery |
| Positions held in a competing business / bank-related companies that may cause conflicts of interest | None |
| Experiences: | 2004-2005 Independent Director Kiatnakin Finance Plc. 2004-2007 Chairman of the Audit Committee N.C. Housing Plc. 1998-2000 Chairman of B.M.A. Advisory Board Bangkok Metropolitan Administrator 1989-2006 Chairman of the Board Waterford Co., Ltd. 1985-1991 Vice-Rector Chulalongkorn University 1970-2006 Chairman of the Board Four Aces Co., Ltd. 1970-2001 Lecturer Faculty of Architecture Chulalongkorn University |
| Conflicts of interest in this Meeting: | Agenda no. 6 : To consider the remuneration for directors for 2011 |
| Attendance at 2010 meetings: | Board of Directors meetings 7 out of 9 Audit Committee meetings 11 out of 11 Nomination and Remuneration Committee meetings 4 out of 4 Shareholders' meeting for 2010 1 out of 1 |

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

| | | |
|---|---|---|
| <p>Name-Surname:</p> <p>Present Position</p> <p>Age:</p> <p>Nationality:</p> <p>Address:</p> | <p>Mr. Chet Pattrakornkul</p> <p>Independent Director, Member of the Audit Committee</p> <p>Chairman of the Compliance and Governance Committee and Member of the Nomination and Remuneration Committee</p> <p>62 years</p> <p>Thai</p> <p>141/24 Soi 48, Tiwanon Road, Tambon Tasai, Amphur Muang, Nontaburi 11000</p> |  |
| <p>Education:</p> | <ul style="list-style-type: none"> - Master in Marketing (Certificate program) Thammasart University - Bachelor's Degree in Public Administration Ramkhamhaeng University | |
| <p>Director Training Programs:</p> | <ul style="list-style-type: none"> - Financial Institutes Reform in Thailand from Present to the Future (2010) Thai Institute of Directors Association (IOD) - Economy After the Crisis (2010) Thai Institute of Directors Association (IOD) - The Board's Role on Fraud Prevention and Detection (2010) Thai Institute of Directors Association (IOD) - Monitoring the System of Internal Control and Risk Management (MIR 5/2009) Thai Institute of Directors Association (IOD) - Monitoring of the Quality of Financial Reporting (MFR 7/2009) Thai Institute of Directors Association (IOD) - Monitoring Fraud Risk Management (MFM 1/2009) Thai Institute of Directors Association (IOD) - Board and Director Performance Evaluation (R-WS workshop 2/2008) Thai Institute of Directors Association (IOD) - Corporate Governance Report of Thai Listed Companies (2007) Thai Listed Companies Association - Monitoring the Internal Audit Function (MIA 1/2007) Thai Institute of Directors Association (IOD) - Audit Committee Program (ACP 17/2007) Thai Institute of Directors Association (IOD) - Role of the Compensation Committee (RCC 1/2006) Thai Institute of Directors Association (IOD) - DCP Refresher Course (3/2006) Thai Institute of Directors Association (IOD) - Director Certification Program (DCP 9/2001) Thai Institute of Directors Association (IOD) | |

| | | | |
|--|---|---|--|
| Years as director: | 6 years (appointed in 2005) | | |
| KK shareholdings: (As of 31 December 2010) | 10,000 shares, equal to 0.0018% of total shares with voting rights | | |
| KK ESOP-W2 Allotted: | 100,000 units, equal to 0.3862% of total ESOP warrants offered 25,890,000 units | | |
| Positions held in Kiatnakin Bank Plc. | 2011-present | Chairman of the Compliance and Governance Committee | Kiatnakin Bank Plc. |
| | 2007-present | Member of the Audit Committee | Kiatnakin Bank Plc. |
| | 2006-present | Member of the Nomination and Remuneration Committee | Kiatnakin Bank Plc. |
| | 2005-present | Independent Director | Kiatnakin Bank Plc. |
| Positions held in other listed companies : | None | | |
| Positions held in non-listed companies: | None | | |
| Positions held in a competing business / bank-related companies that may cause conflicts of interest | None | | |
| Experiences: | 2004-2005 | Head of Consumer Lending | Kiatnakin Finance Plc. |
| | 2002-2004 | Managing Director, Consumer Lending | Kiatnakin Finance Plc. |
| | 2000-2002 | Assistant Managing Director | Kiatnakin Finance Plc. |
| | 2000-2000 | Managing Director | Rattanatun Finance Plc. |
| | 1998-1999 | Assistant Managing Director, Consumer Lending | Kiatnakin Finance and Securities Co., Ltd. |
| | 1998-1998 | Director, Assets Realization Division | Financial Sector Restructuring Authority |
| | 1992-1997 | Assistant Managing Director | Thana One Finance & Securities Co., Ltd. |
| | 1989-1991 | Vice President of Operation | Finance One Co., Ltd. |
| | 1970-1988 | Manager, Retail Banking | Chase Manhattan Bank |
| Conflicts of interest in this Meeting: | Agenda no. 6 : To consider the remuneration for directors for 2011 | | |
| Attendance at 2010 meetings: | Board of Directors meetings | 9 out of 9 | |
| | Audit Committee meetings | 11 out of 11 | |
| | Nomination and Remuneration Committee meetings | 4 out of 4 | |
| | Shareholders' meeting for 2010 | 1 out of 1 | |

Profile of director proposed by the Bank to act as proxy for shareholders (4)

| | | | | | | | | | | | | | | | | |
|---|---|---|-------------------------------|---------------------|--|---|--|--------------|----------------------|---------------------|-----------|----------|---------------------|-----------|---|---------------------|
| Name-Surname: Present Position: Age: Nationality: Address: | Mr. Pravut Varutbangkul Independent Director, Member of the Audit Committee Member of the Compliance and Governance Committee 63 years Thai 80/3 Sukhumvit 63 Road, Soi Nuan Noi , Klong Tun Nua, Wattana, Bangkok10110 |  | | | | | | | | | | | | | | |
| Education: | - Master of Business Administration in Operations Research and General University of Santa Clara, Santa Clara, California, U.S.A. - Bachelor of Science (Operations Research & Finance) Brigham Young University, Provo, Utah, U.S.A. | | | | | | | | | | | | | | | |
| Director Training Programs: | - Effective Business Performance Leadership (5/2008) Thai Institute of Directors Association (IOD) - Monitoring Strategy Implementation and Execution (2008) Thai Institute of Directors Association (IOD) - Improving The Quality of Financial Reporting (QFR 5/2007) Thai Institute of Directors Association (IOD) - Audit Committee Program (ACP 16/2007) Thai Institute of Directors Association (IOD) - DCP Refresher Course (3/2006) Thai Institute of Directors Association (IOD) - Director Certification Program (DCP 5/2001) Thai Institute of Directors Association (IOD) | | | | | | | | | | | | | | | |
| Years as director: | 14 years (appointed in 1996) | | | | | | | | | | | | | | | |
| KK shareholdings: (As of 31 December 2010) | 270,000 shares, equal to 0.0477% of total shares with voting rights | | | | | | | | | | | | | | | |
| KK ESOP-W2 Allotted: | 100,000 units, equal to 0.3862% of total ESOP warrants offered 25,890,000 units | | | | | | | | | | | | | | | |
| Positions held in Kiatnakin Bank Plc. | <table border="0"> <tr> <td>2011-present</td> <td>Member of the Audit Committee</td> <td>Kiatnakin Bank Plc.</td> </tr> <tr> <td></td> <td>Member of the Compliance and Governance Committee</td> <td></td> </tr> <tr> <td>2010-present</td> <td>Independent Director</td> <td>Kiatnakin Bank Plc.</td> </tr> <tr> <td>2006-2010</td> <td>Director</td> <td>Kiatnakin Bank Plc.</td> </tr> <tr> <td>2005-2006</td> <td>Director and Vice Chairman of the Executive Board</td> <td>Kiatnakin Bank Plc.</td> </tr> </table> | 2011-present | Member of the Audit Committee | Kiatnakin Bank Plc. | | Member of the Compliance and Governance Committee | | 2010-present | Independent Director | Kiatnakin Bank Plc. | 2006-2010 | Director | Kiatnakin Bank Plc. | 2005-2006 | Director and Vice Chairman of the Executive Board | Kiatnakin Bank Plc. |
| 2011-present | Member of the Audit Committee | Kiatnakin Bank Plc. | | | | | | | | | | | | | | |
| | Member of the Compliance and Governance Committee | | | | | | | | | | | | | | | |
| 2010-present | Independent Director | Kiatnakin Bank Plc. | | | | | | | | | | | | | | |
| 2006-2010 | Director | Kiatnakin Bank Plc. | | | | | | | | | | | | | | |
| 2005-2006 | Director and Vice Chairman of the Executive Board | Kiatnakin Bank Plc. | | | | | | | | | | | | | | |
| Positions held in other listed companies : | None | | | | | | | | | | | | | | | |

| | | | |
|--|--|---|--|
| Positions held in non-listed companies: | None | | |
| Positions held in a competing business / bank-related companies that may cause conflicts of interest | None | | |
| Experiences: | 2009-2011 | Member of the Audit Committee | Kiatnakin Securities Co., Ltd. |
| | 2007-2011 | Director | Kiatnakin Securities Co., Ltd. |
| | 2004-2005 | Director and Head of Central Support | Kiatnakin Finance Plc. |
| | 2002-2004 | Director and Managing Director, Central Support | Kiatnakin Finance Plc. |
| | 1996-2002 | Director and Assistant Managing Director | Kiatnakin Finance Plc. |
| | 1993-1996 | Assistant Managing Director | Kiatnakin Finance and Securities Co., Ltd. |
| | 1984-1993 | Vice President, Country Operations Officer | Bank of America |
| | 1983-1984 | Vice President, Head of FX/ Money Management Department | Asia Trust Bank |
| | 1975-1983 | Assistant Vice President, Liability Manager/ Strategic Planning | Bank of America |
| Conflicts of interest in this Meeting: | Agenda no. 6 : To consider the remuneration for directors for 2011 | | |
| Attendance at 2010 meetings: | Board of Directors meetings | | 9 out of 9 |
| | Shareholders' meeting for 2010 | | 1 out of 1 |

The Bank's Definition of Independent Director

Each independent director 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 regarding shareholding. Each independent directors of the Bank must 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 in independent director must also be counted.

**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 2011, shareholders can register from 08.30 hours (8.30 A.M.) onwards on 21 April 2011 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 2011 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) 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.

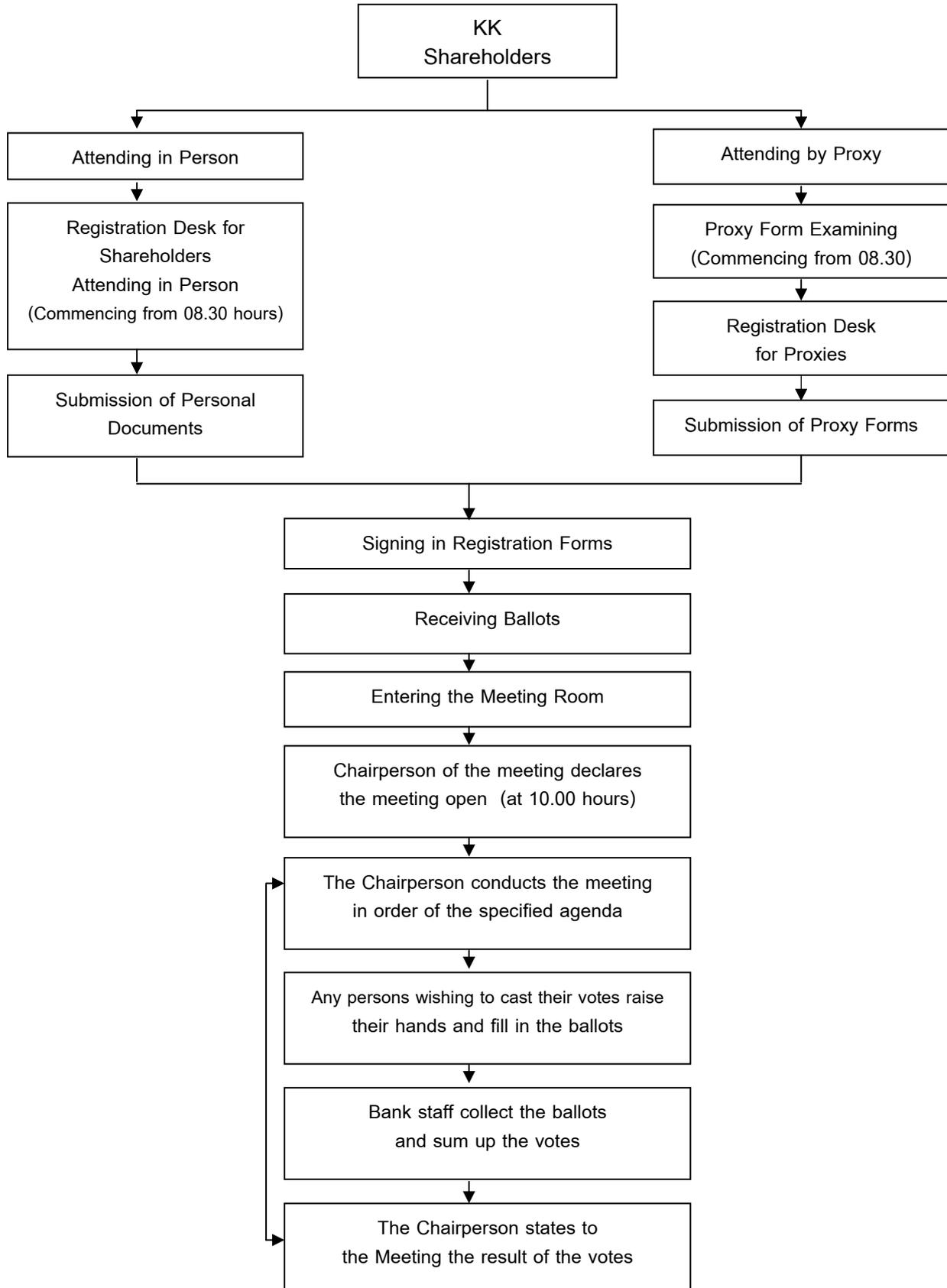
- (b) Any original document not written in English must be submitted together with the English translated version. And the representative of the foreign juristic person must certify the correctness of the translation.

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
 Thursday, 21 April 2011



The Bank's Articles of Association
especially related to Shareholders' Meeting

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

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

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

- 1) Consider 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.

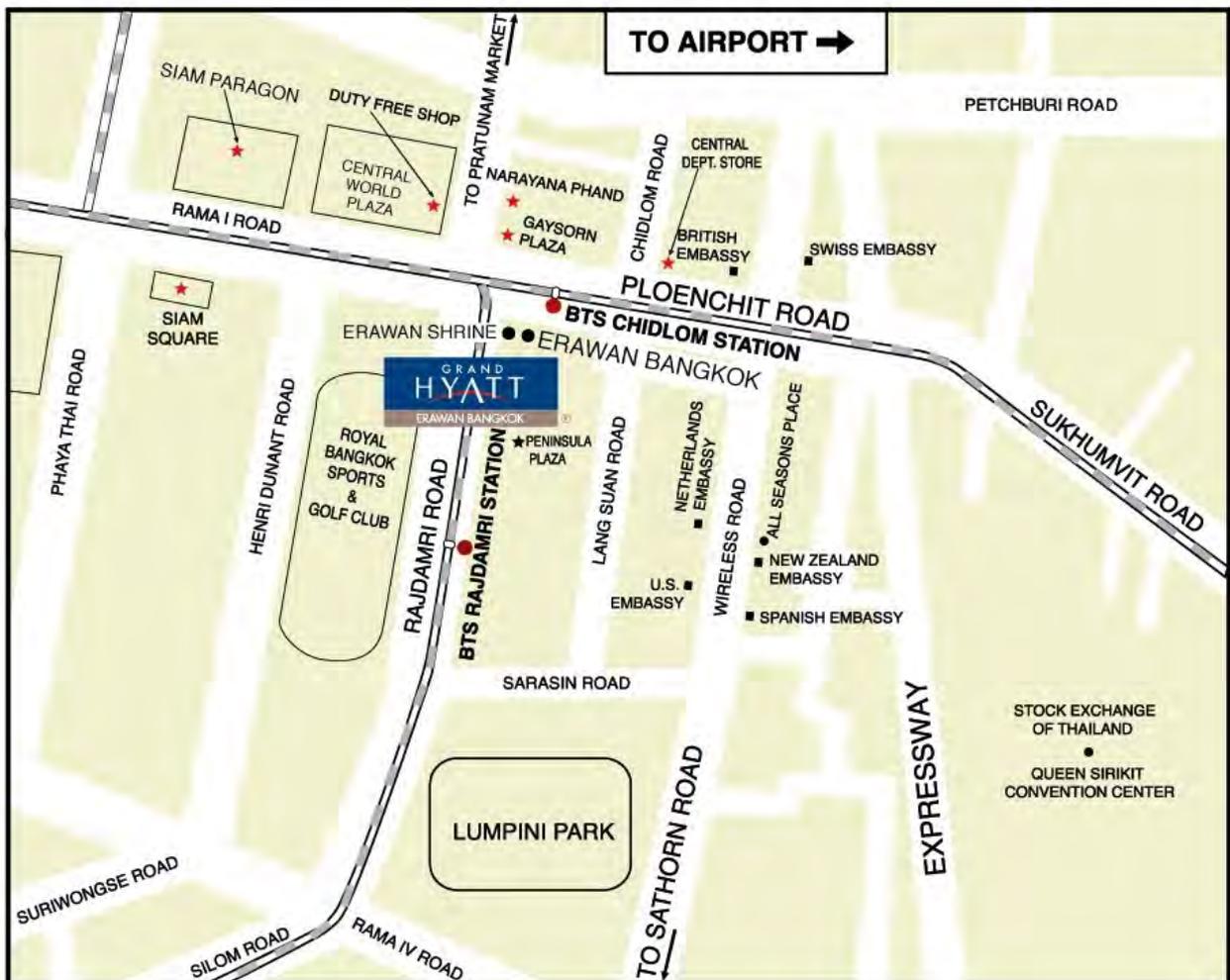
Map of the meeting venue

Grand Hyatt Erawan Bangkok Hotel

494 Rajdamri Road, Bangkok 10330

Telephone: 0-2254-1234

Facsimile: 0-2254-6286



Grand Hyatt Erawan Bangkok 494 Rajdamri Rd. Bangkok 10330 Thailand. www.bangkok.grand.hyatt.com